

Articles of Association
Ras Al Khaimah Co. for White Cement & Construction Materials
A public joint stock company listed in the financial market

Preamble

Ras Al Khaimah Co. for White Cement & Construction Materials PSC is incorporated in the Emirate of Ras Al Khaimah in the United Arab Emirates under Royal Decree No. 13/81 issued by His Highness the Ruler of the Emirate of Ras Al Khaimah on October 03, 1981 corresponding to Dhu al-Hijjah 05, 1401 AH under the Company's Articles and Memorandum of Association and pursuant to the provisions of Federal Law No. 8 of 1984 on Commercial Companies, as amended.

Federal Law No. (32) of 2021 on Commercial Companies issued on 2021, as amended and required the existing public joint stock companies to amend their Articles of Association in consistency with its provisions.

Chapter I

Article (1)

Definitions

In these Articles of Association, the following terms shall have the meaning assigned thereto respectively, unless the context otherwise indicates.

Country:	United Arab Emirates.
Companies Law:	Federal Law No. (32) of 2021 on Commercial Companies, and its amendment.
Authority:	Securities and Commodities Authority - UAE.
Competent Authority:	Department of Economic Development in the Emirate of Ras Al Khaimah.
Market:	Abu Dhabi Securities Exchange in which the company's shares are listed.
Board of Directors:	The Company's Board of Directors.
Governance Controls:	A set of controls and rules that achieve institutional discipline in the relations and management of the company in accordance with international standards and methods through defining the responsibilities and duties of the members of the Board of Directors and senior executive management of the company and taking into consideration protection of the rights of shareholders and stakeholders.
Special Resolution:	The resolution issued by a majority vote of the shareholders who own at least three-quarters of the shares represented in the General Assembly meeting of the company.
Cumulative Voting:	Each shareholder to have a number of votes equal to the number of shares he owns, so that he votes for one candidate for Board membership or distributes them among the candidates he chooses, provided that the number of votes he grants to

the candidates he has chosen shall not exceed the number of votes he owns in any case.

Conflict of Interests: The case in which the impartiality of decision-making is affected by a personal material or moral interest where the interests of the related parties overlap or seem to interfere with the interests of the company as a whole, or when the professional or official capacity is exploited in a certain manner to achieve personal benefit.

Control: The ability to influence or control, directly or indirectly, the appointment of the majority of the members of a company's Board of Directors, or the decisions issued by the Board or the company's General Assembly, through the ownership of a percentage of stocks or shares or by any other agreement or arrangement that leads to the same effect.

Related Parties:

- The Chairman and members of the Board and members of the senior executive management of the company; companies where any of the aforesaid have a controlling stake; a parent or subsidiary or a sister or allied companies of the company.
- The relatives of the Chairman or a member of the Board or of the senior executive management up to the first degree.
- A normal or entity who/which was during the year preceding that was a shareholder holding 10% or more in the company or a member of its Board or of its parent or subsidiary company.
- The person who has control over the company.

Article (2)

Company Name

The name of the company is "Ras Al Khaimah Co. for White Cement & Construction Materials", a public joint-stock company, hereinafter referred to as "**Company**".

Article (3)

Head Office

The head office and legal domicile of the Company is located in the Emirate of Ras Al Khaimah. The Board of Directors may establish branches and offices for the Company inside and outside the Country.

Article (4)

Company Duration

The duration specified for this Company is ninety (90) calendar years commencing as of the date of its registration in the commercial register at the Competent Authority. Such duration shall be subsequently renewed for consecutive similar terms, unless a Special Resolution is issued by the General Assembly modifying the Company duration or terminating it.

Article (5)

Company Objects

The objects for which the Company is incorporated shall be consistent with the provisions of the laws and resolutions in force in the Country.

Objects for which the Company is incorporated:

1. Establishing and managing factories for the production of white cement, lime of all kinds, gypsum, sand bricks and their derivatives in the Emirate of Ras Al Khaimah and trading in the same. In order to achieve its objects, the Company may carry out all legal material works.
2. Subscribing, purchasing, or owning in any form, any securities including shares, equity rights, bonds or financial instruments of any public/private joint-stock listed or unlisted company, inside or outside the United Arab Emirates, whether such purchase/ownership is for long-term investment or short-term investment for the purpose of trading in such securities. The Company may also own shares, entirely or partially, in non-joint stock companies whether or not such companies are involved in the company's field of activity, inside or outside the United Arab Emirates.
- The Company may have an interest or participate or cooperate, in any manner, with other companies, institutions and entities inside or outside the Country, and it may also purchase these companies, institutions and entities or make them subsidiaries thereof.
- The Company may only engage in any activity for which a license is required to be issued by the supervisory authority supervising the activity inside or outside the Country, after obtaining the license from such authority and submitting a copy of these licenses to the Authority and the Competent Authority.

Chapter II

Company Capital

Article (6)

Issued Capital

The Company's issued capital is specified at AED 500,157,000 (Five Hundred Million One Hundred Fifty-Seven Thousand Dirhams) divided into 500,157,000 (Five Hundred Million One Hundred Fifty-Seven Thousand) shares, the value of each is one AED 1. All of the Company's shares are of the same class and equal in the rights and obligations.

Article (7)

Ownership Percentage

All the Company's shares are nominal. The ownership percentage of UAE citizens and other GCC citizens, from amongst normal persons or entities wholly owned by GCC citizens, shall not be less than (30%) of the capital at any time throughout the Company's duration. The ownership percentage of non-UAE and non-GCC citizens shall not exceed (70%).

Article (8)

Shareholder's Obligations vis-à-vis the Company

The shareholders shall only be liable for the Company's obligations and losses to the extent of their contribution to the Company.

Article (9)

Compliance with the Articles of Association and General Assembly Resolutions

The ownership of a share entails the shareholder's acceptance of the Company's Articles of Association and the resolutions of its general assemblies. The shareholder may not request refund of his contribution to the capital.

Article (10)

Indivisibility of Shares

The shares are indivisible. However, if a share's ownership devolves to several heirs or it is owned by multiple people, they shall choose a representative from amongst them vis-à-vis the Company, and these people shall be jointly liable for the obligations arising from the ownership of the share. If such people fail to reach an agreement on choosing their representative, any of them may resort to the competent court to designate the representative. The Company and the financial market shall be informed of the court's decision in this regard.

Article (11)

Share Ownership

Each share entitles its owner to a share equal to the share of the other shareholders, without discrimination, in the ownership of the Company's assets upon liquidation and in the profits and in attending the meetings of the general assemblies and voting on the resolutions thereof.

Article (12)

Disposition of Shares

The Company shall follow the laws, regulations, and decisions applicable to the financial market in which the Company is listed or in relation to issuing, registering, trading, transferring ownership, mortgaging and disposing of any rights in the Company's shares. No transfer, mortgage or disposition of any shares of the Company may be registered if such transfer, disposition or mortgage conflicts with the provisions of these Articles of Association.

Article (13)

Shareholder's Heirs and Creditors

A shareholder's heirs or creditors may not, for any reason whatsoever, request to place stamps on the Company's books or assets. They also may not request to divide such assets or sell them as a whole due to their indivisibility, or interfere in any way whatsoever in the management of the Company. When exercising their rights, such heirs and creditors shall rely on the Company's inventories and balance sheets and resolutions of the General Assembly.

Article (14)

Capital Increase or Reduction

- a. After obtaining the approval of the Authority and the Competent Authority, the Company's capital may be increased by issuing new shares of the same nominal value as the original shares or by adding an issue premium to the original nominal value. The Company's capital may also be reduced.
- b. New shares may not be issued for less than their nominal value, and if issued for more than such value, the excess shall be added to the statutory reserve even if such reserve thereby would exceed half of the issued capital of the Company.
- c. Increasing or reducing the Company's capital shall be made under a Special Resolution to be issued by the General Assembly based on the proposal of the Board of Directors in both cases, and after reviewing the auditor's report in the case of any reduction. In the case of an increase, such Resolution shall indicate the amount of the increase and the issuance price of the new shares. In the case of reduction, such Resolution shall indicate the amount of the reduction and the method of its implementation.
- d. Shareholders shall have priority rights to subscribe in new shares. The rules followed in subscription to the original shares shall apply to subscription to new shares. Shareholders' subscription priority rights shall not apply in the following cases:
 1. **Entry of a strategic partner** which will lead to benefits for the Company and increase its profitability.
 2. **Transferring the cash debts** owed to the federal government, local governments, organizations and public institutes in the Country, banks and financing companies to shares in the Company's capital.
 3. **Company's employees' incentive plan** through a program designed to incentivize outstanding performance and increase Company's profitability by granting employees shares in the Company.
 4. **Converting the bonds or instruments** issued by the Company into shares therein.In all of the above-mentioned cases, the approval of the Authority shall be obtained and the conditions and regulations issued thereby in this regard shall be fulfilled.

Article (15)

Shareholder's right to review the books and documents of the company

The shareholder shall be entitled to review the books and documents of the Company as well as any instruments or documents related to a deal carried out by the Company with a related party under the permission of the Board of Directors or under a resolution issued by the General Assembly.

Chapter III

Debenture Bonds or Instruments

Article (16)

Issuance of Debenture Bonds or Instruments

The company may decide, under a Special Resolution issued by its General Assembly after obtaining the Authority's approval, to issue debenture bonds of any type or Islamic instruments. Such Resolution shall

indicate the value of the bonds or instruments, the conditions of issuance and their extent of convertibility into shares. In addition, the General Assembly may issue a resolution to authorize the Board of Directors to set a date for issuing the bonds or instruments, provided that it shall not be later than one year from the date of approving such authorization.

Article (17)

Trading of Bonds and Instruments

- a. The company may issue negotiable bonds or instruments, whether convertible or non-convertible into shares in the company equal to the values for each issuance.
- b. The bond or instrument shall be nominal; and it is impermissible to issue bearer bonds or instruments.
- c. Bonds and instruments issued for one loan, shall grant their holders equal rights. Any condition contradicting with the foregoing shall be null and void.

Article (18)

Bonds and Instruments Convertible into Shares

Bonds and Instruments may not be converted into shares unless such conversion is stipulated in agreements, documents or prospectus. If the conversion is approved, the bond or instrument holder shall have the right to accept such conversion or receive the nominal value of such bond or instrument. In the event that the conversion is not stipulated in agreements, documents or prospectus, such conversion shall be carried out under the prior consent of both parties upon the issuance.

Chapter IV

Company Board of Directors

Article (19)

Company Management

- a. The Company shall be managed by a Board of Directors consisting of (7) members elected by the General Assembly of shareholders through secret cumulative voting in accordance with the corporate governance rules issued by the Securities & Commodities Authority. In all cases, upon selecting the non-executive members of the Company, it shall be taken into consideration that the member is able to allocate sufficient time and attention to his membership and that this membership does not represent a conflict with his other interests.
- b. It is not required the majority of the members of the Directors including the Chairman, be citizens of the United Arab Emirates.

Article (20)

Term of Board of Directors' Membership

- a. Each member of the Board of Directors shall hold the position for a period of three calendar years, and at the end of this period, the Board of Directors shall be re-formed. The members whose membership term is expired may be re-elected.

- b. The Board of Directors may appoint members in the seats that become vacant during the year, provided that such appointment is brought before the General Assembly in its first meeting in order to approve such appointment or appoint other members.
- c. With the exception of members appointed by the federal or local government in the Company's Board of Directors according to its contribution in the capital subject to Article (148) of the Commercial Companies Law, if the vacant seats reach one-fourth of the Board members number or more, during the term of Board of Directors, the Board of Directors shall call the General Assembly for convention within 30 days from the date of vacating the last seat in order to elect those members to fill the vacant seats. In all cases the new member shall complete the term of his predecessor.
- d. The Board of Directors shall have a Secretary. Such Secretary may not be a Board member.

Article (21)

Cases of Appointing the Board Members by General Assembly

As an exception from the obligation to follow the mechanism of nominating Board members which shall precede the General Assembly meeting scheduled for electing Board members and subject to the provisions of Article 144/2 of the Companies Law, the General Assembly may appoint a number of experienced members other than the shareholders in the Company's Board of Directors provided that such number shall not exceed one-third of the number of members specified herein in the following cases:

- a. Lack of the number of candidates required during the period of opening the nominations for Board members which may decrease the number of Board members to less than the minimum number of the quorum.
- b. Approval of appointing the Board members who were appointed in the vacant seats by Board of Directors.
- c. Resignation of Board members during the General Assembly meeting and appointment of interim Board of Directors to run the business of the company until they open nomination for Board membership.

Article (22)

Requirements of Nomination to Board of Directors

First:

The candidate to the Board membership shall provide the Company with the following:

- 1. Curriculum vitae containing the practical experience and educational qualification as well as the capacity which the member will be nominated to (executive / non-executive / independent).
- 2. Acknowledgment by the candidate on complying with the provisions of the Companies Law and its executive regulations, in addition to the Articles of Association, and that he will exercise the due diligence in performing his duties.
- 3. List of the companies and establishments that the candidate works or acts as a Board member, as well as any work he carries out which constitutes directly or indirectly a competition to the Company.
- 4. Acknowledgment by the candidate that he will not breach Article 149 of the Companies Law.
- 5. In the case of the entities' representatives, an official letter issued by the entity including the names of its representatives nominated to Board membership shall be attached.

6. List of the commercial companies to which that candidate contributes or participates together with the number of shares or stocks that he has therein.

Second:

The Company shall prepare a list of the candidates for the membership of its Boards of Directors and send the same to the Competent Authority (Department of Economic Development) sufficiently before convention of its general assemblies, in order to ensure that the candidates have integrity, good conduct, ability to perform well, and that they meet the standards of institutional discipline, and measure to the contrary shall be invalidated. Voting shall be restricted to the list of the candidates that has been approved by the Competent Authority (Department of Economic Development).

Article (23)

Election of the Chairman and Vice-Chairman

- a. The Chairman and the Vice-Chairman shall be elected by the Board of Directors from amongst its members. The vice- Chairman shall act as a Chairman at the time of Chairman's absence or inability to exercise his duties.
- b. The Board of Directors shall be entitled to elect a managing director from amongst its members, provided that such managing director shall not be the chief executive officer or general manager of another company. The Board shall determine the duties and remunerations of the managing director. In addition, the Board may constitute one or more committee from amongst its members and vest some of its powers to such committee or authorize the same to monitor the progress of work in the company and implementation of the Board's decisions.
- c. The elected Board of Directors shall notify the Authority and Competent Authority (Department of Economic Development) of the resolutions of election of the Board's Chairman and Vice-Chairman and the managing director.

Article (24)

Powers of the Board of Directors

- a. The Board of Directors shall have all the powers to manage the Company and perform all deeds and acts on behalf of the Company to the extent permitted by the Company and to exercise all the powers required for achieving its objects. Such powers and authorities shall not be restricted except as stipulated in the Companies Law or the Articles of Association of the General Assembly.
- b. The Board of Directors shall formulate the by-laws related to the Company's administrative and financial affairs, personnel affairs and their financial dues. The Board shall also formulate the by-laws regulating the Company's business, meetings and the distribution of competencies and responsibilities.
- c. Subject to the provisions of the Companies Law and its executive regulations issued by the Authority, the Board of Directors shall be authorized to conclude loans for more than three-year term, or sell the Company's real estate or business, mortgage the Company's movable and immovable properties, absolve the Company's debtors from their obligations and conduct conciliation and agree to arbitration.

Article (25)

Representation of the Company

- a. The Chairman or any other member authorized by the Board of Directors, shall have the right to sign individually on behalf of the company within the limits of the Board of Directors' resolutions.
- b. The Board Chairman shall be the legal representative of the company before courts as well as in its relations with third parties.
- c. The Chairman may delegate some of his powers to any other member of Board of Directors.
- d. The Board of Directors cannot authorize the Chairman with all its powers in an absolute manner.

Article (26)

Venue of Board of Directors' Meetings

The Board of Directors' meetings shall be convened at the head office of the Company or any other place approved by Board members.

Article (27)

Quorum of Board of Directors' Meetings and Voting on its Decisions

- a. The Board meeting shall only be valid by attendance of the majority of its members in person. A Board member may authorize other member to vote on his behalf and in this case, a Board member may not represent more than one member. The number of the Board members attending the meeting in person shall not be less than half of the total number of Board members, and such member shall have two votes.
- b. Voting by correspondence is not permissible. The Board member representing another absent member shall vote as specified in the authorization deed.
- c. Board decisions shall be issued by a majority of the members present in person and by proxy. In the case of a tie, the Chairman or his representative shall have the casting vote.
- d. The minutes of the meetings of the Board of Directors or its committees, shall contain the details of matters discussed therein as well as the decisions issued including any comments, reservations or contrary opinions expressed by the members. All the members attending the meeting shall sign the drafts of the minutes before approval thereof. A copy of such minutes shall be sent to the Board members to keep the same after approval thereof. The minutes of Board of Directors' meetings shall be kept with the Board Secretary. In the case that a Board member refrains from signing on the said minutes, his objection shall be recorded in the minutes as well as the reason for his objection, if expressed. The Board members who signed on the said minutes shall be liable for validity of the data contained therein. The company shall comply with the controls issued by Authority in this regard.
- e. Participation in the Board of Directors' meetings may be made through modern means of technology, taking into consideration the procedures and controls issued by the Authority in this regard.

Article (28)

Board Meetings and Invitation for Holding the Meetings

1. The Board of Directors shall hold at least (4) meetings during the fiscal year.
2. The meeting shall be held based on a written invitation by the Chairman of the Board of Directors or a written request submitted by at least two Board members. The invitation shall be served at least one week before the date fixed for the meeting along with the agenda.
3. If a Board member fails to attend three consecutive or five discontinuous Board meetings during the term of the Board of Directors without an excuse accepted by the Board, he shall be deemed as a resigned member.

Article (29)

Decisions by Circulation

Further to the Board of Directors' obligation to hold the minimum number of meetings set out in Article (28) herein, the Board of Directors may issue decisions by circulation in cases of urgency. Such decisions shall be valid and effective as if they were issued in a meeting that had been properly called for and validly held. However, the following shall be taken into consideration:

- a. The cases of issuing decisions by circulation shall not exceed four times annually.
- b. The majority of Board members shall approve that the case of issuing the decision by circulation is an emergency case.
- c. Delivering a written copy of the decision to all Board members for approval along with all the necessary documents for reviewing it.
- d. The Board decisions approved by circulation shall be approved in writing by majority of the members. In addition, such decisions shall be discussed at the following Board meeting in order to be included in the meeting minutes.

Article (30)

Board Member's Engagement in Competitive Activities

No Board member may engage in an activity that would compete the Company or trade for his own account or on behalf of third parties in an activity similar to the activities exercised by the Company without obtaining the approval of the General Assembly. Such approval shall be renewed annually. In addition, the said Board member may not disclose any information or data related to the Company; otherwise the Company may demand him to pay compensation or to consider the profitable transactions made for his account as if they were made for the account of the Company.

Article (31)

Conflict of Interests

- a. Each Board member having a common or contradicting interest, for himself or for the body he represents in Board of Directors, in a deal or transaction brought before the Board of Directors to take a decision thereon, shall notify the Board of Directors thereof and shall record his acknowledgment in the meeting minutes. In addition, such member may not participate in voting on the decision issued in this regard.

- b. If a member fails to notify the Board of Directors pursuant to clause (a) of this Article, the Company or any of its shareholders may resort to the competent court in order to nullify the contract and obligate such breaching member to pay to the Company any profit or interest he gained through such contract.

Article (32)

Granting Loans to Board Members

- a. The Company may not provide any loans to any member of the Board of Directors or execute guarantees or provide any collateral in connection with any loans granted to them. A loan shall be deemed to be granted to the Board member when it is granted to his spouse, children or relative up to the second degree.
- b. The Company may not grant a loan to a company in which a Board member, his spouse, children or any of his relatives up to the second degree, own more than 20% of its capital.

Article (33)

Dealing in the Company's Securities by Related Parties

Related parties shall be prohibited from using the information they know due to their membership in the Board of Directors or their position in the Company in order to achieve any interest for themselves or for third parties. In addition, related parties may not have direct or indirect interest with any entity carrying out any operations intended to affect the prices of the securities issued by the Company.

Article (34)

Deals with Related Parties

The Company may only make deals with the related parties under the approval of the Board of Directors if the value of the deal does not exceed 5% of the Company's capital, and under the approval of the General Assembly if the value of the deal exceeds such percentage. In all cases, deals shall be evaluated by an evaluator approved by the Authority. The auditor's report shall include a statement of conflict of interests deals and the financial transactions made between the Company and any related party, as well as the measures taken in this regard.

Article (35)

Appointment of Chief Executive Officer or General Manager

The Board of Directors may appoint chief executive officer, general manager, several directors, or authorized agents, and determine their powers, conditions of service, salaries and remunerations. Neither the chief executive officer nor the general manager may be the chief executive officer or general manager of any other public joint stock company.

Article (36)

Liability of Board Members for the Company's Obligations

- a. Members of the Board of Directors shall not be personally liable for the obligations of the company resulting from performance of their duties as Board members to the extent that does not exceed the limits of their powers.
- b. The Company shall be bound by the acts carried out by the Board of Directors within the limits of its powers. The Company shall also be liable for the damages arising from the unlawful acts committed by the Chairman and members of the Board of Directors.

Article (37)

Liability of Board Members Vis-à-vis the Company, Shareholders and Third Parties

- a. Board members shall be liable vis-à-vis the Company, shareholders and third parties for all acts of fraud, abuse of authority, all violations to the Companies Law and to these Articles of Association, and fault in management. Any condition stipulating otherwise shall be invalidated.
- b. The liability set forth in the Clause (a) of this Article shall apply to all Board members if the fault arose from a decision issued unanimously. However, if the decision under accountability is issued by majority, the dissident members shall not be held accountable if they have recorded their objection in the minutes of meeting. If a Board member has not attended the meeting in which such decision was adopted, he shall remain liable for such decision unless he proves his lack of knowledge of such decision or his inability to object to the same.

Chapter V

General Assembly

Article (38)

General Assembly Meeting

- a. General Assembly meetings shall be convened at the Emirate of Ras Al Khaimah. Each shareholder shall have the right to attend the General Assembly meeting and shall have votes equal to the number of the shares he owns. The party having the right to attend the General Assembly meeting, may delegate any person not from amongst Board members to represent him under to special power of attorney issued in writing. The representative of a number shareholders may not, in this capacity, own more than 5% of the Company's capital, unless he is the representative of only one shareholder. Incompetent persons shall be represented by their legal representatives.
- b. An entity may delegate one of its representatives or directors, under a decision issued by its Board of Directors, to represent it in the Company's General Assembly meetings. The delegated person shall have the powers prescribed under the delegation decision.

Article (39)

Announcement of Invitation to General Assembly Meeting

- a. Invitation of shareholders to attend General Assembly meetings shall be served via an announcement in two daily local newspapers, one of which is issued in Arabic, and via registered letters, or text messages and e-mail at least twenty-one days prior to the date scheduled for holding the meeting, after obtaining

the approval of the Securities and Commodities Authority. The invitation shall include the agenda of the said meeting. A copy of the invitation papers shall be sent to the Authority and the Competent Authority.

- b. General Assembly meetings may be held and the shareholders may participate in the discussions and vote on the decisions through modern technology means designated for attending meetings remotely, taking into consideration the procedures and controls issued by the Authority in this regard.

Article (40)

Invitation to the General Assembly Meeting

- a. The Board of Directors shall call for the General Assembly meeting within the four months following the end of the fiscal year and whenever it deems necessary.
- b. Based on serious grounds, the Authority, auditor, or one or more shareholders holding at least a minimum of (20%) of the Company's capital, may submit a request to the Board of Directors to call for General Assembly meeting. In this case, the Board of Directors shall call the General Assembly to be convened within five days from the date of such request.

Article (41)

Competence of the Annual General Assembly

The annual General Assembly of the Company shall be particularly competent with considering and issuing decisions on the following matters:

- a. The Board of Directors' report concerning the activity of the Company and its financial position during the year as well as the auditor's report.
- b. The Company's balance sheet and profits and loss account.
- c. Election of the Board members, if necessary.
- d. Appointment of the auditors and determination of their remunerations.
- e. Proposals of the Board of Directors concerning distribution of profits whether in the form of cash dividends or bonus shares.
- f. Discharge or dismissal of the members of the Board of Directors and filing a liability lawsuit against them, as the case may be.
- g. Discharge or dismissal of the auditors and filing a liability lawsuit against them, as the case may be.

Without prejudice to the provisions of the Law and the resolutions issued thereunder and the Company's Articles of Association, the General Assembly shall be competent with examining all the matters related to the Company. The General Assembly may not discuss matters not listed in the agenda.

Article (42)

Registration of Shareholders Attendance at General Assembly Meetings

- a. Shareholders wishing to attend the General Assembly meeting shall register their names in the electronic register prepared by the management of the Company for this purpose at the venue of the meeting within enough time prior to the date fixed for holding the meeting.

- b. The shareholder register shall contain the name of shareholder or his representative, number of shares that he holds and the number of shares he represents and the names of their holders as well as the respective power of attorney. The shareholder or his representative shall be granted a card for attending the meeting containing the number of votes that he represents in person or by proxy.
- c. An extract from the shareholder register containing the number of shares represented at the meeting and the attendance percentage, shall be printed and signed by the Secretary and Chairman of the meeting and the Company's auditor. A copy of such extract shall be delivered to the controller representing the Authority, and another copy of the same shall be attached to the minutes of the General Assembly meeting.
- d. Registration timeframe of attending General Assembly meetings shall end when the Chairman of the meeting declares the quorum is present or not present, and after that he may not accept registration of any shareholder or his representative to attend the meeting, as well as his vote may not be counted and his opinion on the matters discussed at the said meeting may not be taken into consideration.

Article (43)

Shareholder Register

The Company shall have a register for the shareholders having the right to attend the General Assembly meetings and vote on its decisions pursuant to the system of trading, set off, settlements, ownership transfer and custody of securities, as well as the related rules prevailing in the financial market in which the Company's shares are listed.

Article (44)

Quorum of the General Assembly Meeting and Voting on Its Decisions

- a. The general assembly shall be competent to consider all the issues related to the Company. The quorum of the General Assembly meeting shall be realized by attendance of the shareholders own at least 50% of the capital in person or by proxy. If the quorum is not present at the first meeting, the General Assembly shall be called for a second meeting. The second meeting shall be convened after the lapse of a period not less five (5) days and not exceeding fifteen (15) days from the date of the first meeting. The deferred meeting shall be valid irrespective of the number of attendees.
- b. With the exception of the decisions that have to be issued under a Special Resolution in accordance with Article 48 herein, the General Assembly's decisions issued by the majority of shares represented at the meeting, shall be binding on all the shareholders whether or not they have attended the meeting in which such decisions were issued, and whether they have approved or opposed the same. A copy of these decisions shall be provided to the Authority and financial market in which the Company's shares are listed, and to the Competent Authority pursuant to the controls issued by the Authority in this regard.

Article (45)

Chairmanship of the General Assembly and Recording the Minutes of Meeting

- a. The General Assembly meeting shall be chaired by the Company's Board Chairman and by the Board Vice-Chairman in his absence. If both of them are absent, the meeting shall be chaired by any Board member elected by the Board of Directors for this purpose. If the Board of Directors fail to select a member to chair the General Assembly meeting, the General Assembly shall select a person to chair the meeting from amongst the shareholders during the discussion concerning that issue.
- b. Minutes of the General Assembly meeting shall be prepared containing names of the shareholders present or represented, number of shares they own in person or by proxy, number of votes allocated for them, decisions issued, number of votes that approved or opposed such decisions, and adequate summary of the discussions held at the meeting.
- c. Minutes of the General Assembly meeting shall be regularly recorded in a special register after every session. Such register shall be subject to the controls contained in a resolution issued by the Authority. Each meeting minutes shall be signed by the assembly meeting Chairman, Secretary, vote collector, and auditor. Signatories of meeting minutes shall be liable for accuracy of the information contained therein.

Article (46)

Method of voting at the General Assembly Meeting

- a. Voting at the General Assembly meeting shall be carried out in the manner specified by the assembly meeting Chairman unless the General Assembly decides to adopt a specific voting procedure. If the matter is related to election, dismissal, accountability or appointment of Board members, in cases where this is permissible in accordance with the provisions of Article (21) hereof, a secret cumulative voting shall be carried out.
- b. Voting may be carried out electronically at General Assembly meetings subject to the controls and conditions issued in this regard by the Authority.

Article (47)

Voting on General Assembly Decisions by Board Members

- a. The members of the Board of Directors may not participate in voting on the General Assembly decisions related to their discharge from liability for their management or in connection with a special benefit of the said members, a conflict of interests, or a dispute between them and the Company.
- b. In the event that the Board member is representing an entity, the shares of such entity shall be excluded. In addition, those who have the right to attend the General Assembly meetings, may not participate in voting in person or by proxy in matters related to a personal benefit or an existing dispute between himself and the Company.

Article (48)

Issuance of Special Resolutions

The General Assembly shall issue a Special Resolution by the majority vote of the shareholders who own at least three quarters of the shares represented in the Company's General Assembly meeting in the following cases:

- a. Increasing or reducing the capital.
- b. Issuance of debenture bonds or instruments
- c. Making voluntary contributions for the purposes of community service.
- d. Dissolving the company or merging it into another company.
- e. Selling the project that the company implemented or disposing of the same by any other way.
- f. Extending the duration of the Company.
- g. Amending the Memorandum of Association or Articles of Association.
- h. In the cases where the Companies Law requires issuance of a Special Resolution.

In all cases, issuing a resolution concerning amendment of the Memorandum of Association or Articles of Association, shall be approved by the Authority and the Competent Authority in accordance with the provisions of Article (139) of the Companies Law.

Article (49)

Inclusion of an Item in the Agenda of the General Assembly Meeting

- a. The General Assembly may not discuss any matters not included in the agenda.
- b. Notwithstanding Clause (a) of this Article, pursuant to the controls issued by the Authority in this regard, the General Assembly may:
 - 1. Discuss the serious facts disclosed during the meeting.
 - 2. Add an additional item to the agenda of the General Assembly pursuant to the controls issued by the Authority in this regard based on a request submitted by the Authority or by a number of shareholders representing at least (10%) of the Company's capital. The Chairman of the General Assembly meeting shall add the additional item prior to the agenda is discussed or bring the matter before the General Assembly in order to decide whether or not such item will be added to the agenda.

Chapter VI

Auditor

Article (50)

Appointment of the Auditor

- a. The Company shall have one or more auditors appointed by the General Assembly based on nomination of the Board of Directors. The auditor's remuneration shall be determined by the General Assembly. The auditor shall be registered at the Authority and licensed to practice the profession.
- b. The General Assembly shall appoint the audit firm for a renewable period of one year and the Board of Directors may not be delegated to make such appointment. The audit firm may not assume auditing works at the Company for more than 6 consecutive fiscal years as of the date of assuming the responsibility of auditing at the Company. In this case, the partner responsible for the Company's auditing works shall be changed after the lapse of 3 fiscal years.
- c. The auditor shall undertake his duties from the end of the said annual General Assembly meeting to the end of the next meeting.

Article (51)

Auditor's Obligations

The auditor shall take into account the following:

- a. Complying with the provisions set forth in the Companies Law and its implementing regulations, decisions and circulars.
- b. Being independent from the Company and its Board of Directors.
- c. Refraining from occupying the position of the auditor and a partner in the Company at the same time.
- d. Refraining from occupying the position of a Board member or any other technical, administrative or executive position in the Company.
- e. Refraining from occupying the position of a partner or attorney of any founder or Board member of the Company or a relative up to the second degree to any of them.

Article (52)

Auditor's Powers

- a. The auditor shall be entitled to review, at any time, all the books, documents and records of the Company, in addition to other documents and papers. The auditor shall also be entitled to request the clarifications that he deems necessary to perform his duty. In addition, the auditor shall be entitled to verify the assets and obligations of the Company. If the auditor is unable to use such powers, he shall establish this in writing through a report to be submitted to the Board of Directors. If the Board of Directors fails to enable the auditor to perform his duty, the auditor shall send a copy of the report to the Authority and the Competent Authority and to also submit the same to the General Assembly.
- b. The auditor shall be responsible for auditing the Company's accounts, examining the balance sheet and profits and loss account, reviewing the Company's deals with the Related Parties, and observing compliance with the provisions of the Companies Law and these Articles of Association. In addition, the auditor shall send a report of the outcomes of such inspection to the General Assembly, and a copy of the same to the Authority and the Competent Authority. In preparing his report, the auditor shall ensure the following:
 - The validity of the accounting records maintained by the Company.
 - The extent of conformity between the Company's accounts and the accounting records.
- c. If no facilities are provided to the auditor in order to perform his duties, he shall establish this in a report to be submitted to the Board of Directors. If the Board of Directors fails to facilitate the auditor's mission, the auditor shall send a copy of the said report to the Authority.
- d. The subsidiary and its auditor shall provide any information and clarifications requested by the auditor of the holding company for auditing purposes.

Article (53)

Auditor's Annual Report

- a. The auditor shall submit to the General Assembly a report containing the data and information set forth in the Companies Law. The report and the balance sheet also shall include the voluntary contributions of

the Company during the fiscal year for the purposes of community service, if any, and to identify the beneficiary of such voluntary contributions.

- b. The auditor shall attend the General Assembly meeting and read his report thereat and clarify any obstacles he faced or interference by the Board of Directors in the course of performing his duties. The auditor's report shall be independent and impartial. At the meeting, the auditor shall express his opinion regarding all the matters related to his work and in particular, the Company's balance sheet and his remarks on the accounts and financial position of the Company and any breaches therein. The auditor shall be responsible for the accuracy of the data contained in his report. Each shareholder shall have the right to discuss the auditor's report and request from him to clarify the data contained therein.

Chapter VII

Company's Financial Affairs

Article (54)

Company's Accounts

- a. The company shall prepare regular accounts in accordance with the international accounting standards and principles to reflect the fair and true image of the Company's profits and losses as well as the its financial position at the end of the fiscal year. The Company shall also comply with the requirements of the Companies Law or the resolutions issued in implementation thereof.
- b. The international accounting standards and principles shall be applied by the Company in preparing its interim and annual accounts and determining the distributable profits.

Article (55)

Company's Fiscal Year

The fiscal year of the Company begins on April 1 and ends on March 31 of the following year, provided the amendment applies for 15 months in the first year where the financial period begins on January 1, 2024 and ends on March 31, 2025 and regularized from the subsequent fiscal years beginning on April 1 and ending on March 31 of the following year.

Article (56)

General Balance Sheet for the Fiscal Year

The general balance sheet of the fiscal year shall be audited at least one month before the annual meeting of the General Assembly. The Board of Directors shall prepare a report on the Company's activities and its financial position at the end of the fiscal year in addition to the manner it proposes for distribution of the net profits. A copy of the balance sheet, profit and loss account, auditor's report, Board of Directors' report and the governance report, shall be sent to the Authority and the Competent Authority along with the draft of General Assembly's invitation to the Company's shareholders to approve publication of the invitation in daily newspapers, fifteen days before the date fixed for holding the General Assembly meeting.

Article (57)

Distribution of Annual Profits

The annual profits shall be distributed after deducting all the general expenses and other costs as follows:

- a. 10% of net profits shall be deducted and allocated to be the statutory reserve. Such deduction may be discontinued if the total reserve reaches to at least 50% (fifty percent) of the Company's paid-up capital. If the statutory reserve becomes less than the specified percentage, the Company shall return to the said deduction.
- b. A percentage not exceeding 10% of the annual net profits of the ending financial year, after deduction of all the reserves and depreciations, shall be allocated shall be deducted as a remuneration to the Board members. The General Assembly shall determine the value of such remuneration every year. The penalties imposed on the Company, if any, by the Authority or the Competent Authority due to breaches by the Board of Directors to the Law or the Company's Articles of Association during the ending financial year shall be deducted from the remuneration of the Board of Directors. The General Assembly may decide not to deduct such penalties if it finds that such penalties are not due to omission or error by the Board of Directors.
- c. After that, the remainder of the net profits shall be distributed to the shareholders or carried forward to the following year based on the Board of Directors' proposal, after obtaining the approval of the General Assembly thereon.

Article (58)

Using the Optional and Statutory Reserve

The statutory reserve may not be distributed to the shareholders. However, the amount of the statutory reserve which exceeds half of the issued capital may be distributed as dividends to shareholders in the years in which the company does not achieve net profits enough for distribution to them. However, the distributed amount may not exceed (5%) of the amount in excess of the statutory reserve amounting to 50% of the Company's issued capital.

Article (59)

Profits of Shareholders

The profits shall be paid to the shareholders pursuant to the regulations, decisions and circulations issued by the Authority in this regard.

Chapter VIII

Disputes

Article (60)

Waiver of Liability Lawsuit

Any resolution issued by the General Assembly to acquit the Board of Directors, may not lead to waiver of civil liability lawsuit against Board members due to errors committed by them in the course of performing their duties. If the act giving rise to liability has been brought before the General Assembly and has been approved, then the liability lawsuit shall prescribe by the lapse of one year from the date of such General

Assembly meeting. However, if the act attributed to Board of Directors is a criminal offense, the liability lawsuit may not prescribe except by waiver of the general lawsuit.

Chapter IX

Dissolution and Liquidation of the Company

Article (61)

Dissolution of the Company

The company may be dissolved for the following reasons:

- a. Expiry of the duration specified in these Articles of Association unless being renewed pursuant to the rules contained herein.
- b. Fulfilment of the object for which the Company has been incorporated.
- c. Depletion of all or most of the funds of the Company so that the company cannot invest the rest in a worthwhile investment.
- d. Merger pursuant to the provisions of the Companies Law.
- e. Issuance of a Special Resolution for dissolution of the Company by the General Assembly.
- f. Under a court ruling for dissolution of the Company.

Article (62)

Company's Incurrence of Losses Reaching Half of its Capital

If the Company loses half of its issued capital, the Board of Directors shall call the General Assembly to be convened to issue a Special Resolution for dissolution the Company before expiration of its duration or continuation of its activities, within thirty (30) days from the date of disclosing the periodical or annual financial statements to the Authority.

Article (63)

Liquidation of the Company

Upon expiration of the Company's duration or dissolution of the Company before expiration of its duration, the General Assembly shall, at the request of the Board of Directors, determine the manner of liquidation and appoint one or more liquidators and determine their powers. The Board of Directors' powers shall cease at the time of liquidating the Company. However, the Board of members shall continue to manage the Company in the capacity of liquidators vis-à-vis third parties until the liquidator is appointed. The General Assembly's powers shall remain in force throughout the period of liquidation until all liquidation works are completed.

Chapter X

Final Provisions

Article (64)

Voluntary Contributions

The Company may, under a Special Resolution, after the lapse of two fiscal years from the date of its incorporation and achieving profits, may make voluntary contributions for purposes of community service.

Such contributions shall not exceed (2%) of the Company's average net profits during the two fiscal years preceding the year in which such voluntary contribution is made.

Article (65)

Governance Controls

The Company shall be subject to the governance controls and standards of institutional discipline as well as to the decisions issued by the Authority to implement the provisions of the Companies Law which shall be deemed as an integral part of the Company's Articles of Association and complementary thereto.

Article (66)

Facilitation of Regular Inspection Works for the Authority's Inspectors

The Company's Board of Directors, chief executive officer, directors and auditors shall facilitate the regular inspection works carried out by the Authority through inspectors delegated from its side, and provide all the data and information required by inspectors and enable them to peruse the works and books of the Company or any papers and records kept at its branches and subsidiaries inside or outside Country or those kept with the auditor.

Article (67)

Cases of Discrepancy

Where no special text is stipulated in the Company's Articles of Association, the provisions of the Companies Law and the regulations and decisions issued in implementation thereof shall be applied.

Article (68)

Publication of the Articles of Association

These Articles of Association shall be submitted and published pursuant to the Law.