



**Memorandum of Association
Amiantit Saudi Arabia Joint Stock
(a Joint Stock company)**

Article 1 : Foundation

The company is established according to the Royal Decree No. (m/132) dated 1/12/1443H and its regulations and this memorandum as a Saudi joint stock company as follows :

Article 2 : company name

Amiantit Saudi Arabia (joint Stock) listed in Capital Market Authority

Article 3 : Company purposes

The company shall are carry out and implement the following purposes:

General field	Private field	Activities	Activity code
Construction	Construction of utilities projects	Installation of water lines in and between cities, construction and maintenance of new networks	422031
		Construction and repair of sewage projects, drainage networks and pumps	422050
	Electrical installations	Installation of networks	432113
	Construction of buildings	General construction of residential buildings	410010
	Completion and finishing of buildings	Building finishing	433010
	Plumbing, heating and air conditioning works	Installation, maintenance and repair of irrigation pipes	432254
	Manufacturing of	Manufacturing of semi-finished	222010





Manufacturing	Manufacturing of plastic products	Manufacturing of semi-finished products of plastic (plates, strips, pipes, hoses and their accessories..etc	222010
		Manufacturing of pipes, hoses and plastic pipes their joints and supplies	222020
	Manufacturing of glass and glass products	Manufacturing of pipes	231083
	Manufacturing of precious metals and other non-basal iron	Normal non-metallic products including (wires, pipes, tubes, powders, papers, plates...etc	242060
	Foundry of iron and steel	Manufacturing of tubes and pipes and hollow forms, joints of tubes and pipes	243120
	Installation of industrial machinery and equipment	Installation of industrial devices in industrial facilities	332011
		Installation of control equipment in industrial processes	332012
		Complete dismantling of large equipment and machineries	332013
		Installation of supplies of equipment and machineries	332032
	Manufacturing of plastic and synthetic rubber in their primary forms	manufacturing of plastic in their primary forms	201310
		Manufacturing of synthetic rubber derived from oils in their primary forms	201320
		Manufacturing of polyethylene	201360
	Manufacturing of glass and glass product	Manufacturing of fiberglass, including (glass wool...etc)	231081
		Manufacturing of water tanks	231082
		Manufacturing of tubes	231083





	Manufacturing of basal iron and steel	Manufacturing of cast iron including steel and iron castings	241025
		Manufacturing of tubes, pipes and hollow forms of iron and steel	243150
	Foundry of iron and steel	Manufacturing of tubes, pipes and hollow forms and joints of tubes and pipes	243120
	Manufacturing of formed metallic products not classified in elsewhere	Manufacturing of manholes' covers for sewage	259973
Wholesale and retail and repair of motor vehicles and motorcycles	Selling of other retail new goods in specialized shops	Selling and installation of machineries and factories equipment	477395
	Selling of metallic wares, paint, glass in specialized retail shops	Retail sale of metallic and iron tubes	475286
Administrative and logistic services	Integrated services activities for offices	Integrated services activities for offices	821100
Real states activities	Real estate activities in owned or leased properties	Management and lease of owned or leased properties (residential)	681021
		Management and lease of owned or leased properties (non-residential)	681022
Professional , scientific and technical activities	Engineering architectural activities and related technical consultancy	Activities of engineering architectural consultancies	711013
		Engineering consultancies for water and sewage	711037
		Industrial consultancies activities	711033
	Research and experimental development	Research and development in the field of engineering and technology	721002





Manufacturing of glass and glass products	Manufacturing	Manufacturing of multi cans and boxes from fiberglass	231086
Water supply , sewage activities , and management and treatment of waste	Construction of utilities projects	Construction and repair of plant and main lines of water distribution	422032
		Construction of station and sewage project and sewage networks and pumps	422050
Transportation and storage	Transportation by pipelines	Operation and maintenance of pump stations and pipeline	493007
Construction of utilities projects	Construction	Repair and maintenance of plants, networks and main lines of water distribution	422033
		Repair and maintenance of plants and projects of sewage, drainage networks and pumps	422045
Installation of water, sewage, and management and treatment of waste	Collection , treatment and supply of water	Transportation and distribution of water	360014
The company shall carry out its purposes according to the applicable regulations and after obtaining the necessary licenses form the competent authority (if any).			

Article (4):- participation and ownership in companies

The company may alone establish companies (LLC or closed joint stock) as well it may own shares and stocks in other existing companies or merged therewith, it has the right to participate with third parties in establishing joint stock companies or limited liability companies upon satisfying the applicable regulation and instruction in this regard. The company may dispose in these shares or stocks provided that such disposal shall not include brokerage in their trading.





Article (5):- Company Head office

The company head office will be in Dammam and the company may open branches, offices or agencies inside or outside the Kingdom by board's resolution or chairman of the board of his delegate.

Article (6): -Company Duration

The company duration shall be ninety-nine years commencing on the date of the issuance of the Minister of Commerce decision No. 886 dated 6/8/1414H by approval of conversion of the company from limited liability into a joint stock company and always it is permitted to extend the company duration by a resolution of ordinary general assembly a year at least prior to its expiry.

Chapter 2: capital and shares

Article (7): capital

The company capital is ninety-nine million Saudi Riyal (SR99, 000,000) divided into (9,900,000) equal nominal shares of (SR10) value, all of them are ordinary shares cash shares.

Article (8): Subscription in shares

The shareholders subscribed in full capital amounting to SR 9,900,000 (nine-million nine hundred thousand) paid in full.

Article (9):- sale of unpaid shares

- 1- The shareholder is obliged to pay the share value on the specified date, if he fails to pay one time the board of directors after notifying the shareholder by email or registered mail or by any other IT means to sell the share in the auction or capital market as the case may be. The other shareholder shall have the priority in purchasing the share of the default shareholder.





- 2- The company collects the amounts due to it and refund the balance to the share owner. If the collected amount didn't fulfill these amounts, the may collect the balance from all the amounts of the shareholder.
- 3- the rights related to the default shares shall be suspended until their sale and payment of the due therefrom according to the provisions of paragraph (1) of this article, it include the right of obtaining share of net profits which to be distributed and the right to attend the assemblies and vote on its resolutions. However, the default shareholder up to sale date, pay the due amount in addition to the expenses incurred by the company in this regard. In such case the shareholder shall have the right to apply for the profits to be distributed.
- 4- The comp any shall cancel the certificate of the sold share according to the provisions of this article and issue the purchaser a new certificate for the share contains the same name and indicates thereto in the share register with the necessary data of the new owner.

Article (10):- issuance of shares

The share shall not be issued less than its nominal value, and it may be issued higher than this value. It may be issued over this value and in this case the value difference should be stated in separated item within the equity and the regulations should set the controls of use.

Article (11):- Shares' trading

The capital market authority shall develop the restrictions related to shares trading in the joint stock companies that wish to list its name in the capital market.

Article (12):- Shareholders register

The company shares are traded according the capital market regulations.

Article (13):- company purchase of its shares, sale and mortgage

- 1- The company may purchase or mortgage its shares; the shares purchased by the company shall have no votes in the shareholders' assemblies.
- 2- The shares may be mortgaged and the mortgaged creditor shall receive profits and use the rights related to the share unless otherwise agreed in mortgage contract. The mortgaged creditor may not attend the meeting of shareholders and vote therein.
- 3- The regulations set the necessary controls to implement the contents of this article.





Article (14): Transfer of shares

- 1- When the company has shares of different types and classes may transfer a type of a class to other type and category.
- 2- For the transfer of any type or class the approval of the general assembly shall be obtained, an exception for this cases that stated in decision of share transfer to be transferred automatically to another type or class when certain conditions have been met or after elapse of a specified period.
- 3- The provisions of the article (110) of the companies law in cases where transfer resulting in change of cancellation the rights or liabilities related to a type or class of the share.
- 4- No transfer for ordinary and premium or any of their classes into recoverable shares or any of its classes except with the approval the shareholders assembly.
- 5- The regulations and controls set the implantation of this article and the manner to deal with the impacts right and liabilities of the shares before or after the transfer.
- 6- If the company share are of different types and classes or the memorandum of association allows the issuance of different types and classes of the shares, for amendment or cancellation any of the rights and obligations or restriction related to the share, or to transfer any type or class of shares to another type or class if such amendment or cancellation resulting in an effect on the shareholders rights, the approval of a special assembly formed according to article (89) of the companies law from the shareholders affected by this amendment , cancellation, transfer or issuance and the approval of extra ordinary assembly.
- 7- If the company shares include premium shares or recoverable shares, no new share shall be issued have the priority on any of its classes unless approved by a special assembly formed according to article (89) of the companies' law from shareholders affected by this issuance.

Article (15):- Capital Increase

- 1- The extra ordinary assembly may decide to increase the issued or permitted company capital (if any) provided that the issued capital has been paid in full. The capital may not be paid in full if the unpaid part of the capital belongs to shares issued against transfer of





instruments of debt or financing instruments into shares and their period for transfer not yet expired.

- 2- The extra ordinary assembly in all cases shall allocated the issued shares when increasing the capital or a part thereof to the staff of the company and its affiliates or some of them or any, the shareholders shall not exercise the priority right at the issuance of the company for the shares allocated to the staff . The competent body shall develop the controls and procedures for the allocation of shares to company or its affiliate's staff or some of them.
- 3- In all cases the nominal value for the increase shares should be equal to the nominal value of the original shares of the same type and class.
- 4- The shareholder of the share at the issuance of the extra ordinary assembly resolution by its approval of capital increase, shall have the pre-redemption right in subscription in the new shares which issued against cash shares, and he should be informed of his priority by announcement thru the capital market "Tadawul" website on the resolution of increase of the capital and subscription terms, period, start and end dates taking into account the type and class of the share held by him.
- 5- The shareholder is entitled to sell the pre-redemption right or waive during the period from issuance of the approval of the assembly on capital increase up to the last date of subscription in the new shares related to these rights according to the regulations set by the competent authority.
- 6- The new shares shall be distributed to pre-redemption rights holders who requested the subscription in proportion to the pre-redemption rights held by them resulting from the capital increase provided that the shares they request shall not exceed the new shares and taking into account the type and class of shares they hold, the remainder of the new shares should be distributed between pre-redemption right holder who request more than portion in proportion to the pre-redemption rights they hold from the total of pre-redemption rights resulting from the capital increase provided that what they obtain the new shares. The remainder of share shall be presented to third parties unless the extra ordinary assembly decided otherwise or if the capital market states otherwise.

Article (16):- Capital Decrease

The extra ordinary assembly may decide to decrease the company capital if it exceeds the company need or if the company suffered losses, in the latter case only decrease the capital





below the minimum stated in article (59) of the companies law. Decrease resolution should not be issued unless a statement recited in the general assembly prepared by the board of directors on the reasons lead to decrease and the liabilities on the company and the impact of decrease in fulfilling these liabilities. A report should be attached to this statement from the company auditor.

If the decrease of the capital as a result of its increase over the company needs. Then the creditors should invited to express their objections – if any – on the decrease 45 days at least of the specified date to hold the extra ordinary assembly meeting to take the decision of decrease. A statement should be attached with the invitation showing the amount of the capital before and after decrease, the time of meeting, and effective date of the increase. If any of creditors objects and provide its documents on the specified date and the company ensures the entitlement of the creditor, the company shall pay him if due or provide a sufficient guarantee if it is credit, to apply to the competent judicial body before the specified date for the meeting of the extra ordinary assembly to take decrease decision. In this case the competent judicial body should order the fulfillment of the debt who submits his request on the time stated in paragraph (1) of this article unless fulfilled its due debt of obtained the sufficient guarantee to have the balance. Equality between the shareholders who hold shares of the same type and class should be considered when decreasing the capital.

If the company decrease made by purchase of number of the company shares in order to cancel, the shareholders should be invited to offer their shares for sale by notifying them of the company desire to purchase the shares thru registered letters to their address contained in the shareholders register or announce the invitation thru IT means.

If the number of the share offered for sale exceeds the number of the shares that the company decided to purchase the sale requests should be decreased at the rate of this increase.

The purchase price should be estimated according to the regulations of the Capital Market.

Chapter 3 – Board of Directors

Article (17): Company Management

- 1- The company shall be managed by a board of directors consists of (5) members.
- 2- Each shareholder may nominate himself or another person or more of the shareholders or third parties for the board membership.





- 3- The assembly shall elect the company board and provided that in all cases the member shall be of natural capacity.
- 4- The regulations shall determine the voting method in the election of the board members.
- 5- The method of forming the board should as per the controls provided for by the regulations.
- 6- The office of the board membership shall be (4) years and the board members may be reelected.
- 7- The ordinary general assembly may dismiss all the board members or some of them even the company MOA states otherwise and the ordinary general assembly in this case elect a new board or the one who replaces the dismissed member – as the case may be – according the regulations and the competent committee has to develop the controls of dismissal of the board by the ordinary general assembly.

Article (18): Expiry of the board membership

The board membership expires at the end of his office or at the member powers according to any regulations or instruction applicable in Saudi Arabia, the board may request termination of membership of any of its members in the following cases as example:

- 1- If the member absent for three consecutive meetings or five separate meetings during its office without legal reason accepted to the board.
- 2- Use of disclose company secrets aiming to harm it.
- 3- Disclose the secrets on which he was aware by virtue of his job to incompetent bodies or third parties.
- 4- Use the company funds or the powers enjoyed by him or the votes he enjoyed by that capacity, a use that he knows it's against the company interests to attain personal purposes or in favor of a company or a person or benefit from a project or transaction in which he has direct or indirect interest.
- 5- Obtain benefits of guarantee or promised against vote in a certain direction or not participate in voting in order to harm the company interest, as well grant or guarantee or promised for these benefits.
- 6- Accepts his appointment in a joint stock company or remains enjoying the membership therein in violation to the regulations prescribed in the memorandum and each board member in which such violations occur and he is aware of and didn't object to according to the provisions.





- 7- Obtains from the company a guarantee or a loan in violation to the regulations and each board member in which such violations occur and he is aware of and didn't object to according to the provisions.
- 8- And any other violations stated by the companies law or any other laws.

However, the general ordinary assembly may – at any time – remove all the members of the board or some of them without prejudice to the right of the removed member in compensation towards the company if such removal occurs for unacceptable reason or at inappropriate time. The board member may retire provided that it should be at an appropriate time otherwise he shall be responsible against the company for any consequences due to retirement.

Article (19) vacancy in the board

If one of the board members became vacant the board may appoint a temporary member in the vacancy and he shall have the experience and competency and the commercial registration and capital market should be informed within fifteen working days of the appointment date. Such appointment should be presented to the ordinary assembly meeting. The new member should complete his precedent ones, if the conditions of the meeting are not met due to short of its members' number below the minimum required by the Companies Law of this memorandum, the remainder of members shall convene the ordinary assembly for a meeting within 60 days to elect the required number of members.

Article (20) Board's Powers

- a) Taking into account the powers prescribed to the general assembly, the board shall have the broadest powers to manage the company to attain its purposes with an exceptions as stated in the Companies Law of this memorandum of business or actions in scope of the general assembly. The Board as well – within its competencies – may one or more of its members or third parties to carry out a certain business/business. The company shall be obliged to carry out business or actions conducted by the board under the company name.
- b) The board may dispose in the company assets and its property and real estates whether by selling, leas or mortgage, as well it has the right of purchase or tangible or intangible, accept the purchase and pay the price, mortgage and release the mortgage, selling and conveyance, receipt and deliver the price.





- c) The board may conclude the loans with funds and government financing institutions or private banks with whatsoever duration of conditions provided that its duration shall not exceed the company durations.
- d) The board shall have the right of reconciliation, release and gift without compensation and accepts the gift, contracting and commitment under the company name.
- e) The board of directors, in cases judged by it, to discharge the company debtors of their obligations in order to attain its interests.
- f) The board shall have the right to amortize part or whole accumulated losses by using all or part of the any reserve according to the controls set by the competent authority or the regulations in this regard.
- g) The board shall convene the general assembly and implement its resolutions and carry out all businesses as the company interests require.

Article (21) Board members remuneration

The election and remuneration committee shall present to the board of directors a recommendation in respect of the remuneration of board members. Such remuneration shall be a certain amount or an allowance of session attendance or in kind benefits or a certain portion of the net profits, and May two or more of the above mentioned, the board may suggest to the general assembly the maximum limit of such remuneration each year separately. The general assembly determines the amount of such remunerations, taking into account that remuneration is fair and commensurate with the member and company performance. The regulations shall set the necessary controls to implement this paragraph. The board report to the general assembly in its annual meeting shall include a comprehensive statement of all obtained entitled for any of the members during the financial year of remunerations and attendance allowance and expenses and other benefits. As well it should include statement of what received by the board members in their capacity as workers or administrators or what received against carrying out technical, administrative or consultancy jobs and also include statement of the board meetings and the number of meeting attended by each member.

Article (22) : Powers of chairman, vice chairman, CEO and the secretary

The board of directors shall appoint among its members a chairman and vice chairman, and may appoint a CEO for the company and it is not permitted to gather the office of chairman and other executive office in the company. The chairman or the vice chairman – in case of absence





of the chairman to convene the board and presides the meeting of the board and the ordinary and extra general assembly of the shareholders. He shall have the necessary powers to manage the company and conducts its affairs and achieves its purposes. A- taking into account the competencies prescribed for the general assembly , the chairman has the broadest powers to manage the company and conducts its business inside and outside the Kingdom, he has, but not limited to : represents the company before all authorities and its relations with third parties such judicial, government bodies, notary, courts of all classes (appeal, general courts, partial courts, execution courts, civil courts, commercial courts (supreme court) and all administrative courts affiliated thereto (administrative court of appeal, supreme administrative court) and all courts and judicial authorities and the competent committees inside and outside the Kingdom, he has the right of claiming, and file lawsuits, defending, advocacy, hearing and respond , acknowledgement, denial and reconciliation, waiver and request oath and reject and refrain therefrom, bring witnesses and evidences and challenge therein

B – The chairman and vice chairman collectively or individually shall have the following powers inside and outside the Kingdom

1. The right to conclude contract and sign on behalf of the company includes submitting applications to all parties and enter into contracts of any kind in relation to the company purposes and business, biddings, public and private auctions, collect the financial entitlements with third parties and pay them and receive the, clearance and profits, sign on agency contracts according to trading agencies regulations, appointment of employees and labors and contracting with them and fix their salaries and remove them, apply for visas and recruitment of manpower from abroad, issuance and renewal of resident permits, transfer and release sponsorship, sign before all chambers of commerce inside and outside the Kingdom, approval of signatory and delegate whoever related to chamber of commerce inside and outside the Kingdom with powers deems appropriate, negotiate with companies, establishment and individual and attend the meetings and discuss and vote in the name of the company and make decisions and manage the private business of the company and finalize and sign all requirements, as a whole sign on all trading , financial and administrative transactions related to the company and all that should be under the company name and for its interests.
2. They shall have – in establishing the companies – sign articles of association and its amendment supplements inside or outside the Kingdom – partners' resolutions – open





branches and appoint and remove the managers – amendment of management article – entry and exit of partners – enter into existing companies – increase capital – decrease capital – deter-mine capital- purchase of stocks and shares and pay the price – sale of stocks and shares and receive the their value and dividends – purchase and sale of companies –release of shares and stocks of the capital – accept the assignment of shares and stocks and capital – transfer of shares and stocks and bonds – liquidation of companies and invest the company funds in shares and other securities – open accounts with banks under the company name – sign agreements – amendment of company purposes – close accounts with banks under the company name - amended of articles of association or amendment supplements- register the company – registration of agencies and trademarks – assignment of trademarks- attend the general assembly – open files for the company- cancel articles of association and amendment supplement – sign articles of association and amendment supplement before notary – issue , renew and write-off commercial registrations – subscribe and renew membership of chamber of commerce- represent the company with all powers with SASO - issue industrial licenses, civil defense, municipality and environment and all types of licenses and their renewals, amendment and write-off – open branches for commercial registrations their amendment and write-off- appointment of manager and their removal – convert the company branch into a company - represent the company with all powers before all communications companies , establish land lines or mobile and data (internet) under the company name – represent the company with all powers and sign before the Ministry of Investment- conclude partnership with foreign partners and amend them, write-off and issue investment licenses- represent the company with all powers before Capital Market Authority- enter bids and receive the forms - sign company contracts with third parties – publication of articles of association and amendment supplements in the official gazette .

3. For commercial registration they have the right to to contact registrations department – issue registrations - renew registrations – transfer registrations – booking the trade name – open membership in chamber of commerce – renew membership in chamber of commerce – sign all documents before chamber of commerce – management of registrations – management of business – approval of signatory at chamber of commerce – supervise registrations – appoint and remove branch managers – amend registrations – add an activity – cancel registrations contact GOSI – represent the company with all powers before Zakat & Income Authority – represent the company with all powers before the general directorate of civil defense .





4. They have the right in financial affairs to obtain company entitlements from with third party and settle them and cancel the retention of third parties money and implement securities and mortgages and pay the monies due from the company and arrange settlement outside the courts and provide discharge and clearance and collect and receive the company dues, lease, rent and receipt.
5. They have the right in respect of industrial license – amend licenses – add an activity – booking trade name- cancel licenses – subscribe in chamber of commerce – renew membership of chamber of commerce – represent the company with all powers before GOSI – represent the company with all powers before the general directorate of civil defense – represent the company with all power before Zakat & Income and Customs Authority - transfer licenses – issue lost or replacement of registration- receipt and deliver – represent the company with all powers all related competent authorities and complete all necessary procedures and sign all requirements.
6. They have the right in respect of real estate and lands in purchase, sale and conveyance and accept conveyance and pay the price – gift and conveyance – accept gift and conveyance – mortgage – consolidate title deeds – separate and sort title deeds – receipt of title deeds- update title deeds and register in the comprehensive system – waiver of short in area – convert the agricultural Land into residential – change the owner name and ID number, plots numbers, plans, title deed and their dates and name of districts – lease – sign lease contracts – renewal of lease contracts- receive the rental – apply for title deed amendment with their boundaries and areas, add , delete, divide and sort- as well purchase and sale of tangible and intangible property in favor of company interest – represent the company with all powers at Igar portal in respect of signing and approval of contracts, amend and write-off whether as lessor or lessee and receive the rental
7. The have the right in respect of ministries to represent the company with all powers before the Royal Bureau – represent the company with all powers before the Ministry of Justice (non-judicial) (contact the Ministry of Interior : represent the company with all powers before the Ministry of Foreign Affairs – represent the company with all powers before the Ministry of Defense – represent the company with all powers before the Ministry of Commerce, department of trademarks , department of commercial agencies , department of quality and precious metals , freelance jobs, issue certificate of origin , request customs exemption – represent the company with all powers before the Ministry of Finance – represent the company with all powers before the Ministry , Environment and Agriculture, and directorates of Agriculture, apply for well drilling, and the sector of





fish resource affairs and the sector of livestock resources – represent the company with all powers before the National Water Co – represent the company with all powers before the Ministry of Human Resource and Social Development – Anti-begging Department – represent the company with all powers before the Ministry of Municipal , Rural Affairs and Housing – represent the company with all powers before with the Ministry of Education and directorates of education – represent the company with all powers before the Ministry of Health and Health Affairs and national and government hospitals and apply for and receive medical reports- represent the company with all powers before the Ministry of Culture and represent the company with all powers before the Ministry of Information – represent the company with all powers before the Saudi Authority for Intellectual Property – registration of books and intellectual rights- registration , renewal , amendment and cancellation of trademarks- registration , amendment and write-off trade names- issue permits for issuance of license- represent the company with all powers before the Ministry of Islamic Affairs and Endowments , King Fahd Complex For Holly Quran Printing – represent the company with all powers before the Ministry of Power- represent the company with all powers before the Ministry of Industry and Mineral Resources to issue license - contact the Ministry of transportation and Logistic Services to issue license for public taxi, renewal of public taxi license – issue school transport license – renewal of school transport license – represent the company before the Ministry of Hajj and Umra and the committee pilgrims housing permits, issue pilgrims housing permit – renewal of pilgrims housing permit – the consolidated office of Zamazima and sign the general assembly resolutions and the establishment of Pilgrims' Guidance – the General Association of Vehicles - represent the company with all powers before the Ministry of Communications and IT – represent the company with all powers before the Authority of Communications and IT- represent the company with all powers before the Ministry of Economic and Planning – their branches and the affiliate departments and divisions.

8. In respect of security authorities represent the company before the regions governorates and the department of execution of righteous judgments – represent the company with all powers before the Directorates of Public Security and police centers for all regions - represent the company with all powers before roads security command - represent the company with all powers before the Ministry of National Guard and its sectors – Directorate of Mujahedeen - represent the company with all powers before the presidency of state security – private security forces – private emergency forces- security aviation – general directorate of technical affairs - national center of information





- administrative investigation – contact the criminal investigation - represent the company with all powers before the general directorate of drugs control – contact the general directorate of civil defense - represent the company with all powers before the general directorate of boarders guard – their branches and the affiliated departments and divisions.
9. In respect of government bodies shall have the right to represent the company with all powers before the authority of control and investigation - represent the company with all powers before the public prosecution - represent the company with all powers before capital market authority - represent the company with all powers before Saudi Department of Meteorology.- represent the company with all powers before the Saudi Organization for Medical specialties - represent the company with all powers before the authority of Food and Drug - represent the company with all powers before the general authority of tourism and Antiquities - represent the company with all powers before the authority of corruption control - represent the company with all powers before the general authority of entertainment - represent the company with all powers before Modon - represent the company with all powers before the Royal Commission of Jubail & Yanbu - represent the company with all powers before Human Rights Authority - represent the company with all powers before for the National Authority of Protection and Development of wildlife - represent the company with all powers before the General Authority of Civil Aviation - represent the company with all powers before the general authority of Riyadh development - represent the company with all powers before the authority of development of Makkah and Holly Places and the committee of the development to the north yards - represent the company with all powers before the authority of the development of Al Madina Al Munawara – its affiliated branches, departments and divisions - represent the company with all powers before all related bodies and complete all necessary procedures and requirements .
10. They have the right in respect of secretariats and municipalities to open stores –issue licenses – renew licenses – cancel licenses – amend licenses – transfer licenses - issue clearance for buildings renovation- issue certificates of building completion – land planning – issue and renew medical cards – covert agricultural lands into residential – covert plain lands into commercial and/or residential and planning – receipt and delivery - represent the company with all powers before all related bodies and complete all necessary procedures and sign all requirements.





Al-Khudair Office

Certified Translation

مكتب الخضير

للترجمة المعتمدة

11. In respect of recruitment office they have the right to issue visas – amend nationality – issue family visit visa- issue recruitment visa for families –amend professions in visas- represent the company with all powers before the embassies – issue re-entry visa- extend visit visas- issue print – receipt and delivery - represent the company with all powers before all related bodies and complete all necessary procedures and sign all requirements.
12. In respect of passports to issue residence permits for replacement or lost – issue re-entry visa – issue final exit visa – transfer sponsorship – transfer manpower to itself – transfer and update information- amend professions – settlement and release of manpower – notification of escapes – cancel of escapes notice – cancel exit re-entry visas – cancel final exit visas –issue travel visa for lost or damaged – issue extension for visit visa- add dependents – complete the procedures of deceased manpower- issue manpower print – delete manpower from the list - represent the company with all powers before the department of expatriates and deportation – department of ports affairs – issue Hajj permits- represent the company with all powers before housemaids' affairs .
13. In respect of Labor Office they have the right to issue visas- receive compensation for unused visas – transfer sponsorship – change professions – update manpower data – liquidate and cancel manpower- notify the escapes – issue and renew work permits – complete procedures before GOSI - represent the company with all powers before computer department to delete and add manpower – add/delete Saudis – receive Saudization Certificates – issue print statement – open , renew and cancel main and branch files- transfer and liquidate the ownership of entities- represent the company with all powers before the division of national offices for recruitment.
14. In respect of general directorate of traffic to issue driving license – issue replacement for lost driving license - renew driving license – issue traffic license – issue replacement of traffic license – renew traffic license – issue plates – renew plates – transfer of vehicle plats to vehicle – drop vehicle license – issue authorization for vehicle driving – selling as junk and receipt of the mount in check –issue vehicle repair permit - purchase vehicle plate from the traffic department – export vehicle – change the vehicle color – issue authorization for vehicle driving – notice of vehicle theft- cancel theft notice- objection and settlement of violations- issue statement print – for vehicles , violations, vehicles export- represent the company with all powers before the Ministry or Transportation and Logistics Services to issue , renew , amend and write-off vehicle operation card, they have the right of purchase and sale or vehicle and import them and issue licenses and open files – issue transportation licenses and operation cards for the





vehicle- complete all procedures- represent the company with all powers before all security bodies, Emirate and execution department and righteous judgment and apply for POS, withdraw and internet.

15. In respect of the government institutions they have the right to represent the company with all powers before the Saudi Central Bank - they have the right to represent the company with all powers before the general authority of ports - represent the company with all powers before General Organization of Saudi Railways- represent the company with all powers before the General Organization of King Fahd Causeway - represent the company with all powers before King Abdullah City of Science and Technology- represent the company with all powers before the general organization of wheat silos and flour mills – enter the harvest and receive the harvest value – receipt of flour allocation to bakery- represent the company with all powers before Saudi Airlines in respect of tickets, cancel tickets, change tickets, refund tickets amounts- represent the company with all powers before the general organization of saline water- represent the company with all powers before GOSI, its branches and affiliated departments and divisions.
16. In respect of Zakat, Income and Customs department – transfer, cancel customs licenses and open branches – clearance of goods and inspection- pay fees and receive clearance and customs' cards- manage and supervise licenses – complete all customs transactions, import and export- represent the company with all powers before all related parties and complete all necessary actions and sing all requirements.
17. In respect of industrial development fund to sing loans – conclude contract with the fund- receive loan – request exemption from the loan- request non-existence of any financial liabilities- settle the loans.
18. In respect of the company relations with third parties , represent the company before all government bodies, national and government companies inside and outside the Kingdom and have the right to conclude contracts, financing and financial facilities with the funds and government financing institutions with whatsoever term- contact all banks and financial and financing institutions, open, mortgage, activate, close and settle the accounts- update data, withdraw and deposit the amounts, with draw and cashing cheques on behalf of the company, receive any profits resulting therefrom, approve signatures, transfer from an account to account in local or foreign currency, issue, receive , edit , cashing and endorse cheques to third parties, issue certified and bank cheques, receive and object cheques, receive the rejected cheques, make, receive and caching remittances, subscribe in trust funds, renew, refund fund units, sign contracts





and agreements of facilities and bank loans in accordance with legal control and accept their conditions and terms and their prices , forms , undertakings table payment schedule, request exemption of loans, open investment portfolios , purchase and sale of shares on behalf of the company according to legal controls, edit , amend and cancel orders, purchase and refund investment funds' units, sign letter of credits and appoint the authorized persons and determine or cancel their powers , issue bank guarantees, sign bills and bonds, they have the right collectively or individually to claim banks by signing all bank transactions.

19. They have the right to appoint or remove directors, labors, employee and contract therewith, fix their salaries and rewards granted to them, transfer and release sponsorship, develop the company policy in other matters related to the company staff, appoint and remove the company's representatives, agents, legal consultants and lawyers according to the applicable regulations in the Kingdom and contracts concluded with them.
20. All the above powers including the company and its branches and its affiliates and all companies in which it owns shares or stocks inside and outside the Kingdom of Saudi Arabia

The board chairman and vice-chairman collectively or individually may delegate or authorize their powers to one or more of the board members or third parties or take a certain action or carry out certain works, the have the right to cancel power or attorney of authorization in whole or partially.

C- powers of CEO – in case of his appointment – secretary : :

CEO is the first official executive in the company who shall conduct the daily affairs which include but not limited to the following business and actions:

1. Carry out all executive management actions and apply systems and technical , administrative and financial regulations , supervise the implementation of the policies set by the board of directors, carry out all company business, mange them and develop its general policy, has to carry out all powers and necessary authorities conferred to him by the board of directors and the chairman in order to implement the company policy and purposes at the utmost.





2. Review the business model , organization chart, raise and provide the recommendations to the board in this regard.
3. Prepares studies about the projects with feasibility to the company in order to expand the income resources and raise to the board for the appropriate directives.
4. Prepare the operational and administrative budget for the company and expenditures of the head office, annual expenses scheme and present to the board to take the required action and forward directives.
5. Pay the approved amounts in the annual budget according to implemented financial procedures in the company approved by the board.
6. Study expansion or reduction of existing activities as per market requirements or for the company interest.
7. Study and recommend in respect of the contractual arrangements with third parties provided that it should not exceed 3 years and may be renewed for a similar period as needed and according to company regulations.
8. Operate cash liquidity available to the company according to the prescribed policy and approved by the board as well do all cash remittances for that according to powers and policies approved by the board.
9. Carry out all banking arrangements of the company according to the powers and policies approved by the board and sign all cheques according to the powers and policies approved by the board.
10. Open documentary credits , issue necessary bank guarantees according to the policy approved by the board, approve all requirements of recruitment and compensation of the employees and recommend to the board for payment of employees benefits according to the company and the state applicable regulations decided by the board.
11. Open accounts of all types , withdraw and deposit, cashing cheques, issue drafts, request for opening letter of credit, request issuance of bank guarantees, request, withdraw and issuance of loans, financing credits.
12. Request, transfer, purchase and sale of all currencies and conclude agreements of foreign currencies and sign all the necessary document in this regard.
13. Apply and approve loans and bank facilities and sign on behalf of the company and its affiliates on all required documents and guarantees, submit all bails under the company name and its affiliates to third parties and sign thereon and the necessary guarantees including corporate guarantees to guarantee facilities that may be granted from time to time to individuals or proprietary establishments or companies and matters related to such loans





- and facilities such as property mortgages , mortgage of shares, issuance of commercial papers and bonds to order and sign thereon and other in kind and cash guarantees.
14. Sign all contracts in respect of carrying out the electronic transactions thru internet available to the banks.
 15. Sign Islamic Murabaha, and Islamic Twarug provided by the bank and sign all necessary documents and power of attorneys related to Islamic products.
 16. Request the receipt of all amounts including capital and due commission or to be due of whatsoever type.
 17. Apply for and receive bank cheques books, issue cheques, bills and bonds to order, sign on and accept, endorse.
 18. Issue payment drafts and fixed instructions, pay orders and sign securities, bonds, cheques , documents, negotiable securities and submit for discount or under collection and pay the value of bonds, drafts, cheques, documents and all liabilities of all types.
 19. Provide and receive all guarantees and assets of whatsoever nature and amounts and submit and receive all documents and approve the accounts statements and sign treasury customer and deal with their product.
 20. Apply for ATM cards and all other cards for our accounts and accept their terms and sign on receipt and operate/use.
 21. Conduct all transactions stated in the agreement whether in writing, by phone or fax with acknowledgement of the company of the risks of type of transactions.

The CEO may delegate or authorize who deems appropriate of the board members or third parties to carry out a certain task to run company business if required.

The board shall determine his additional remuneration obtained by each of the chairman and vice-chairmen within the scope of the Companies Law and its regulations.

The board appoints a secretary elected among its members or third parties to record the minutes , board meetings and the decisions made in these meetings and keep them beside other tasks assigned to him by the board and determine his remuneration..

The office of the chairman, vice-chairman and the secretary shall not exceed the period of the membership each of them in the board. They may be re-elected , the board may at any time remove them or any of them without prejudice to their right in compensation if such removal occurs for illegal reason or take place at inappropriate time.





Article (23) : expiry of board membership

The board membership expires at the end of office or the expiry of the member validity according to any regulations or instructions applicable in the Kingdom, the board may request termination the membership of any of its members in the following cases as example:

- 1- If the member absent for three consecutive meetings or separate five meetings during its office with legal reason accepted to the board,
- 2- Uses and discloses any of the company secrets with aim to damage the company,
- 3- Disclose the secrets of which have been aware by the virtue of his office to other non-competent bodies or third parties.
- 4- Uses the company funds or the authorities enjoyed by him or the votes gained by him within his capacity non-competent bodies or third parties, knowing that this use is against the company interests to achieve personal purposes, or in favor of a company or a person, or to benefit from a project or a transaction in which he has an interest directly or indirectly.
- 5- Obtains benefits or a guarantee or for which he was promised against voting to a certain purpose or not participate in voting in order to harm the company interest as well grants or guarantee or promised for these benefits.
- 6- Accepts it appointment a non-competent bodies or third parties as a member in a joint stock company or remains enjoying this membership in violation the prescribed regulations in the memorandum and every member of company board such violation occurs.
- 7- Obtains a guarantee or a loan in violation to the regulation of the memorandum.
- 8- Any other violation stated by the Companies Law or any other regulations.

However , the general ordinary assembly , at any time, may dismiss all the board members or some of them without prejudice the right of the dismissed member against the company in applying for compensation if such dismissal takes place at unacceptable reason or at an inappropriate time. The board member may resign provided that it should be at an appropriate time otherwise he shall be responsible towards the company for any damage related to the retirement.





Article (23) : Board Meetings

- 1- The board of directors of joint stock company (four) time at least in the year convened by its chairman according to the situations stated in the company memorandum of association. The competent body should amend the limit stated in this paragraph. The chairman shall convene the board meeting whenever requested in writing by any board member to discuss any subject or more.
- 2- The board meeting shall not be valid unless attended by half of member (in person or by proxy) at least unless otherwise stated by the company memorandum for higher number.
- 3- The board decisions made by the majority of the attending members (in person or by proxy) at least, when votes are equal , the side to which the meeting chairman shall be casted.
- 4- The board determines the place of its meetings and may be held by using the IT means.

Article (24) : Quorum of Board Meetings

- 1- The board meeting shall not be valid unless attended by the majority of members.
- 2- The board shall make its decisions by presenting to members individually. Such decision shall be valid in case of signed by the majority of members. Such decisions shall be presented to the board in the first next meeting to record in the minutes of meeting.
- 3- No member is permitted to delegate others to attend the meeting and voting on its decisions, an exception of this, in case a member of the board delegate another member to attend the board meetings , such delegation shall be according to the following controls:
 - a. board member may not be delegated for more the one member in attending that meeting.
 - b. the delegation shall be in writing.
 - c. the delegate shall not vote on decisions restricted for the delegator to vote.
- 4- The board member may participate in the board meeting by phone or video conference or any electronic means available to all members to communicate with at the same time, such participation considered as an attendance in the meeting.
- 5- In all cases the board decisions shall be with the majority of votes of attendant members or the representatives , if votes are equal the chairman vote shall be foundry.
- 6- The board decision shall be effective its date unless another date stated or when certain conditions met.





Article (25): Board Deliberations

- 1- The deliberations and decisions of the board shall be recorded in minutes prepared by the secretary and signed by the meeting chairman , the attending board members and the secretary.
- 2- The minutes shall be recorded in special record signed the board chairman and the secretary.
- 3- IT means may be used for signing and recording the deliberations and decisions.

Chapter 4- Shareholders assembly

Article (26)

26-1 each subscriber in whatsoever shares shall have the right to attend the constitutional assembly, each shareholder has the right to attend the general assembly meeting of shareholders and have the right to appoint a person other than the members of board of directors or the company staff in attending the general assembly.

26-2 the shareholders assembly handles all matters related to the company and represent the general assembly held according to regulated procedures, all shareholders in practicing their roles related to the company

Article (27): Roles of the ordinary general assembly

Except the extra ordinary assembler roles, the general ordinary assembly shall carry out all matters related to the company and shall be held once a year at least within the next (sixty) months for the end of the financial year of the company. Another general ordinary assembly may be convened when required, specifically the following :

- A- Election and removal of the board members.
- B- Appointment of an auditor or more for the company as per regulations , and fix his fees and re-elect him and his removal.
- C- Review and discuss the board report
- D- Review and discuss the financial statements of the company.
- E- Discuss the auditor report- if any- and make a decision thereon.
- F- Decide in the board's proposal regarding the manner of dividends distribution.
- G- Determine company reserves and their uses.





Article (28): Roles of the extra ordinary general assembly

The extra ordinary assembly shall have the following roles :

- 1- Amend the company memorandum of association, except matters related to the following :
 - A- deprive the shareholders from any of his basal rights benefited by him as a shareholder, taking into account the nature of the rights related to type or class of the shares held by the shareholder, specifically the following :
 - 1) Obtaining share of dividends decided to be distributed, whether distribution in cash or issuance of free shares for company non-employees and its affiliates staff.
 - 2) Obtaining a share of net assets of the company.
 - 3) Attending meetings of general and special assemblies and participate in voting for its decisions.
 - 4) Dispose in his shares according to regulations of the memorandum.
 - 5) Request to review the company records and documents, supervise the boards jobs, filing disclaimer of board members, change the nullification the decisions of shareholders general and special assembly.
 - B - Changes that lead to increase the financial burdens of shareholders unless approved by all shareholders.
- 2- Decide on ongoing concern or dissolution of the company.
- 3- Approve the company purchase of its shares.

The extra ordinary assembly may, regardless its prescribed tasks under the Companies Law – to issue decisions in matters in the scope of the ordinary assembly as per the same terms and situations prescribed for the ordinary assembly.

Article (29) : assembly convene

The annual ordinary assembly shall be held within (six) months following the end of the financial year of the company. Other general assembly may when required. The general or special assembly of shareholders may be convened by the board of directors. The board shall convene the general assembly to be held within (thirty) days from the date of the request of the auditor or one shareholder or more representing (10%) of the company shares having the voting right at least. The auditor may convene the ordinary general assembly to be held if the board did not convene within (thirty) days from the date of the auditor request.





The invitation should be published in website of the Saudi Capital Market "Tadawul" before the fix date (twenty one days) at least, as well place, agenda, date and time of meeting. send a copy of invitation and agenda to commercial registration department, as well a copy the Capital Market Authority if the company is listed in the capital market at the date of meeting invitation within the fixed time for publication.

The company may change the agenda during the period between advertisement publication referred to above according to the stated status in this paragraph.

Article (30) record of assembly attendance

Shareholder who wish to attend the ordinary or special assembly should register their name electronically or at the company head office before the time of the meeting. The board of directors may change place of names registration or the means deem appropriate. A list of names should be prepared includes the name of attending shareholders and representative and place of resident with statement of the number of shares held by each of the them on their behalf or by proxy and the number of votes assigned to them. Every stakeholder may review this statement.

Article (31) Quorum of the ordinary assembly

The meeting of the ordinary assembly shall not be valid unless attended by shareholders represent one quarter of the company capital at least. is such quorum not available in the first meeting, another meeting shall be held after one hour of the end of the fixed period for the first meeting provided that the invitation for the first meeting should state the possibility of holding this meeting. in all cases the second meeting shall be valid whatsoever the shares represented therein.

Article (32) Quorum of extra ordinary assembly

The meeting of the ordinary assembly shall not be valid unless attended by shareholders representing half of the company capital at least, if such quorum not available in the first meeting, another meeting shall be held after one hour of the end of the period fixed period for the first meeting provided that the invitation for the first meeting states the possibility of holding





this meeting. in all cases the second meeting shall be valid if attended by shareholders representing one quarter of the company capital at least.

If such quorum not available in the second meeting, and invitation may be made for the third meeting held at the same situations stated in article 29 of this memorandum, the third meeting shall be valid whatsoever the shares represented therein.

Article (33) voting in assemblies

- 1- Each shareholder has one vote in the general assemblies , the vote type set by regulations should be used in the election of the board of directors. Voting in general assemblies is limited to the item of agenda announced by the company or the nominees for the board membership whom the company announced their information.
- 2- The board members may not participate in voting on the assembly decisions related to business and contracts in which they have direct and indirect interest or which involves conflict of interests.

Article (34) Assembly Decisions

Decisions in ordinary general assembly are made by majority of shares representing in the meeting. the decision of extra ordinary assembly are made by two-third of shares represented in the meeting unless the decision related to increase or decrease of the capital or extension or reduction of the company duration or dissolve it before the period specified in its memorandum of association or by the company in another company or dividing it into two companies or more, such decision shall not be valid unless made by three-quarters of the shares represented in the meeting.

Article (35): Deliberations in the assembly

- 1- The board of directors when preparing the agenda of the general assembly should take into account the issues that the shareholders wish to be listed in the agenda. One shareholder or more has who represents (ten percent) of the company shares with right to vote to add and issue or more to the agenda when being prepared. The competent body may amend this percent.





- 2- Each shareholder has the right to discuss the issues listed in the general assembly agenda and forward questions therein to the board members and the auditor. The board and the auditor should reply to the questions of the shareholders provided that not to harm the company interest. If the shareholder thinks that the reply is not convincing he should refer to the general assembly and its decision shall be valid.

Article (36) : Chairing of assemblies and preparation of minutes

- 1- The general assembly of the shareholders shall chaired by the board chairman or his vice-chairmen during his absence or whom delegated by the board of its members, if this fails the general assembly will be chaired by the person delegated by the board or third parties by voting.
- 2- Each shareholder has the right to attend the meeting of general assembly and has the right to delegate another person not a member of the board.
- 3- The assembly may be held and the shareholder participate in deliberations and vote on decisions by IT Means.
- 4- Minutes of meeting shall be drafted include the number of members attending in person or by proxy, the number of shares held by each of them, the number of votes assigned to shares and the decision made, number of approved or rejected votes, a sufficient summary of the discussions of the meeting. the minutes should be recorded regularly after each meeting in special register signed by the assembly chairman, secretary and votes collectors.

Chapter 5 – Auditor

Article (37): Appointment of auditor

- 1- The company shall have an auditor or more of those licenses in Saudi Arabia appointed by the ordinary general assembly and fix his fees, duration of his job and the scope and he may be reelected and the regulations determines his job duration.
- 2- The assembly may at all times dismiss him without prejudice to his right in compensation for any harm caused to him if he is entitled for and the CEO or chairman shall notify the Capital Market Authority the decision of dismissal and its reasons within five days of the date of the decision.





- 3- The auditor may resign by a written notice to the company and his task ends on that date or subsequent date fixed in the notice without prejudice to the company right in compensation of any harm or damage. The resigned auditor shall submit to the company and the competent authority - when submitting the notice- explain the reasons of his resignation. The CEO or the chairman shall convene the shareholders or the ordinary assembly for meeting as the case may be to consider the reasons of resignation and appoint another auditor.

Article (38): Powers and obligations of the auditor

1. The company auditor shall be independent according to the approved professional standards in the Kingdom.
2. The auditor shall not occupy the job of auditor and participant in the foundation of the company which he carries out its auditing or its management or a member in its board. The auditor shall be a partner with any of the company founders or its directors or its board members or a relative or employee. He is not entitled to purchase shares in the company or sell during the auditing period.
3. The auditor shall not carry out any technical, administrative or consulting job in the company or for its interest except that determined by regulations.
4. The auditor – at any time- shall review the company accounting documents and records and the supporting documents. He is also has the right to request statements and explanations which he deems necessary to verify the company assets and its liabilities and other matters within his scope. The CEO or the board should enabling him to carry out his duties and if the auditor faces difficulty in this matter he should prove that in a report to the CEO or the board and if the CEO or the board didn't facilitate the auditor job, he shall convene the shareholders or the ordinary general assembly for meeting – as the case may be – to consider the matter. The auditor may forward this invitation if not made by the CEO or the board within(thirty) days of the auditor request date.
5. The auditor shall submit to the general assembly in its annual meeting or shareholders a report of the financial statements of the company prepared according to the auditing standards approved in the Kingdom and it includes the company position of enabling him to obtain the requested statements and explanation and violation that may discover to the regulations or the company's articles of association or its memorandum of association within the scope of competency and his opinion on the fairness of the financial statements





of the company. He should recite his report or present a summary in the general assembly annual meeting.

6. The auditor may not disclose to the shareholder except in the general assembly or to third parties the company's secrets during his duty otherwise the company claims compensation rather than the right to dismiss him.
7. The auditor is responsible of his report content and of any damage or harm to the company or the shareholders or third parties due to errors during the performance of his job, if the company has more than one auditor they will be responsible collectively unless proved that either of them not involved in the error.

Chapter 6 – Financial year/company account and profits' distribution

Article (39): Financial year

The financial year shall continue as it is where commences on 1st. January and ends on 31 December of the same year.

Article (40): Financial documents

- 1- The board of directors at the end of each financial year should prepare the company financial statements and a report on its activities and its financial position for the year ended. The report included the proposed method of profit distribution. The board shall make these documents for the auditor disposal if any before the date fixed for the meeting of the ordinary assembly (forty-five days) at least.
- 2- The board chairman or his delegate and CEO shall sign the documents referred to in paragraph (1) of this article. Copies of such documents shall be deposited in the company head office under the disposal of the shareholders.
- 3- The board chairman or his delegate and CEO shall provide the shareholders with the company financial statements and the board report and the auditor report if any unless published in any of the IT means prior the meeting of the ordinary assembly twenty one days at least as well such documents shall be deposited according to the regulations.





Article (41): Profits distribution

- 1- The company determines the rate to be distributed to the shareholders from the net profits after deducting the reserves if any.

Article (42): Distribution of progress profits

- 1- The company may distribute annual dividends from the distributable dividends to the shareholders.
- 2- Is such dividends distributed to the shareholder in violation of paragraph (1) of this article the company debtors may claim and the company may claim each shareholder – even if with good will- to refund the amount he received.
- 3- The shareholder shall not obliged to refund the dividends distributed to him according to paragraph (1) of this article even if the company incurred losses in the following periods.
- 4- The regulations shall determine the necessary controls to implement the contents of this article.

Article (43): Profits entitlement

The shareholder is entitled for his share in profits according the resolution of the general assembly made in this regard. Such resolution shall determine date of entitlement and distribution. The entitlement shall be for the shareholders registered in the shareholders' register on the date specified date of entitlement.

Article (44): Company Losses

If the joint stock company losses reaches half of the issued capital, the board should disclose the matter and its recommendations regarding the losses within sixty days when was are of the losses reached that amount and convene the extra ordinary assembly for meeting within 180 days to consider the continuation of the company and taking any necessary actions to handle the losses or dissolve the company.

Chapter 7 - Disputes

Article (45) : Responsibility Claim





- 1- The company may raise responsibility claim on the director or the board members due to violation of the rules and its memorandum of association, or due to errors , negligence or default in performing their duties, and resulting in damage to the company and the general assembly or the shareholders decide to raise this claim and appoint a representative to take action. If the company is under liquidation the liquidator shall raise the claim. In case of opening any procedures of liquidations against the company as per bankruptcy regulations, raising this claim shall be by its representative of the company.
- 2- One shareholder or more representing (five percent) of the company capital may raise responsibility claim in case the company didn't raise such claim, taking into account that the main objective of raising the claim to attain the company interests and such claim is existing on valid basis and the plaintiff is of good will and a shareholder in the company at the time of the claim.
- 3- For the claim referred to above: should notify the company director or its board of directors – as the case may be- the intent to raise the claim before (14) days at least of its date.
- 4- The shareholder shall raise his personal claim to the director or the board members if the fault committed by them may cause harm to him.
- 5- The competent judicial body according to the shareholder request to charge the company the expenses incurred to raise the claim responsibility whatever its results if claim made with good will and the claim is within the company interest.

Chapter 8 : Terminaiton and liquidation of the company

Article (46): Terminaiton of the company

- 1- The board members – before the general assembly make a resolution to dissolve the company- shall prepare a statement shows that they have inspected the company situation, including assurance that the company assets shall fulfill its debts at the end of suggested liquidation period and the company is not bankruptcy. This statement shall be presented within (thirty) days of the date of preparation to the ordinary general assembly to make a resolution to dissolve the company.
- 2- If the statement –referred to in paragraph (1) of this article -indicates that the company assets shall not fulfill its debts or that the company in in default as per bankruptcy regulations, the general assembly may not make a resolution to dissolve the company otherwise shall be collectively responsible of any debts.





Chapter 9 - Final Provisions

Article (47):

The Companies Law and its regulations shall apply for any matter not contained in this memorandum.

Article (48):

This memorandum of association shall be filed and published according the Companies Law.

Company Name Imiantit Saudi Arabia Listed joint-stock company	Memorandum of Association Date 14/01/1445H 01/08/2023	Ministry of Commerce Huda Al Jassir Stamp of the Ministry of Commerce
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It has published based on the resolution of the extra ordinary general assembly held on 11/05/2023

