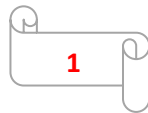




**The article of association for Nahdi Medical Company
(Joint stock Co.)**



Nahdi Medical Co.
Joint-stock company
C.R. 4030053868 C.O.C 25292.

www.nahdi.sa
Paid capital: 1,300,000,000
Membership number 25292

P.O. Box 17129
Jeddah, 21484, Saudi Arabia



The first Part: Incorporation of the Company

Article (1): Incorporation

The company shall be established in accordance with the provisions of the Companies Law issued by Royal Decree No. (M/132), dated 01/12/1443 H, and its executive regulations. This company is a Saudi joint stock company according to the following:

Article (2): Company Name

Nahdi Medical Company (JSC)

Article (3): The company headquarter

The headquarter of the company is located in Jeddah. Also, more branches may be established for the company inside or outside the Kingdom of Saudi Arabia by a resolution of BOD.

Article (4): The purposes of the Company

The company carries out the following purposes:

Part	Category
Wholesale and retail trade, repair of motor vehicles and motorcycles	Wholesale of household goods
Wholesale and retail trade, repair of motor vehicles and motorcycles	Retail sale of pharmaceutical, medical, cosmetic and toiletry products in specialized stores

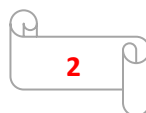
The company carries out its purposes in accordance with the applicable regulations after obtaining the necessary licenses from the competent authorities, if any.

Article (5): Term of the Company

The term of the company is 99 Gregorian years, starting from the date of CR registration. This term may always be extended by the resolution of the Extraordinary General Assembly at least one year before the expiry of its term.

The second Part: Capital and Shares

Article (6): The Capital





The capital of the company is determined at 1,300,000,000 S.R., divided into 130,000,000 nominal shares of equal value, the nominal value of each amounting 10 S.R., all of which are ordinary shares in exchange for cash shares, and the paid-up value is 1,300,000,000 S.R. The cash amounts paid from the issued capital have been deposited in a licensed bank in an account bearing the name of the company.

Article (7): Subscription to Shares

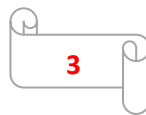
The founders subscribed to the entire issued capital shares amounting to 130,000,000, fully paid shares.

Article (8): Shares trading

The company's shares are traded by being registered in the shareholders' register, and the transfer of ownership of the share is not valid except from the date of this entry.

Article (9): Sale of Shares That Have Not Been Valued

1. The shareholder is obligated to pay the remainder of the share value on the dates specified for that, and if he fails to pay on the due date, BOD may sell the share in a public auction or the financial market, as needed, after notifying him by e-mail or informing him by a registered letter or by any means of modern technology.
2. The company collects the proceeds of the sale the due amounts and returns the remainder to the owner of the share. If the proceeds of the sale are not sufficient to meet these amounts, the company may collect the remainder from all the shareholder's funds.
3. Enforcement of the rights related to the shares that have not been paid for their value shall be suspended upon the expiration of the due date until they are sold or due from them are paid in accordance with the provisions of Paragraph (1) of this Article, and they include the right to obtain a share of the net profits to be distributed and the right to attend the assemblies and vote on their resolutions. However, the shareholder who fails to pay until the day of the sale may pay the due value in addition to the expenses incurred by the company in this regard, and in this case the shareholder has the right to request obtaining the profits that are decided to be distributed





4. The company shall cancel the certificate of the sold share in accordance with the provisions of this Article, and shall give the purchaser a new certificate of the share bearing the same number, and shall indicate in the shareholders' registry that the sale has taken place and include the necessary data for the new owner.

Article (10): Capital Increase

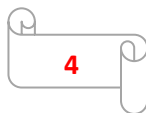
1- It is permissible, by a resolution of the company board, to increase the issued capital within the limits of the authorized capital, provided that the issued capital has been paid in full.

2- The extraordinary general assembly may decide to increase the company's capital, provided that the issued capital has been paid in full. It is not required that the capital be paid in full if the unpaid part of it belongs to shares issued in return for converting debt instruments or financing sukuk into shares and the term specified for their conversion has not yet expired.

Article (11): Capital Reduction

1. The Extraordinary General Assembly may decide to reduce the capital if it exceeds the company's need or if the company incurs losses. In the latter case alone, it is permissible to reduce the capital to less than the limit stipulated in Article (59) of the Companies Law. The reduction resolution shall not be issued except after reading a statement, in a general assembly prepared by BOD, on the reasons for the reduction, identifying the company's obligations and the impact of the reduction on fulfilling them, provided that a report from the company's auditor is attached to this statement.

2. If the capital reduction is a result of its excess to the company's need, the creditors must be invited to express their objections to the reduction at least 45 days prior to the date specified for holding the extraordinary general assembly meeting to take a resolution to reduce, provided that the invitation is attached. A statement showing the amount of the capital before and after the reduction, the date of the meeting and the effective date of the reduction. If any of the creditors objects to the reduction and submits his documents





to the company on the aforementioned date, the company must pay him his debt if it is due or provide him with sufficient guarantee to pay it if it is deferred.

3. Equality must be taken into account among the shareholders who hold the same shares, when reducing the capital.

Article (12): The Working Shareholder

The working shareholder is obligated to work for the company in accordance with this article of association and to dedicate all his efforts to serving it. A working shareholder is deemed to have defaulted on his shareholding and the company shall be dissolved for him in the event that his license to practice the profession of pharmacy is revoked, or if the work he provides to the company ends, or if the shareholders ask him at any time and for any reason to leave the company. The working shareholder is not entitled to carry out the same work and the company's activity for his own account or for the account of others as long as he is a working shareholder, and the working shareholder is not entitled to request any compensation in the event that his shareholding to the work in the company ends for any reason whatsoever. This article of association does not create any labor relationship between the shareholder and the company.

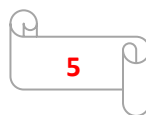
Article (13): Trading in Shares and Register of Shareholders

The company's shares are traded in accordance with the provisions of the Capital Market Law and its executive regulations.

The third Part: Board of Directors

Article (14): Company Management

The company is managed by a board of directors consisting of (7) members, provided that they are persons of natural capacity elected by the ordinary general assembly of shareholders for a term not exceeding four years. As an exception, the shareholders appointed the first board of directors for a term of 4 years, as follows: -



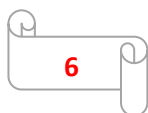
Serial No.	The name	The position
1	Abdullatif Ali Abdullatif Alsaif	Board member
2	Saleh Salim Ahmed Mahfouz	Board chairman
3	ROMAIN VOOG	Board member
4	Abdullah Amer Abdullah Alnahdi	board Vice Chairman
5	Yasser Gholam Abdulaziz Joharji	Board member
6	Abdulelah Salim Ahmed Mahfouz	Board member
7	JUNAID AZMAT BAJWA	Board member

Article (15): Termination of the Board Membership

The board membership ends with the expiration of its term or with the expiration of the member's validity in accordance with any regulations in force. The General Assembly may, upon a recommendation from the Board, terminate the membership of any member who is absent from attending three consecutive meetings or five separate meetings during his membership period without permission or an excuse accepted by the Board. Still, the Ordinary General Assembly may dismiss all or some of board members. In this case, the Ordinary General Assembly must elect a new BOD or someone to replace the dismissed member in accordance with the provisions of the Companies Law.

Article (16): Expiry of the term of the BOD, retirement of members, or membership
vacancy

1. The BOD shall, before the end of its term, call the Ordinary General Assembly to convene to elect BOD for a new term. If the election cannot be held and the current term of the Board has expired, the members shall continue to perform their duties until BOD is elected for a new term, provided that the term of board members whose term has expired shall not exceed the term specified by the Executive Regulations of the Companies Law.
2. If the chairman and members of BOD retire, they must call the Ordinary General Assembly to convene to elect a new BOD. Resignation does not apply until the new Board is elected, provided that the term of the retiring Board does not exceed the term specified by the Executive Regulations of the Companies Law.





3. The member of BOD may retire from the board membership by virtue of a written notification addressed to the Board chairman. If the Board chairman resigns, the notification must be directed to the remaining board members and the board secretary. Resignation is effective from the date specified in the notification.

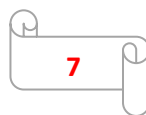
4. If the position of a member of BOD becomes vacant due to the death or retirement of any of its members, and this vacancy does not result in a breach of the conditions necessary for the validity of the meeting of the Board due to a decrease in the number of its members below the minimum number, the Board may appoint in the vacant position a person who has experience and efficiency, provided To notify the Commercial Registry, as well as the Capital Market Authority if the company is listed in the financial market, within 15 days from the date of appointment, and to present the appointment to the Ordinary General Assembly at its first meeting, and the appointed member completes the term of his predecessor.

5. If the necessary conditions for the validity of the meeting of BOD are not met because the number of its members is less than the minimum stipulated in the Companies Law or in this article of association, the rest of the members must invite the Ordinary General Assembly to convene within 60 days to elect the necessary number of members.

Article (17): Powers of the Board

Taking into account the terms of reference of the General Assembly, BOD shall have the widest powers in managing the company in a way that achieves its objectives.

The commercial registers	Main	Issuance	Entitled to grant POA
		renewal	Entitled to grant POA
		cancellation	Entitled to grant POA



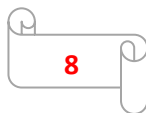


	Sub	Issuance	Entitled to grant POA
		renewal	Entitled to grant POA
		cancellation	Entitled to grant POA
Converting the Est. branch	Entitled to grant POA		
Opening registers branches	Entitled to grant POA		
Opening branches	Entitled to grant POA		
Opening company branches	Entitled to grant POA		
Opening, renewing and canceling main and sub files	Entitled to grant POA		

It is required that BOD obtain the approval of the General Assembly when selling assets whose value exceeds (50%) of the value of the total assets, whether the sale is made through one transaction or several transactions. In this case, the transaction that leads to exceeding 50% of the assets value is considered The transactions that need to be approved by the General Assembly, and this percentage is calculated from the date of the first transaction that took place during the previous 12 months. The BOD may, within the limits of its competence, authorize one or more of its members or third parties to undertake specific tasks.

Article (18): Remuneration of Board Members

1- The remuneration of BOD consists of The percentage of net profits, in-kind benefits, or what is determined by the Ordinary Assembly.





2- The report of BOD to the Ordinary General Assembly at its annual meeting must include a comprehensive statement of all the benefits received by each member of BOD during the fiscal year in terms of remuneration, allowances for attending sessions, expenses allowances and other benefits, and it should also include a statement of what board members have received in their capacity as workers or administrators, or what they have received in return for technical, administrative or consulting work. In addition, it should include a statement of the number of Board sessions and the number of sessions attended by each member.

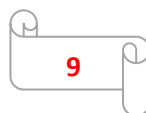
Article (19): Powers of the Chairman, Vice chairman, Managing Director and Secretary

1-The BOD shall appoint, at its first meeting, a Chairman from among its members, and it may appoint a Managing Director from among its members, and the BOD shall, at its first meeting, appoint a Vice-Chairman from among its members.

2-BOD shall appoint CEO from among its members or others.

3-The Board chairman is responsible for managing the following:

The commercial registers	Main	Issuance	Entitled to grant POA
		renewal	Entitled to grant POA
		cancellation	Entitled to grant POA
	Sub	Issuance	Entitled to grant POA
		renewal	Entitled to grant POA
		cancellation	Entitled to grant POA





Converting the Est. branch	Entitled to grant POA
Opening registers branches	Entitled to grant POA
Opening branches	Entitled to grant POA
Opening company branches	Entitled to grant POA
Opening, renewing and canceling main and sub files	Entitled to grant POA

4-Also, the board Vice Chairman is responsible for managing the following:

The commercial registers	Main	Issuance	Entitled to grant POA
		renewal	Entitled to grant POA
		cancellation	Entitled to grant POA
	Sub	Issuance	Entitled to grant POA
		renewal	Entitled to grant POA
		cancellation	Entitled to grant POA
Converting the Est. branch	Entitled to grant POA		



Opening registers branches	Entitled to grant POA
Opening branches	Entitled to grant POA
Opening company branches	Entitled to grant POA
Opening, renewing and canceling main and sub files	Entitled to grant POA

5-The BOD shall appoint a secretary to be chosen from among its members or from other.

6-By a written resolution, the board chairman may delegate some of his powers to other board members or to third parties to undertake specific tasks.

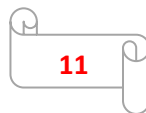
7-The Vice-Board chairman shall replace the Board chairman in his absence in cases where the Board has a Vice-Chairman.

Article (20): Board Meetings

1- BOD shall meet at least four times a year at the invitation of its Chairman. The invitation shall be in writing, electronically, or through modern technology and accompanied by an agenda. The Board chairman shall invite the Board to a meeting whenever requested in writing by any member of the Board to discuss one or more issues.

2- BOD shall determine the location of its meetings, which may be held using modern technology.

Article (21): Board Meetings and Resolutions





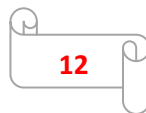
- 1- A meeting of BOD shall not be valid unless attended by 50 of the members, either personally or on behalf.
- 2- A member of BOD may deputize other members to attend the meetings of the Board in accordance with the following controls:
 - a. A member of BOD may not represent more than one member in attending the same meeting.
 - b. The representation must be fixed in writing, and for a specific meeting.
 - c. The representative may not vote on resolutions that the article of association prohibits the representative from voting on.
 - d. The representation may be electronic or through modern technology.
- 3- The resolution of BOD shall be effective from the date of its issuance, unless it is stipulated in it that it will be effective at another time or when certain conditions are met.

Article (22): Issuance of Board Resolutions on Urgent issues

The BOD may issue its resolutions on urgent issues by presenting them to all members by circulation, unless one of the members requests, in writing, a meeting of the Board to deliberate on them. These resolutions are issued with the approval of (75%) of its members, presented to the Board at its first meeting to record them in the minutes of that meeting.

Article (23): Board Deliberations

1. The deliberations and resolutions of BOD are recorded in minutes prepared by the secretary, signed by the chairman of the meeting, the attending members of BOD, and the secretary.
2. The minutes shall be recorded in a special register signed by board chairman and the Secretary.





3. It is permissible to use the means of modern technology to sign, record deliberations and resolutions.

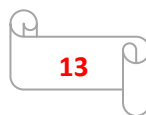
Article (24): Powers of the Board

Taking into account the terms of reference of the General Assembly, BOD shall have the widest powers in managing the company in a way that achieves its objectives. The Board shall have the right to represent the company before third parties, within the limits of its competence, and it shall also have the right to authorize one or more of its members or third parties to undertake specific tasks.

It is required that BOD obtain the approval of the General Assembly when selling assets whose value exceeds (50%) of the value of the total assets, whether the sale is made through one transaction or several transactions. In this case, the transaction that leads to exceeding 50% of the assets value is considered, the transactions that need to be approved by the General Assembly, and this percentage is calculated from the date of the first transaction that took place during the previous 12 months. The BOD may, within the limits of its competence, authorize one or more of its members or third parties to undertake specific tasks.

Article (25): Remuneration of Board Members

1. The remuneration of BOD consists of a certain amount and attendance allowance for the sessions attendance.
2. The report of BOD to the Ordinary General Assembly at its annual meeting must include a comprehensive statement of all the benefits received by each member of BOD during the fiscal year in terms of remuneration, allowances for attending sessions, expenses allowances and other benefits, and it should also include a statement of what board members have received in their capacity as workers or administrators, or what they have received in return for technical, administrative





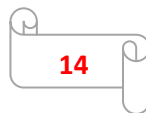
or consulting work. In addition, it should include a statement of the number of Board sessions and the number of sessions attended by each member.

Article (26): Powers of the Chairman, Vice chairman, Managing Director and Secretary

1. In the first meeting, the BOD shall appoint, a Chairman and a Vice-Chairman from among its members, and may appoint a Managing Director from among its members.
2. BOD shall appoint CEO from among its members or others.

Article (27): The powers of the chairman and vice-chairman (1)

1. Presiding over the meetings of BOD and the general assemblies of the company, and representing the company before all governmental authorities and other natural or legal civil or governmental bodies inside or outside the Kingdom.
2. Representing the company before governmental and non-governmental agencies and before the judiciary, having the right to authorize others to review, plead and defend the company before governmental and private quarters, as well as to authorize others to appeal against the resolutions, orders and procedures of administrative authorities on behalf of the company and to authorize others to review, plead and defend the company Before all Sharia courts, judicial bodies, the Board of Grievances, labor offices, higher and primary committees, the Committee for Settlement of Securities Disputes, commercial paper committees and all other judicial committees, arbitration and civil rights commissions, police departments, chambers of commerce and industry, private bodies, companies, banks, commercial banks, treasury and all funds and government funding institutions, financial institutions of all kinds, and other lenders, filing lawsuits, terminations, pleadings, litigation, conciliation, acknowledgment, waiver, arbitration, acceptance of decrees and objection to them, requesting their implementation at civil rights and enforcement courts, delivery, signature, receipt of sukuk and decrees, objection to them and contesting them in all ways of appeal, having these powers





Whether before judicial, governmental or private agencies or individuals, providing guarantees, receiving amounts from courts and paying amounts to courts, having the right to delegate others to do so.

3. Representing the company, approving, signing on its behalf, or signing jointly with others in establishing other companies, signing amendment annexes and the partners' resolution before the notary public, inside and outside the Kingdom and determining the value of shares or stocks for the company, increasing or decreasing the capital of those companies or withdrawing the company from the other companies, selling, buying, mortgaging, releasing mortgages, assigning and disposing of the shares of the company in other companies to third parties, converting its entities, whether to a joint-stock company, a limited liability company, or others, signing the article of association of these companies and the addendums to amend them, including any documents or contracts. Buying, selling, mortgaging, de-mortgaging, assigning or disposing of shares or stocks, minutes of general assemblies, permits, applications, notices, powers of attorney, resolutions, lease contracts or any other papers that may be necessary, signing it before the notary public, with all its amendments and addendums, or any other government agencies, having the right to delegate some of these powers to others.

Article (28): The powers of the chairman and vice-chairman (2)

Both have the right to perform all legal, and procedural actions necessary to manage the company and conduct its business, having the right to approve, conduct, conclude, sign, register and document all contracts and agreements and sign them in the name of the company, including contracts related to public and private contracting, commercial agencies, distribution, contracts, commercial agencies, concession and usufruct, procurements, supply, sale, purchase, evacuation, renting, leasing, services, insurance, and installments for all the company's movable and immovable funds, including land, real estate, factories, buildings, equipment, machinery, company assets, shares, borrowing, mortgage, redemption, submission of all necessary guarantees for that, reconciliation,

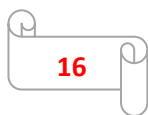




settlements, discharge, receipt, exchange, receipt, delivery, having the right to sign before all governmental and non-governmental agencies, notaries, etc., inside and outside the Kingdom of Saudi Arabia, entering into competitions, tenders, public and private procurement, purchasing their documents, submitting bids, competing, accepting awards, signing, rejecting or canceling their contracts, and opening envelopes.

Article (29): The powers of the chairman and vice-chairman (3)

Both have the right to Manage the Bounced checks, making clearings, updating data, subscribing to safety deposit boxes, renewing subscription to safety deposit boxes, redeeming units of safety deposit boxes, borrowing, and requesting loans and credit facilities with terms exceeding three years (after the approval of BOD) from banks, financial institutions, governmental or non-governmental organizations, acceptance of the terms, provisions and prices of those loans and facilities, signing of their contracts, forms, pledges, repayment schedules, receipt and disposal thereof, guarantees, issuance of financial and bank letters of guarantee, guaranteeing loans and facilities obtained by any of its subsidiaries, signing guarantees and documentary credits, opening, accepting, canceling and closing Documentary credits, withdrawals from them, issuance, acceptance, guarantee, guarantee and dealing with all types of commercial papers (including cheques, promissory notes and promissory notes), securities and investment portfolios, issuance, conclusion, withdrawal, cancellation, termination, waiver, renewal, receipt, acceptance, purchase, sale, mortgage and dealing with all types of securities and endorsements whether This was inside or outside the Kingdom, including stocks, bonds, sukuk, and stocks that are compatible with the provisions of Islamic Sharia, having the right to open investment accounts with securities business companies, manage those accounts, signing agreements related to them, having the right to open investment portfolios with discretionary and non- discretionary management, covering the various categories of assets, signing all documents related to that, authorizing securities companies to manage investment portfolios, signing all documents related, signing





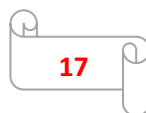
orders to buy, sell, transfer and mortgage those portfolios, having the authority to sign treasury client agreements and deal with the treasury and implement all documents related to all transactions The bank's treasury products operations, including but not limited to money market operations, foreign currency market operations (immediate or deferred exchange) and their derivatives and structured products. It also has the powers to sign an agreement dealing with authorized persons (financial companies) and subscriptions to investment funds of all kinds. Redeeming its units, transferring units, withdrawing the recovery amount, opening investment portfolios and transferring from them, having the right to sign all documents and contracts necessary for that, having the right to sign all kinds of agreements and documents related to financial companies. having the right to delegate all or some of the powers referred to in this clause.

Article (30): The powers of the chairman and vice-chairman (4)

Both have the right to claim, collect and receive all amounts related to the company, receive the company's financial extracts, regardless of their value, insurance dues, discharge the company's debtors from their obligations, or cash amounts due to the company, giving clearances, registering trademarks, patents and industrial fees. All intellectual property rights, registration of commercial agencies and concessions, cancellation and assignment thereof, granting licenses to use them, objection to registration, and requesting and receiving compensation.

Article (31): The powers of the chairman and vice-chairman (5)

Both have the right to review the Commercial registers Department to renew the records or transfer the commercial registers, reserving the trade mark, Opening the subscription with the Chamber of Commerce, Renewing the subscription with the Chamber of Commerce, Signing all documents with the Chamber of Commerce, Managing the records, Managing business, Approving the signature with the Chamber of Commerce, Supervising records, Amending records, Adding activity, Opening branches for records,

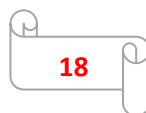




Canceling and deleting records, Converting company branches to independent companies, whether with limited liability, joint stock, or any other legal entity, having the right to open shops, issuance of licenses, renewal of licenses, cancellation of licenses, transfer of licenses, issuance of building, demolition and restoration permits, issuance of Croquis, issuance of building completion certificates, land planning, issuance of health cards, conversion of agricultural land into residential / commercial in addition to the delivery and receipt of all Official documents, and papers, issuing a replacement for lost or damaged ones, adding the total area and borders of lands, real estate, buildings and factories, amending and restoring deeds, sorting, merging, dividing and severing, submitting applications to marginalize deeds and requesting cadastral declarations.

Article (32): The powers of the chairman and vice-chairman (6)

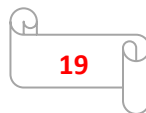
Both have the right to sell and transfer to the buyer, receiving the price, buying and accepting transfer and paying the price, acceptance of donation and transfer, mortgage, release of mortgage, merging of sukuk, division and sorting, receiving sukuk, updating sukuk and entering them into the comprehensive system and requesting amendment to them, waiver Deficiency or addition of an increase in the area, requesting evidences for consolidation and conducting all related transactions and requesting the application of Article (231) of the Sharia Proceedings law, converting agricultural land to residential/ commercial, amending the name of the owner and the number of the civil registry or custody, amending borders, lengths, area, plot numbers, plans and deeds and their dates and names of neighborhoods, Issuance of replacement for lost or damaged, Leasing, Signing rental contracts, Renewal of rental contracts, Receiving rent, this is for real estate located inside and outside the Kingdom, Selling and evacuation to heirs, Lease contracts, assignment and acceptance, assignment, mortgage and redemption of lands, real estate, factories or buildings owned by the company, having the right to give, receive the price, deliver it, receiving the rent, receiving the sukuk and request amendment or marginalization thereof.





Article (33): The powers of the chairman and vice-chairman (7)

Both have the right to represent the company, reviewing all ministries, agencies, institutions, governmental bodies and their affiliated departments and sections, including the High Commissioner, the Royal Court, the Emirates, the Presidency of the Board of Ministers, the Ministry of Justice, the Ministry of Interior, the Ministry of Education, the Ministry of Commerce, the Ministry of Investment, the Ministry of Finance, the Ministry of Municipal and Rural Affairs, the Ministry of Communications & Information Technology, the Ministry of Defense, the Ministry of Environment, Water and Agriculture, the Ministry of Human Resources and Social Development, the Ministry of Health, the Ministry of Culture, , the Ministry of Islamic Affairs, Call and Guidance, the General Authority of Awqaf, the Ministry of Housing, the Ministry of Energy, the Ministry of Industry and Mineral Resources, the Ministry of Transport, the Ministry of Hajj and Umrah, the Ministry of Economy and Planning, and the Capital Market Authority The Saudi Authority for Standardization, Metrology and Quality, the Saudi Authority for Industrial Cities, the Royal Commission for Jubail and Yanbu, Oversight and Anti-Corruption Authority, the General Authority for Ports, the Saudi Authority for Health Specialties, the Food and Drug Authority, the Unified Center for Mortgage Registration, the Ministry of Tourism, the Human Rights Authority, the National Wildlife Authority, the General Authority of Civil Aviation, and the Authority The Royal Commission for the City of Riyadh, the Makkah Region Development Authority, the Northern Squares Development Committee, the Royal Commission for the Holy City of Makkah and the Holy Sites, Al-Madinah Development Authority, the Ministry of Sports, the General Authority for Meteorology and Environmental Protection, the General Authority for Zakat and Income, submitting zakat or tax returns and financial statements, receiving and objecting to zakat certificates, and the General Presidency of the Authority Promotion of Virtue and Prevention of Vice, the Central Bank of Saudi Arabia, Technical and Vocational Training corporation, the General Corporation for Railways, General Corporation for Desalination of Saline Water, General

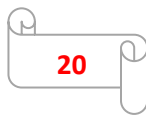




Organization for Social Insurance, King Abdulaziz City for Science and Technology, General Presidency for the Affairs of the Grand Mosque and the Prophet's Mosque, ALIFTA, public security and police stations, the General Directorate of Civil Defense, Public Prosecution, Public and Administrative Investigations, Nazaha, the Presidency of State Security and Social Insurance, obtaining any licenses or amendments thereto or permissions required for the company to run the company's affairs, cancel licenses, transfer licenses, extracting a replacement for any missing or damaged document or document from the courts and notaries and the like of notaries and the like, and all governmental and non-governmental agencies inside and outside the Kingdom of Saudi Arabia.

Article (34): The powers of the chairman and vice-chairman (8)

Both have the right to claim, file lawsuits, plead, defend, hear the lawsuit, respond to it, acknowledge, settle, deny, reconcile, waive, acquit, ask for an oath, reject it, refrain from it, bring witnesses and evidences, challenge them, respond, invalidation and rectification, challenge by forgery or any other appeal, deny the lines, seals and signatures, requesting a travel ban, and request Seizure, execution, arbitration request, appointment of experts and arbitrators, acceptance of arbitration, appeal against reports of experts and arbitrators, request application of Article (231) of the Sharia Procedure law, request application of any article of the Sharia Procedure law or any other laws applicable in and outside the Kingdom, demand enforcement of decrees, acceptance and negation of decrees, and objection to decrees, requesting for appeal, requesting for reconsideration and marginalization of judgment sukuk, requesting for restitution, a request for pre-emption, and the completion of what is necessary to attend sessions in all cases with all courts, to receive sums, to receive judgment sukuk, requesting replacement for damaged or lost, requesting referral of a case, to request the judge's relinquishment and rejection, requesting inclusion of and intervention, requesting precautionary attachment, taking all necessary measures, and the regular procedures for implementing decrees issued in the





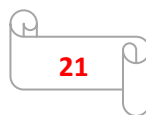
interest of the company and claiming the company's rights with third parties before the general courts, penal courts, the Board of Grievances (administrative courts), commercial, traffic and labor courts, the Supreme Judicial Board, the Supreme Court, the Supreme Administrative Court, labor bodies, the financial dispute settlement committees, the banking dispute settlement committees, and the adjudication committees Securities disputes at offices adjudicating commercial paper disputes, customs committees, commercial fraud committees, Oversight and Anti-Corruption Authority, the Public Prosecution office, commercial dispute settlement committees, Sharia health bodies, all committees and bodies with jurisdiction over their categories, and requesting arbitration before arbitration bodies within The Kingdom of Saudi Arabia and abroad, appointing arbitrators, dismissing and replacing them, accepting and objecting to arbitrators' judgments, appointing experts, objecting to them, accepting and objecting to experts' reports, having the right to extract a proving deed proving for an endowment, donation, purchase, sale, or buildings, having the authority to extract a deed authorizing purchase, sale, investment, expropriation, merger, construction, mortgage, or redemption of real estate.

The chairman and vice board chairman may within the limits of their powers, delegate all or some of their powers mentioned above to third parties and cancel and revoke those powers of attorney and authorizations, having the right to grant the agent or delegate the right to authorize or delegate others. The Vice-Chairman replaces the Chairman in all the powers assigned to the Chairman.

Article (35): The powers of the CEO or /and the Managing Director (1)

The CEO, or/ and the managing director according to the powers granted by BOD that are subject to change from time to time, have the right to:

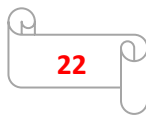
1. sign on behalf of the company any contracts or loans, having the right to purchase any assets, property, equipment, machinery, medical materials or Cosmetics or anything that falls within the company's activity, provided that the work benefits the company.





2. sign ongoing supply contracts from inside or outside the Kingdom, opening the necessary credits for them whenever they are within the goals and activities of the company.
3. withdraw, disburse, receive and deposit the company's funds with banks, debtors, financial companies, investment funds or loan funds, provided not exceeding the limit specified for it.
4. sign the companies' incorporation contracts and amendment addendums in which the company participates before the notary public, and other contracts and deeds and complete the discharge procedures before the notary public and before other official authorities.
5. appoint and dismiss senior managers, employees, pharmacists, scientific advisors, laboratory technicians, or ordinary workers, having the right to pay their statutory rights in accordance with the procedures in force in the company.
6. negotiate and conduct scientific, technical and investment studies and research, assigning the competent consulting bodies and houses to do so, and the managing director or CEO, preparing the substantive and practical plans necessary for Saudization in all the company's activities and developing its human resources, including contracting with the Human Resources Fund for this purpose.
7. Provide all information and drafts necessary for BOD when preparing investment plans and policies, having the right to seek the assistance of whomever it deems necessary and/or qualified specialists and consultants for this purpose.
8. submit all financial and commercial data of a competitive nature to BOD, in order to take the necessary resolutions and any recommendations thereon, including agency work, distribution, entering into governmental and private tenders, and everything related to business development and profit growth, reducing operational costs, including information systems, inventory control, quality and validity term.

Article (36): The powers of the CEO or /and the Managing Director (2)

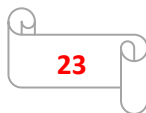




1. seek the assistance of whomever he deems appropriate from the advisory bodies that enable him to perform his duties smoothly, taking into account the requirements of the applicable laws, regulations related to the company, including the regulations related to the financial market regarding confidentiality or disclosure, according to the nature of the issue or procedure, and all of this is without prejudice to the right of BOD to withhold all and/or some of these powers whenever it deems it necessary, without prejudice to any powers that BOD may grant to the executive body or to third parties from the relevant authorities.
2. delegate all or some of his powers to a third party.

The BOD shall appoint a secretary to be chosen from among its members or from others, and shall be in charge of the following:

1. Attending the meetings of BOD and preparing all papers and documents necessary for the meeting.
 2. Act according to the instructions and minutes of the company's general assemblies, taking the necessary signatures for them.
 3. Execute or prepare any tasks required by the article of association or any tasks required by the nature of the work.
 4. Preparing and signing the register of shareholders with board chairman, and shares certificates.
- The remuneration of the Board secretary shall be determined by a resolution of BOD.
 - By a written resolution, the board chairman may delegate some of his powers to other board members or to third parties to undertake specific tasks.
 - The Vice-Chairman of BOD shall replace board chairman in his absence in cases where BOD has a Vice-Chairman.
 - The term of the board chairman, his deputy, the managing director, and the secretary, a member of BOD, shall not exceed the term of membership of each of them in the board. their membership in BOD.





- The Board may discharge the Chairman, the Vice-Chairman, the Chief Executive Officer, the Secretary, or any of them, from those positions, and this does not result in exempting them from their membership in the Board.

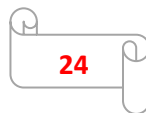
The fourth Part: Shareholders' Assemblies

Article (37): Meeting of the General Assembly of Shareholders:

1. The meeting of the general assembly of shareholders shall be chaired by board chairman or his deputy in his absence, or whomever BOD delegates from among its members in their absence. In the event that this is not possible, the general assembly is chaired by whomever the shareholders delegate from among the board members or others by voting.
2. Each shareholder has the right to attend the meeting of the General Assembly, authorizing another person other than the members of BOD to do so.
3. It is permissible to hold a meeting of the General Assembly and the shareholder to participate in the deliberations, voting on resolutions by means of modern technology.

Article (38): Invitation to assemblies

1. The general and private assemblies convene at the invitation of BOD, and BOD must invite the Ordinary General Assembly to convene within 30 days from the date of the request of the auditor or one or more shareholders representing (10%) of the shares of the company that have at least voting rights. The auditor may invite the Ordinary General Assembly to convene if the Board does not extend the invitation within 30 days from the date of the auditor's request.
2. The request referred to in Paragraph (1) of this Article must indicate the issues that the shareholders are required to vote on.
3. The invitation to convene the assembly shall be at least 21 days prior to the due date in accordance with the applicable provisions, taking into account the following:
 - a. Informing the shareholders by registered letters at their addresses, or announce the invitation through modern technology.





B. Send a copy of the invitation and the agenda to the Commercial Register, as well as a copy to the Capital Market Authority if the company was listed in the financial market on the date of the invitation announcement.

4. The invitation to the meeting of the assembly must include at least the following:

A. statement of the holder of the right to attend the meeting of the Assembly and his right to delegate whomever he chooses from other than the members of BOD, a statement of the shareholder's right to discuss the topics on the agenda of the Assembly and to ask questions and how to exercise the right to vote.

B. Place, date and time of the meeting.

C. The type of assembly, whether it is ordinary or extraordinary.

D. The agenda of the meeting, including the issues to be voted on by the shareholders.

Article (39): Quorum of the Ordinary General Assembly Meeting

1. The convening of the Ordinary General Assembly meeting shall not be valid unless it is attended by shareholders representing at least a quarter of the company's shares that have voting rights.

2. If the necessary quorum for holding a meeting of the Ordinary General Assembly in accordance with Paragraph (1) of this Article is not present, an invitation shall be sent to a second meeting to be held under the same conditions stipulated in Article (91) of the Companies Law within 30 days following the date specified for the previous meeting. However, the second meeting may be held an hour after the end of the term specified for the first meeting, provided that the invitation to hold the first meeting includes evidence that the meeting can be held. In all cases, the second meeting shall be valid regardless of the number of shares that have voting rights represented therein.

Article (40): Quorum for the Extraordinary General Assembly Meeting

1. The meeting of the Extraordinary General Assembly shall not be valid unless it is attended by shareholders representing at least half of the shares of the company that have voting rights.





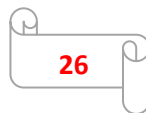
2. If the required quorum for the Extraordinary General Assembly meeting in accordance with Paragraph (1) of this Article is not met, an invitation is sent to a second meeting to be held under the same conditions stipulated in Article (91) of the Companies Law. However, the second meeting may be held an hour after the expiration of the term specified for holding the first meeting, provided that the invitation to hold the first meeting includes evidence of the possibility of holding that meeting. In all cases, the second meeting shall be valid if attended by a number of shareholders representing (a quarter) of the shares of the company that have at least voting rights.
3. If the quorum required for the second meeting is not met, an invitation is sent to a third meeting to be held under the same conditions stipulated in Article (91) of the Companies Law, and the third meeting is valid regardless of the number of shares that have voting rights represented in it.

Article (41): Voting in Assemblies

The cumulative vote must be used in electing the members of BOD, so that the right to vote for a share may not be used more than once. The members of BOD may not participate in voting on the resolutions of the Assembly that are related to business and contracts, in which they have a direct or indirect interest, or that involve a conflict of interest.

Article (42): The assembly Resolutions

1. The resolutions of the Ordinary General Assembly shall be issued with the approval of the majority of the voting rights represented in the meeting.
2. The resolutions of the Extraordinary General Assembly shall be issued with the approval of (two-thirds) of the voting rights represented in the meeting, unless the resolution is related to increasing or decreasing the capital, extending the term of the company, or dissolving it before the expiration of the term specified in its article of association, or its merger with another company, or its division, to two or more





companies, and it is not valid unless it is issued with the approval of (three quarters) of the voting rights represented at the meeting.

Article (43): Discussion in Assemblies

Each shareholder has the right to discuss the topics on the agenda of the General Assembly and direct questions in this regard to the members of BOD and the auditor. The BOD or the auditor shall answer the questions of the shareholders to the extent that does not expose the interest of the company to harm. If one of the shareholders deems that the answer to his question is not sufficient, he shall appeal to the General Assembly, and its resolution in this regard shall be enforceable.

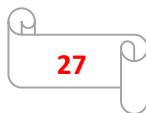
Article (44): Preparing the minutes of the assemblies

Minutes of the meeting of the assembly shall be drawn up including the number of shareholders present in person or on behalf, the number of shares held by them in person or on behalf, the resolutions taken, the number of votes for or against the resolutions, and an adequate summary of the discussions that took place in the meeting. Minutes are recorded regularly after each meeting in a special register signed by the president of the assembly, its secretary and the vote collectors.

The fifth Part: The Auditor

Article (45): Appointment, Dismissal and Resignation of the Company's Auditor

1. The company shall have an auditor or auditors from among the licensed auditors in the Kingdom to be appointed by the General Assembly, and his fees, term of work and scope of work shall be determined by the General Assembly, and he may be re-appointed, provided that the term of his appointment does not exceed the term in accordance with the provisions prescribed by law.
2. According to a resolution taken by the General Assembly, the auditor may be dismissed, and board chairman must inform the competent authority of the dismissal resolution and its reasons, within a term not exceeding 5 days from the date of issuance of the resolution.





3. The auditor may retire from his mission by virtue of a written notification he submits to the company, and his mission ends as of the date of its submission or at a later date specified in the notification, without prejudice to the company's right to compensation for the damage incurred by it if required. The retired auditor is obligated to submit to the company and the competent authority statement of the reasons for his retirement, and BOD must call the general assembly to convene to consider the reasons for retirement, appoint another auditor and determine his fees, work term and scope.

Article (46): Powers of the Auditor

The auditor has the right to view the company's documents, accounting records, as well as the supporting documents, requesting data and clarifications that he deems necessary to obtain to verify the company's assets and liabilities and other things that fall within the scope of his work. The BOD shall enable him to perform his duty, and if the auditor encounters difficulty in this regard, he shall prove this in a report submitted to BOD. If BOD does not facilitate the work of the auditor, he must ask them to convene the general assembly to consider the matter. The auditor may send this invitation if BOD does not send it within 30 days from the date of the auditor's request.

The sixth Part: The Company's Finance and Dividend Distribution

Article (47):

The company's fiscal year includes 12 Gregorian months starting from the first of January and ends in 31st, December.

Article (48): Formation of Reserves

1. The Ordinary General Assembly may decide to form reserves, to the extent that achieves the interest of the company or guarantees the distribution of fixed profits to the shareholders as much as possible. The aforementioned assembly may also deduct amounts from the net profits to achieve social purposes for the company's employees.
2. The General Assembly shall determine the percentage that must be distributed among the shareholders from the net profits after deducting the reserves, if any.





Article (49): Entitlement to Dividends

The shareholder is entitled to his share of the dividends in accordance with the resolution of the General Assembly issued in this regard, and the resolution indicates the date of entitlement and the date of distribution. The eligibility for dividends shall be for the shareholders that are registered in the shareholders' registry at the due date. The BOD must implement the resolution of the general assembly regarding the distribution of profits to shareholders.

Article (50): The Fiscal Year

The company's fiscal year starts from the first of January and ends at the end of December of each year, provided that the first fiscal year begins from the date of its registration in the CR until the end of December of the following year.

Article (51): The Financial Documents

1. At the end of each fiscal year of the company, BOD must prepare the company's financial statements and a report on its activities and financial position for the past fiscal year. This report shall include the proposed method for distributing profits. The Board shall place these documents at the disposal of the auditor, if any, at least 45 days prior to the date set for the Annual Ordinary General Assembly.
2. Board chairman, its CEO, and its CFO, if any, must sign the documents referred to in Paragraph (1) of this Article, copies of which shall be deposited in the company's headquarter at the disposal of the shareholders.
3. The Board chairman shall provide the shareholders with the financial statements of the company and the report of BOD, after signing them, and the auditor's report, if any, unless they have been published by any means of modern technology, 21 days prior to the date set for the annual Ordinary General Assembly meeting, depositing these documents as determined by the executive regulations of the Companies Law.





The seventh Part: Termination and liquidation of the company

Article (52): Termination of the Company

The company is terminated by one of the reasons for termination mentioned in Article (243) of the Companies Law, and upon its termination, it enters the stage of liquidation in accordance with the provisions of the twelfth Part of the Companies Law. If the company is terminated and its assets are not sufficient to pay off its debts or if it is in default according to the bankruptcy law, then the company must apply to the competent judicial authority to open any of the liquidation procedures according to the bankruptcy law.

The eighth Part: Final Provisions

Article (53)

- 1- The company is subject to the regulations in force in the Kingdom of Saudi Arabia.
- 2- Any text that contradicts the provisions of the Companies Law in this article of association shall not be considered. Anything not provided for in this article of association shall be subject to the Companies Law and its Implementing bylaws.
- 3- The founders acknowledge the validity of the data and provisions included in this article of association and their accord with the provisions of the Companies Law issued by Royal Decree (M / 132) dated 01/12/1443 AH and its implementing bylaws, fulfilling all requirements and instructions issued by the Ministry of Commerce. Also, the founders bear the responsibility and all legal and financial consequences that may arise. The founders are also aware of the Ministry's right to take the necessary legal measures in the event of any violation or conflict with the provisions contained in the Articles of Association.

Article (54): Publication

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

