



CERTIFICATION

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إشهاد

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Khalid Al-Salim Certified Translation

مكتب خالد السالم للترجمة المعتمدة





Bylaws of

International Company for Water and Power Projects

(A Saudi Closed Joint-Stock Company)



Name of the Company International Company for Water & Power Projects (Closed Joint Stock Company)	By-laws	Ministry of Commerce (Corporate Governance Department)
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Chapter One

Incorporation of the Company

Article (1): Incorporation:

A Saudi closed joint stock company shall be established pursuant to the provisions of these bylaws, the Companies Law and regulations thereof as amended, according to the following:

Article (2): Name of the company:

The name of the Company shall be: International Company for Water and Power Projects (A Saudi closed joint stock Company).

Article (3): Object of the company:

The Object of establishing this company is:

Code	Description
351011	Electric power generation
351014	Distribution and wholesale of electric power
360013	Water desalination
422060	Construction of power plants
422046	Repair and maintenance of power plants
463075	Wholesale of desalinated water

The company will practice these activities in accordance with applicable laws following obtaining necessary licenses from competent authorities, if any.



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Article (4): Partnership and Mergers:

The Company may individually incorporate companies (limited liability or closed joint stock) provided that the capital shall not be less than (5) Five Million Saudi Riyals, and the Company may acquire shares or interests in other existing companies, amalgamate therewith or participate with other parties in incorporation of joint stock or limited liability companies after satisfying the requirements of the internal implementing regulations of the company and Regulations and instructions applicable in that respect. The Company may acquire an interest in or participate in any manner with other companies. The Company may dispose of such shares or interests provided that it shall not include mediation in exchange of the same.

Article (5): Head Office:

The head office of the company is located in Riyadh – Kingdom of Saudi Arabia. The head office may be moved to any other location in the Kingdom of Saudi Arabia by a decision issued by the extraordinary general assembly. The board of directors may establish branches, offices or agencies of the company in the Kingdom of Saudi Arabia and outside the Kingdom. The board of directors may appoint representatives inside and outside the Kingdom as may be required or of benefit, however, applicable laws and regulations of the Kingdom of Saudi Arabia shall be observed in this respect.

Article (6): Company Duration:

The duration of the company shall be 99 (ninety-nine) Gregorian years starting from the date of the issuance of the decision of the Minister of Commerce under number 215/ق dated 02/07/1429H announcing the establishment of the company. The duration of the company may be extended by a decision issued by the extraordinary general assembly of shareholders at least one year before the end of its original or extended term.



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Chapter Two

Capital and Shares

Article (7): Capital:

The capital of the company shall be SAR (7,310,997,290) seven billion three hundred ten million nine hundred ninety-seven thousand two hundred ninety Saudi Riyals divided into (731,099,729) Seven Hundred thirty-one million ninety nine thousand seven hundred twenty nine shares of equal value, the nominal value of each Share being ten (10 Riyals) (Ten Saudi Riyals) fully paid and all of them are cash ordinary shares.

Article (8): Subscriptions and Shares:

Shareholders have subscribed to the entire shares of the share capital of the company, which amounts to SAR (7,310,997,290) seven billion three hundred ten million nine hundred ninety-seven thousand two hundred ninety Saudi Riyals divided into (731.099.729) seven hundred thirty-one million ninety nine thousand seven hundred twenty nine shares of equal value. The nominal value per share is S.R. 10 (only Ten Saudi Riyals).

Article (9): Preferred Shares:

The Company's Extraordinary General Assembly may –as per the principles set by the concerned authority – issue preferred shares or decide to purchase or turn ordinary shares into preferred shares or turn the preferred shares into ordinary shares. The preferred shares do not confer the right to vote in the shareholders' general assemblies. Such shares shall confer on the holders thereof the right to obtain a higher portion than the holders of the ordinary shares from the Company net profits after setting the statutory reserve aside.

Article (10) Treasury and Employees Shares

1- The Company may buy, sell and pledge its ordinary or preferred shares, and the Company may also buy its shares to use them as treasury shares in accordance with the rules issued by the CMA.

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2- The Company may sell the treasury shares in one or several stages.

3- The Company may purchase its shares and allocate them to the employees of the Company - or its subsidiaries – as part of the employee shares program, in accordance with the rules issued by the CMA.

Article (11): Sale of Outstanding Shares:

The shareholder shall pay the value of the share on the dates designated for the same. If a shareholder fails to pay the value of the shares at a pre-determined time, the board of directors may, after warning the shareholder by a written registered letter addressed to his address recorded in the share register, sale the shares in an auction or the stock market, as the case may be, in accordance with the regulations specified by the competent authority. However, the defaulting shareholder may, up to the date of the auction, pay the due value in addition to the expenses incurred by the company. The company will collect its due amounts from the proceeds of the sale and return the balance to the shareholder. If the proceeds failed short of meeting such amounts, the company may collect the remaining amount from all the money of the shareholder or cancel the sold share and give the buyer a new share bearing the number of the cancelled share and mark the same in the register of shareholders along with indicating the name of the new owner.

Article (12): Issuance of Shares:

Shares are nominal and may not be issued in an amount less than the nominal value; however, they may be issued with a value higher than this value. In this latter case the value difference is added in separated item within the shareholders rights and may not be distributed between the shareholders as profits. The share is indivisible before the company, so if the share is owned by a number of people, they have to select one of them to represent them in using the rights attached to that share and these persons are jointly responsible for the obligations resulting from the share ownership.

Article (13): Trading of shares:

The shares which are subscribed by the founders may not be traded except after publishing the financial statements for 2 two fiscal years not less than 12 months as of the incorporation

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date. The shares instruments shall be market to indicate their type, incorporation date and the period during which trading is not allowed.

However, the shares, during prohibition duration, may be transferred in accordance with the provisions of right sale from one founder to another, from the heirs of founder member to third parties in case of his death or being insolvent provided that the ownership priority of such shares is for the other founders.

These provisions shall apply to the subscription of founders in the event of share capital increase prior to the expiration of prohibition duration.

Article (14): Register of Shareholders:

The Company's shares shall be traded in accordance with the provisions of the Capital Market Law and its regulations and according to this Bylaws.

Article (15): Capital Increase:

1. The Extraordinary General Assembly may decide to increase the share capital of the Company provided that the original share capital is paid in full. However, it shall not be a condition that the share capital is paid in full if the unpaid amount thereof is due to shares issued for converting debt instruments or financing bonds into shares and the term for such conversion is not expired yet.
2. The Extraordinary General Assembly may, in all cases, allocate the shares issued upon the increase of the capital or a part thereof for the Company staff and subsidiaries or some or any of the same. The shareholders may not practice the priority right upon the Company issuance of the shares allocated for the staff.
3. A shareholder shall, upon issuance of the decision of the general assembly approving capital increase, have a preemptive right to subscribe to new shares issued against cash contributions. Such shareholders shall be notified of such right, if any, by publication in a daily newspaper, or transmission by registered mail of the decision of capital increase, conditions and period of subscription as well as beginning and ending dates.

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4. The extraordinary general assembly shall, have the right to suspend shareholders' preemptive rights to subscribe to the capital increase against cash contributions or give such rights to non-shareholders in cases it deems beneficial for the Company.
5. Shareholders shall be entitled to sell or assign the preemptive rights during the period from the time of issuing the decision of the general assembly approving the capital increase up to the last day of subscription in the newly issued shares associated with such rights, in accordance with rules set by the Competent Authority.
6. Without prejudice to clause (4) above, newly issued shares shall be distributed to holders of preemptive rights requesting subscription, proportionate with preemptive rights they have against the total preemptive rights resulting from capital increase, provided that the newly issued shares they obtain do not exceed the shares they request. The remaining new shares shall be distributed to holders of preemptive rights requesting more than their share, proportionate with preemptive rights they have against the total preemptive rights resulting from capital increase, provided that the newly issued shares they obtain do not exceed the shares they request. The remaining shares shall be offered to third parties, unless otherwise stipulated in an extraordinary general assembly resolution or in the Capital Market Law.

Article (16): Capital Reduction:

The extra ordinary general assembly may issue a resolution to reduce the capital of the company if it is in excess of its needs or if the company sustains losses. In the latter case only, the share capital may be reduced to below the limit set in Article (54) of the Companies Law. The resolution shall only be issued after reading the auditor's report on the reasons for such reduction, the company obligations, and the impact of the reduction on such obligations.

If the reduction is resulting from an excess of the company's needs, creditors are called on to express their opposition within sixty days from the date of publishing the reduction resolution in a daily newspaper distributed in the area where the company head office is located. If a creditor objected and submitted his documents within the time limit, the company should pay him his debt if it is due or provide him with a sufficient guarantee if it is deferred.

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Article (17): Issue of Bonds & Sukuks:

The Board of Directors of the Company may agree to issue bonds or Sukuks according to the Capital Market Authority Regulations, either in single or several tranches or through a series of issues in accordance with a program or more to be established by the company from time to time. All of that will be in times, amounts and according to conditions determined by the board of directors without the need to refer to the general assembly in that regard. The board of directors may take all necessary measures to issue Sukuks, bonds and/or securities.

The company board of directors may delegate any and all powers, conferred on it under this article, to any person or persons, and the authorized persons may delegate others in some of their powers unless the board of directors' decision provides otherwise.

The Company may also issue debt instruments or financing instruments that are convertible into shares, subject to obtaining the approval of the Extraordinary General Assembly. The maximum number of shares that may be issued against such instruments or Sukuks in accordance with the provisions stipulated in the Companies Law shall be determined in the resolution of the General Assembly.

Chapter Three

Company Management

Article (18): Management:

The management of the company is run by a board of directors composed of a maximum of 11 (eleven) members to be appointed by the ordinary general assembly for a period not exceeding three-year term. The nomination of the board of directors shall be done through accumulative voting

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Article (19): Expiration of Board Membership:

Board membership expires:

1. when its term expires;
2. in the event of member resignation, or his death;
3. if the member becomes incompetent according to the provisions of any applicable law or instructions in the Kingdom of Saudi Arabia.
4. if he is convicted in a crime involving fraud, honesty or honor; or
5. if sentenced to bankruptcy or performed arrangements or reconciliation with his debtors.

However, the ordinary general assembly may at any time dismiss all or some of the members, without prejudice to the right of a dismissed member to claim for indemnity from the company if the dismissal is made without acceptable justification or at an improper time. A member may resign, provided that such resignation is made at a proper time; otherwise, he shall be responsible before the company for the damages induced due to such resignation

Article (20) Vacancies in the Board of Directors

If the position of a member becomes vacant, the Board of Directors may temporarily appoint a member to fill the vacancy, given such member be out of those who possess experience and efficacy. The Ministry of Commerce and the Capital Market Authority shall be notified of that issue within five business days as from appointment date, provided that such appointment shall be laid before the first meeting of the Ordinary General Assembly. The new member shall complete the unexpired term of his predecessor.

Unless the conditions prerequisite for the convention of the Board of Directors are met since the number of Board members falls below the minimum number prescribed in the Law of Companies or in the Bylaws, the remaining members must invite the Ordinary General Assembly meeting within sixty days to appoint the required number of members.

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Article (21): Powers of the Board of Directors:

Subject to the terms of reference specified for the general assembly, the board of directors shall enjoy broader powers for the supervision and management of the company and its business affairs within and outside the Kingdom of Saudi Arabia.

The board of directors may, among other things, represent the company in its relations with third parties, governmental and private authorities, labor offices, civil rights, police centers, Chambers of Commerce and Industry, Notary Public, Private bodies, companies and establishments of all kinds

The board is entitled to contract, undertake and correlate in the name of the company and on behalf of it, enter into tenders, make agreements with other parties to form consortiums to apply for projects and to perform all works, dispositions and signs all types of contracts, documents and instruments, including but not limited to, articles of incorporation, where the company is a partner, with all its amendments, appendices, amendment resolutions, purchase or sale of shares or stocks for the benefit of the company, naming the company representatives to the assemblies of partners and shareholders of these companies and to sign agreements and deeds before notary public and official authorities in addition to loan agreements, guarantees, securities, mortgages and de-mortgage, collection of company accrued amounts and to pay its obligations, to sign securities in the name of the company, security of third parties or companies where the company is a partner, and issue suretyships, payment guarantees, issue powers of attorney on behalf of the company, sale and purchase, receive and handover, lease and rent, receive and pay, open, manage and close accounts, open credits, withdraw and deposit at banks, issue guarantees to banks, funds and government supply institutions, to issue and sign all papers, documents, cheques, promissory notes and bills, all bank transactions, and financial derivatives contracts in favor of the company or the companies where the company is a partner.

The board of directors may sell the real estates and property of the company, provided that the minutes of the board of directors and of the basis of its decision must contain consideration of the following conditions:

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1. The board shall determine the reasons and justifications of the decision to sell.
2. Sale shall be close to the price of the like.
3. Sale shall be a non-deferred sale except the cases determined by the board with sufficient guarantees.
4. This disposition shall not result in stopping some of the company's activities or to burden the company with other obligations.

The board of directors may also conclude loans and present the necessary guarantees to the governmental financial institutions, commercial and non-commercial entities irrespective of the term of these loans provided that the term shall not exceed the end of the company's term.

The board of directors may provide any company of the companies where the company is a partner, with financial support and guarantees of credit facilities which any of these companies may obtain and waiver of the priority of loan payment.

The board of directors may, within the limits of its competence, delegate any of its powers to any of its members or to a third party or authorize one or more of its members or a third party to take action or conduct certain work or a disposition and to appoint and oust agents and to issue powers of attorney and to appoint and oust lawyers.

The board of directors shall, at its discretion, have the right to release the company's debtors of their obligations according to the best interest of the company.

Article (22): Remuneration of the Members of the Board and Executive Committees:

Each board member will be paid an attendance allowance of S.R. 3,000 (three thousand Saudi Riyals) for attending every board meeting and S.R. 3,000 (three thousand Saudi Riyals) for attending every meeting of the board and an annual remuneration specified thereby by the Board provided that what will be paid to the board members, in this capacity, will not exceed the maximum limit pursuant to applicable laws, decisions and instructions.

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The report of the Board to the Ordinary General Assembly shall comprise an all –inclusive statement of all that have been received by the members during the financial year as salaries, dividends, allowances for attending sessions, expenses and the other benefits. The cited report shall also comprise statement of what have been received thereby in their capacity as employees or administrators, what they received in return for any technical, administrative or consultation works previously approved by the General Assembly of the Company, as well as statement of the number of the sessions attended by each member since the date of the last General Assembly Meeting.

Article (23): Chairman of the Board and his Deputy:

The board of directors shall appoint, among its members, a chairman and a vice-chairman of the board. It is not permissible to combine the position of the chairman of the board of directors with any executive position of the company. By decision of it, the board of directors shall determine the authorities and powers of the chairman in addition to the powers set out below. In the case of a tie or an equality of votes, the chairman shall not have a casting vote. The chairman shall have the power to convene the board for a meeting and chair the meetings of the board. He shall call for a meeting whenever at least two (2) of the members of the board of directors so request. The board may, from among its members or others, form one or more committees entrusted with some of the powers of the board of directors or entrusted to oversee the company business and operation. The board of directors shall have the right to appoint a managing director for the company from the members of the board or a chief executive officer for the company from the members of the board or others and determine their powers, responsibilities, fees and remunerations. The chairman of the board of directors shall be responsible for representing the company in its relationships with third parties, before courts of law, governmental bodies, notary public, tribunals, dispute resolution committees of different types, arbitral tribunals, civil rights, police stations, chambers of commerce and industry, private bodies, companies and establishments of different types, issuance of powers of attorney before notary public, appointing and removing attorneys and lawyers, pleading, defending, litigation, conciliation, admission, arbitration, acceptance of and objection to judgments on behalf of the company. The

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chairman of the board of directors or the person delegated by the board from among the members of the board of directors or others shall be responsible collectively or individually for signing all types of contracts, documents and exhibits, including, but not limited to deeds of association of companies in which the company is a partner with all of their amendments and annexes, signing of agreements before notary public and official bodies, collection of the company rights, repayment of its obligations, take-over and hand-over, lease, rental, hire, receipt and payment, engagement in tenders based on the approval of the board of directors and/or board executive committee of the board of directors (as the case may be) in which the company engages individually or with other consortiums, opening and managing of accounts and credits, withdrawing and deposit with banks, closing of accounts, issuance of promissory notes, cheques, guarantees, appointment of and entering into contract with employees, determination of their salaries, termination of their services, request of visas, recruitment of employees and workers from abroad, obtaining of residence and work permits, transfer and waiver of sponsorships. Each one of them may delegate and authorize third parties within its competences and in taking a certain procedure or action, carrying out a certain act or acts, the board of directors shall determine the amount of the remuneration obtained by the chairman of the board of directors in addition to his remuneration as a member of the board of directors, approved by the ordinary general assembly. The board of directors shall appoint the secretary of the board whether from among its members or others, who shall be responsible for recording the minutes of the meetings of the board of directors and recording and keeping the decisions of such meetings along with exercising other terms of reference assigned to him by the board of directors. The board shall determine his remunerations. The term of the chairman of the board, vice-chairman, managing director and secretary member of the board of directors shall not exceed the period of their respective membership of the board. They may be re-elected. The board may, at any time, remove them or any of them without prejudice to the right of the removed person to compensation if the removal takes place for an illicit reason or at an inconvenient time.

The vice-chairman of the board of directors shall replace the chairman of the board of directors in the absence of the latter.

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Article (24): Board of Directors' Meetings:

The board convenes at the invitation of its chairman. The invitation shall be in writing in advance and will be associated with the agenda. The chairman shall invite the board to meet if two (2) board members ask for a meeting. Waiver of notice shall be in writing and signed by the assigners and will be kept in the register of the company minutes.

Meetings of the board of directors shall be held at the head office of the company or at such other place, as maybe agreed by a majority of the members of the board and may be held by telephone or other electronic means of communication, as maybe agreed by a majority of the members of the board, that permits all board members present to be heard by all others present.

Article (25): Quorum of Meetings and of the Board of Directors' Decisions:

The board meeting will not be valid unless attended by at least 8 (eight) members in person or by proxy. If a member delegated another member to attend the meetings of the board, this delegation shall be in accordance with the following controls:

1. The proxy may not represent more than one member in the same meeting.
2. The proxy shall be in writing.
3. The proxy may not vote in the case of decisions that the proxy is banned to vote pursuant to the bylaws.

If a quorum is not present within one (1) hour after the prescribed time, the meeting shall be postponed to another date to be within 7 (seven) days (unless it is an urgent matter including in particular meetings called in relation to bidding process for a project then 24 hours) from the date of the first meeting at the same venue and with the same agenda. A quorum for the first adjourned meeting shall consist of the attendance in person or by proxy of at least 7 (seven) members of the board of directors. Decisions are passed by majority of the attending members and representatives. In all cases, in the event of a tie, the chairman has no casting

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vote. As an alternative to resolutions of the board being passed at meetings of the board, a resolution of the board shall be validly passed by way of circulating a written resolution if the text of the resolution has been signed (in person, by facsimile, or as a scanned copy sent by e-mail) by a majority of the members of the Board. Such resolution shall be sent to each member of the Board and shall require a response within a period specified in the notice of such resolution, being at least two (2) working days after its date of dispatch (and in the case of an urgent matter twenty-four (24) hours) and no resolution shall take effect until the expiry of such period, unless at least the majority of the members of the board have waived this requirement. Notwithstanding the above, if one board member requests for a meeting in person or deliberations to vote on the above-mentioned written resolution before signing a written resolution, then such written resolution deemed to be not passed and the resolution will be resubmitted before the board meeting. In this case, the chairman of the board shall call for a board meeting to convene and vote on such resolution the notice period for such meeting shall not exceed 1 (one) working day, and valid quorum at such meeting shall consist of at least 7 (seven) members of the board present or represented by proxy.

Article (26): Frequency of Meetings of the Board of Directors:

Meetings of the board of directors shall be held at least once every 3 (three) months and at such times as the chairman may require upon at least 7 (seven) business days' notice (and in case of an urgent matter, including in particular meetings called in relation to any bidding process for a project, 24 hours' notice), unless waived by all members of the board and shall be accompanied by an agenda of the business to be transacted at such meeting together with all papers to be circulated or presented to the same. No business not included in the agenda shall be discussed at a board meeting unless such requirement is waived by a majority of the board.

Article (27): Minutes of Meetings:

Deliberations and resolutions of the Board shall be recorded in minutes to be signed by the Chairman of the session, Board members who attended the session and the secretary. Such

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minutes shall be entered in a special record which shall be signed by both the Chairman and Secretary.

Article (28): Executive Committee of the Board:

The Company shall establish an executive committee. The board of directors shall decide on the number of its members and establish the regulations governing it and regulating its works. The board of directors of the company may, under a resolution passed by it, amend the formation of the committee, increase or decrease the number of its members consistent with the regulations. It may also carry out both matters.

The executive committee shall be responsible, among other things, for receiving and evaluating any offers submitted to it regarding any project or investment opportunities and deciding on whether the company will execute or participate in the proposed project or the proposed investment opportunity.

The executive committee may also approve participation by the Company in (i) integrated water, steam and/or power (including renewable) utilities infrastructure projects which also include the following systems: potable water, irrigation water, sewage, sewage treatment, waste, telecommunications network, district cooling, energy systems components, storage, generation, transmission and distribution systems; and (ii) integrated energy projects including the following systems: waste to energy, biothermal energy, green hydrogen projects generation, gas to power projects, and liquefied natural gas (LNG) supply, receiving storage, regasification and power generation facilities (collectively "Ancillary Activities"); provided, with respect to all Ancillary Activities: (a) the Company maintains the primary focus of its activities on the stated Objectives of the Company; (b) the executive committee approves the relevant opportunity prior to submission of any request for qualification with respect to such opportunity; (c) in each Ancillary Activities project, the stated Objectives of the Company remain the main focus and driving factor, comprising around 50 per cent. or more of the total capital expenditure of such project as one measure, unless otherwise approved by the Board;

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(d) any specialized expertise required to conduct such Ancillary Activities are employed or engaged solely by the relevant project company and not performed or provided by the Company or its employees; and (e) the participation in the Ancillary Activity shall be through an existing or a new subsidiary that is duly authorized to conduct the relevant activity.

Article (29): Risk Management Committee:

The Company shall establish a Risk **Management** Committee, provided that the Board of Directors shall determine the number of members of this Committee.

Any change to the Risk Regulations or the Risk and Compliance Policy applicable by the Company requires the approval of a majority of the Board of Directors' members.

Article (30): Remunerations & Nominations Committee:

The Company shall establish a Remunerations and Nominations Committee, provided that the Board of Directors shall determine the number of members of this Committee.

Any change to the Remunerations and Nominations Committee Regulations or Policy applicable by the Company requires the approval of the Company's general assembly.

Chapter Four

Shareholders' Assemblies

Article (31) Assembly Attendance:

The general assembly, which is correctly set up, represents all shareholders and is held in the city where the Company's head office is located.

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Every subscriber, irrespective of the number of his shares, is entitled to attend the constituent assembly in person or by proxy on behalf of other subscribers. Every shareholder may attend the ordinary or extraordinary general assembly. The shareholder may delegate a person other than the members of the board of directors or the Company staff to attend the general assembly.

The meetings of the Shareholder General Assembly may be convened, and a shareholder may involve in the deliberations thereof and voting on the resolutions made therein through modern technologies as per the regulations set by the relative committee.

Article (32): Constituent Assembly Terms of Reference:

The constituent assembly is concerned with the following matters:

- 1- Verification of subscription of the entire shares of the Company in full and fulfillment of the minimum share capital in the amount due of the share value in accordance with the Companies Law.
- 2- Deliberations on estimation of shares in kind
- 3- Approve the final wording of the Bylaws, however, the constituent assembly may not enter substantial amendments to the Bylaw put before it unless all subscribers represented in the constituent assembly agree to that.
- 4- Deliberations on the founders' report on the activities and expenses necessitated by incorporation.
- 5- Appoint the members of the first Board of Directors for a period not exceeding five years and the first Auditor if not appointed in the Company Memorandum of Association or Bylaws thereof.

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The quorum for a duly convened meeting of the constituent assembly requires the attendance of subscribers representing at least half the capital. Each subscriber shall have one vote for every share he subscribes to or represents.

Article (33): Ordinary General Assembly Terms of Reference:

With the exception of the matters designated for the extraordinary general assembly, the ordinary general assembly shall be responsible for all matters relating to the company. The ordinary general assembly shall be held at least once a year during the six months following the end of the company's fiscal year. Other ordinary assemblies may be called for as needed.

Article (34): Extraordinary General Assembly Terms of Reference:

The extraordinary general assembly shall have the authority to amend the company's bylaws except for provisions prohibited to be amended as per the bylaws. The extraordinary general assembly may issue resolutions regarding matters within the scope of the ordinary general assembly with the same conditions and terms set for the last assembly.

Article (35): Meetings of Shareholders' General Assemblies:

Shareholders general assemblies are convened at an invitation by the board of directors. The board of directors shall invite the ordinary general assembly if the auditor, audit committee or a number of shareholders representing at least 5% (five percent) of the capital request the meeting. The auditor may call the Assembly to convene in case the Board did not call it within thirty days from the date of auditor request. The invitation for the General Assembly shall be published in a daily newspaper circulated in the location of the head office of the Company, at least, twenty one (21) days prior to the date set for the assembly and the date, place, and

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agenda of the General Assembly must be announced in advance with the same specified period. Also, it shall be sufficient to serve a notice to convene ordinary and extraordinary general assemblies through modern telecommunication methods. A copy of both the notice and the agenda shall be sent to the Ministry and the Capital Market Authority prior to the period specified for publication.

Article (36): Proof of Attendance:

A list of shareholders names and representatives attending the meeting, places of their residence, the number of shares owned by them in person or by proxy and the number of votes specified for them shall be prepared upon holding the meeting. Any interested party is entitled to see this list.

Article (37) The Quorum of Ordinary General Assemblies:

An ordinary general assembly meeting shall not be valid unless attended by of shareholders representing at least half the capital. If this quorum is not available, a notice shall be sent for a second assembly to be held within thirty (30) days of the previous assembly. However, a second meeting may be held one (1) hour after the expiration of the designated period for convening the first meeting if the invitation for the first meeting included an announcement of the possibility of holding a second meeting. The quorum for the second meeting shall be deemed valid regardless of the number of shares represented.

Article (38): Quorum of Extraordinary General Assemblies:

An extraordinary general assembly shall not be valid unless attended by shareholders representing at least half the capital. If this quorum is not available during the first meeting, a notice shall be sent for a second assembly to be held within the next thirty days after the previous meeting and the invitation shall be published in the same manner prescribed in

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Article (35) herein. However, a second meeting may be held one (1) hour after the expiration of the designated period for convening the first meeting, if the invitation for the first meeting included an announcement of the possibility of holding a second meeting. In all cases, the quorum for the second meeting shall valid if it is attended by a number of shareholders representing at least quarter of the capital. In case the quorum in the second meeting is also not available, a notice shall be served for a third assembly in the same manner prescribed in Article (34) herein. The third assembly shall be deemed valid if attended by whatever number of shareholders and upon the approval of the concerned party

Article (39): Voting in Assemblies:

Each subscriber shall have one vote for each share representing thereof in the Constituent Assembly. Each shareholder shall have one vote for each share in the general assemblies. The cumulative voting shall be used in electing the Board of Directors. The shareholder may vote on general assemblies' decisions via modern telecommunications methods in accordance with the conditions set forth by the competent authority. However, members of the board of directors shall not participate in the voting on assembly resolutions relating to discharge of their management liability or by granting them the required licenses to undertake some activities that involve self-interest or to renew such licenses, and generally with respect to any other matter prohibited to vote on under the Companies Law.

Article (40): Resolutions of Assemblies:

Constituent assembly resolutions shall be passed by absolute majority of the shares represented in the assembly. Resolutions of the ordinary general assembly shall be passed by absolute majority of the shares represented in the meeting. Resolutions of the extraordinary general assembly shall be passed by the majority of two thirds of the shares represented in the meeting unless the resolution relates to increasing or decreasing the capital, extension of the company's term, dissolution of the company before expiry of the term specified in its bylaws or merging the company into another company or establishment where the resolution shall not be valid unless it is passed by the majority of three quarters of the shares represented in the meeting.

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Article (41): Discussion at the Assemblies:

Each shareholder is entitled to discuss the matters listed in the agenda, ask questions directed to the board of directors and the auditor. The board of directors and the auditor shall answer the questions of the shareholders in a manner that will not be detrimental to company's interests. If a shareholder considers the answer to his question as unconvincing, he shall refer his question to the assembly for judgment and its resolution in this regard shall take effect.

Article (42): Chairing Assemblies:

The meetings of general assembly shall be chaired by the chairman of the board of directors or his deputy in his absence or by a member elected by the Board of Directors from its members in case of the absence of both the Chairman and his deputy. The chairman shall appoint a secretary for the meeting and one to collect votes.

Minutes including the names of the attending shareholders, their number or the representatives, the number of shares they represent either in person or by proxy, the number of votes, the resolutions taken, the number of shareholders agreeing or objecting to votes and a summary of the discussions that took place in the meeting shall be recorded regularly following any meeting in a special register signed by the assembly chairman, the secretary and the vote collector.

Chapter Five

Audit Committee

Article (43): Formation of the Audit Committee:

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By a decision of the ordinary general assembly, an audit committee is to be formed with a number of members not less than three and not exceeding five members from other than the executive board members either from the shareholders or others. The decision to determine the duties of the committee, method of work and remunerations of its members.

Article (44): Quorum of Committee Meeting:

The meeting held by the audit committee shall be duly convened only if it is attended by the majority of its members. The audit committee resolutions shall be made by the majority of votes of the present members. In case it is a tie; the Chairman of the committee shall have the casting vote.

Article (45): Competencies of The Committee

The audit committee shall be concerned with auditing the Company work. For achieving such purpose, the audit committee shall be entitled to have access to its records and documents and require any explanation from the Board members or the executive management and may further ask the Board members to call on the Company general assembly to hold a meeting if the Board impedes its works or if the Company is subject to serious damages or gross losses.

Article (46): Reports of The Committee

The audit committee shall consider the Company's financial statements, reports and notes submitted by the auditor and shall give its opinions thereon, if any. Moreover, the audit committee shall also prepare a report expressing its opinion on the extent of sufficiency of the Company internal auditing and the other works falling in its jurisdiction. The Board of Directors shall submit sufficient copies of such report to the Company headquarters in twenty one (21) days at least before the date on which the meeting of the general assembly is held in order to provide any desirous shareholder with the same. The report shall be read out in the meeting of the general assembly.

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Company's Auditor

Article (47): Appointment of Auditor

The Company shall have one or more auditors from among those licensed to conduct auditing business in the Kingdom of Saudi Arabia that shall be appointed annually by the General Assembly, which shall determine the auditor remuneration and the term of his work. The General Assembly may, at any time, change the appointed auditor without prejudice to his right to be compensated in case he has been changed at an inappropriate time or for illegitimate reason. The first auditor shall be appointed during the first meeting of Constituent Assembly.

Article (48): Powers of Auditor

The Auditor shall have, at any time, the right to access to the books, records and other documents of the Company. The Auditor may also request data and explanations that he sees necessary, and he may also investigate the assets and liabilities of the Company and otherwise subject to the terms of his reference. The Chairman of the Board of Directors shall enable him to perform his duty. If the Auditor encounters a difficulty in this regard, he shall record that in a report submitted to the Board of Directors. If the Board does not facilitate the work of the Auditor, the latter shall apply to the Ordinary General Assembly to consider the matter.

The Auditor shall submit a report to the Annual Ordinary General Assembly in accordance with the accepted auditing standards and it shall include the attitude of the administration of the Company regarding enabling him to obtain the data and notes that he requested, and the violations of the provisions of these Bylaws, the provisions of the Law of Companies or the provisions herein that he revealed, and his opinion on the compatibility of the financial statements of the Company to the fact. The auditor shall read his report at the general assembly. If the latter decides to ratify the report of Board of Directors and the financial statements without hearing the auditor report, its resolution shall be void.

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Chapter 7

Accounts of Company and Dividends

Article (49): Fiscal Year:

The company's fiscal year shall start on the first day of January and end on the 31st (thirty first) day of December of each year, however, the first fiscal year shall start on the date of the Ministerial decision announcing the incorporation of the company and shall end on the 31st (thirty first) day of December of the next AD year.

Article (50): Annual Balance Sheet and Board of Directors' Report:

- A. The Board of Directors shall, at the end of each fiscal year, prepare the financial statements along with a report on the Company activity and its financial position for the expired year. This report shall include the proposed method for the dividends. The Board shall put these documents at the disposal of the Auditor at least forty-five days before the deadline for holding the General Assembly.
- B. The Chairman of the Board, CEO, and CFO shall sign the documents referred to in Paragraph A in this Article, and copies of such documents shall be kept at the Company head office at the disposal of the shareholders twenty-one (21) days at least prior to the date defined for holding the general assembly.
- C. The Chairman of the Board shall furnish the shareholders with the financial statements, Board report and Auditor report unless the said documents have been published in a daily newspaper distributed in the location of the head office and send a copy of such documents to the Ministry of Commerce and the Capital Market Authority at least fifteen days prior to the date set for the General Assembly.

Article (51): Distribution of Profits:



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The company's annual net profit shall be distributed after deduction of all general expenses and other costs and formation of necessary reserves against losses of investment and obligations deemed necessary by the board of directors as follows:

1. Amounts necessary for payment of Zakat for the shareholders are calculated and the company shall pay such amounts to the competent authorities.
2. At least (10%)of the net profit after deduction of Zakat in order to form statutory reserve and the ordinary general assembly may stop this reserve whenever it amounts to (30%) of paid up share capital.
3. The ordinary general assembly may, at the proposal of the board of directors, allocate 1% of the net profit to form a consensual reserve and specify the same for the certain purpose or purposes.
4. The Ordinary General Assembly may decide to form other reserves to the extent that achieves the continuity of the prosperity of the Company or ensures the distribution of fixed dividends - as much as possible – to the shareholders. Also, the mentioned assembly may deduct amounts from the net profit to establish social institutions for the staff of the Company and its workers or to help the existent of these institutions.
5. The remainder shall thereafter be distributed among the Shareholders by at least 1% of the company paid-up. The General Assembly may, based on a proposal by the board of directors, distribute any other additional ratio as it deems it appropriate.
6. In the event of losses, these losses may be carried over to the following fiscal year and no profits shall be distributed before recovery of losses in full.

Article (52): Entitlement to Profits:

The shareholder shall be entitled to his share of the profits as per the distribution resolution issued by the General Assembly in this regard. Such resolution shall show the due date and the distribution date. The entitlement to profits shall be to the shareholders registered in the shareholders register at the end of the due date. The Board of Directors may distribute interim dividends to shareholders in accordance with the regulations and instructions issued by the Ministry of Commerce and the Capital Market Authority from time to time.

Article (53): Profits of Preferred Shares:



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- 1- In the case of not distributing profits of any fiscal year, the profits of the following years may not be distributed until the percentage mentioned in article 9 of this article is paid to the owners of preferred shares for this year.
- 2- If the company fails to pay this percentage of profits for three consecutive years, the assembly of the owners of these stocks may convene in accordance with article (89) of the Companies Law to decide either they attend the meetings of the company's general assembly and participate in the voting or to appoint their representatives in the board of directors in a manner proportional to the value of their stocks in the capital until the company is able to pay the full priority profits specified to the owners of these stocks in consideration of the previous years.

Article (54): Company Losses:

- A. If, at any time of the fiscal year, the losses of the Company amount to half the paid up share capital, every officer or auditor in the company shall, once informed of the same, notify the chairman, who shall immediately notify the members of the Board of Directors. The Board of Directors shall, within 15 (fifteen) days of being notified, call for an extraordinary general assembly to be convened, within 45 (forty five) days of the date of being notified of the losses, in order to decide either to increase or decrease the share capital of the company, as per the provisions of the Law of Companies, to the extent that the ratio of the losses becomes less than half the paid up share capital; or to dissolve the Company before the set duration in these By-Laws.
- B. The Company shall be deemed dissolved by the force of Companies law if the Board fails to hold the extraordinary general assembly within the period defined in paragraph (A) above; or if the assembly fails to adopt a resolution on this matter; or if the assembly resolved to increase the share capital according to the adjustment required herein but no subscription is made regarding the whole share capital increase within 90 (ninety) days of the date of the assembly resolution to increase the share capital.

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Chapter 8

Disputes

Article (55): Liability Claim:

Each shareholder shall be entitled to file a liability claim that is granted to the company against the members of the board of directors, if an error committed by them caused damages to such shareholder. The shareholder may file such claim only if the right of the Company to file it still existing and that the shareholder have to inform the company of filing the claim.

Chapter 9

Dissolution and Liquidation of the Company

Article (56): Dissolution and Liquidation of the Company:

Upon expiration, the Company shall undergo liquidation and shall preserve its legal entity as long as necessary to the liquidation. The voluntary liquidation decision shall be issued by the extraordinary general assembly. The resolution of liquidation shall provide for the appointment of a liquidator and the determination of his powers and limitations thereof, compensation, and the duration of the liquidation. The duration of the voluntary liquidation shall not exceed five years and shall only be further extended by a judicial order. The authority of the Company Board of directors shall end with the dissolution of the Company; however, they shall keep running the company and shall be considered before third parties as liquidators till the appointment of a liquidator. The assemblies of the shareholders shall remain functional during the liquidation period and their roles shall be limited to competences not conflicting with the competences of the liquidator.

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Chapter 10

Final Provisions

Article (57): Company Seal:

The board of directors shall prepare a seal for the company to stamp documents that the board of directors, or the executive committee, or the managing director or the chief executive officer consider necessary or useful.

Article (58): Companies Law:

The provisions of the Companies Law, the Capital Market Laws and their regulations thereof shall apply to all matters that are not provided for in the bylaws.

Article (59): Deposition of the Bylaws:

These bylaws shall be deposited and published pursuant to the procedures stated in the Companies Law, the Capital Market Laws and their regulations thereof.



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