



شركة الساحل للتنمية والاستثمار ش.م.ك.ع

COAST INVESTMENT & DEVELOPMENT CO. K.S.C.P

منذ 1975 Since

ARTICLES OF ASSOCIATION



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CHAPTER ONE - INCORPORATION OF THE COMPANY

1- INSTITUTIONAL ELEMENTS OF THE COMPANY

Article (1)

In accordance with the provisions of the Commercial Companies Law and these Articles of Association between the shareholders, whose terms are stated hereinafter, a Public Kuwaiti Shareholding Company is incorporated under the name “Coast Investment and Development Company” (Kuwaiti Shareholding Company , Public).

Article (2)

The head office of the Company and its legal domicile will be situated in Kuwait City. The Board of Directors may set up branches, agencies, offices or operation centers in Kuwait or abroad.

Article (3)

Duration of this company is indefinite and shall commence from the date or registration in the Commercial Registry and publication of the official deed of its incorporation in the Office Gazette.

Article (4)

The objectives for which the company has been established are:

- 1- Investment in the commercial and projects fields.
- 2- Investing in real estate by selling, buying and owning for the benefit of the company and investing in real estate funds for its own account.
- 3- Investing in management, development, real estate reconstruction, housing and all development processes in any field for it's own account.

- 4- All securities-related activities, including the sale and purchase of shares and bonds of companies and governmental and semi-governmental bodies, for its own account.
- 5- Investment Consultant.
- 6- The company conducts all its activities in Kuwait and abroad.
- 7- Securities broker - unregistered in the stock exchange.
- 8- Investment Portfolio Manager.
- 9- Carrying out all financial transactions such as lending, borrowing, guarantees and issuing bonds of different types with or without collaterals in the domestic and global markets.
- 10- Carrying out the structuring and consulting activities and buying and selling assets for the company's account.
- 11- Collective Investment System Manager.

The company may have an interest or engage in any way with bodies that engage in or may cooperate in achieving their purposes in Kuwait and abroad and may purchase or join them.

2- CAPITAL

Article (5)

The share capital of the company has been fixed at KD 46,502,690/200 divided into 465,026,902 shares of one hundred Kuwaiti fils each.

Article (6)

The company's shares are nominal and may be owned by non-Kuwaitis in accordance with the provisions of Decree No. 25 of 2021 by issuing the Companies Act and its amendments and ministerial decisions governing it.

Article (7)

The founders have paid 50% (Fifty percent) of the nominal share value into Al-Ahli Bank of Kuwait, as per the certificate issued by the said bank.

The remaining value of each share should be paid within at latest five years from the date of the company's final incorporation on the date and in the manner determined by the Board of Directors, provided that the payment due dates should be declared at least fifteen days before falling due. Any delayed payment shall inevitably bear interest at 7% (seven percent) per annum from the due date, for the benefit of the company.

The Board of Directors shall have the right to sell the shares in respect of which default has been occurred, for the account of the defaulting shareholder, and at the risk and liability of the said shareholder, by public auction, without the need to give official notice. The proceeds of the sale shall be used to settle the unsettled installments of the shares as well as interest and expenses, in first priority to all creditors, and the balance shall be paid to the shareholder, In the event where the proceeds of the sale are not sufficient the company shall recover the difference against the own funds of the shareholder.

Article (8)

The founders who have signed the Memorandum of Association have subscribed to the whole of the company's share capital.

Article (9)

The Board of Directors shall within three months from the date of the company's final incorporation, hand over to each shareholder a provisional share certificate to represent the shares owned by the shareholder. The Board of directors shall issue a share certificate within three months from the date of the payment of the final installment.

Article (10)

Ownership of the share inevitably entails acceptance of the provisions of the memorandum and articles of association of the company and the resolutions of its General Assembly.

Article (11)

Each share shall entitle its owner to a proportionate share to that of the other shareholders, with no preference in the ownership of the Company's assets and in the profits distributable in the manner mentioned hereinafter.

Article (12)

As all the company's shares are nominal, the last owner thereof whose name is registered in the company's register shall alone have the right to receive the amounts due in respect of the share, whether it is dividend or a share in the assets of the Company.

Article (13)

It may- by decision of the Extraordinary General Assembly - after the approval of the Capital Markets Authority to increase the company's authorized capital based on a reasoned proposal from the Board of Directors and a report from the auditor in this regard, provided that the capital issued is paid in full, and the decision to increase the capital includes the amount and methods of increase. Authorized capital may be increased only if the value of the original shares has been paid in full, and the extraordinary General Assembly may authorize the Board of Directors to determine the date of its implementation

Article (13 bis)¹

The company may purchase its shares for its account in the following cases:

1. This should be for the purpose of maintaining the stability of the share price, and not exceeding the percentage determined by the Capital Markets Authority of the company's total shares.
2. Capital reduction.
3. When the company meets debt against these shares.
4. Any other cases determined by the Authority.

Shares purchased do not fall into the company's total shares in circumstances requiring shareholders to own a certain percentage of the capital, and in all matters related to calculating the quorum necessary for the validity of the General Assembly

Article (13 bis)²

With the purpose of retaining efficient employees to work for the company and enhancing their loyalty to it, the Board of Directors may introduce a scheme named as “**Employee Share Option Scheme**” pursuant to the terms stipulated by the Ministerial Resolution No. 337 of 2004.

- 1- To meet the Company’s obligations under the “Employee Share Option Scheme”, treasury shares may be used or Company’s share capital may be increased, provided that the total increases to the paid up capital should not exceed 10 % within a maximum period of ten years from the date of implementing the scheme.
- 2- The annual report released by the Board of Directors to the shareholders should include a paragraph on the scheme.
- 3- The employee share option scheme and its program are to be presented to the General Assembly for approval.

CHAPTER TWO- MANAGEMENT OF THE COMPANY

1- Board of Directors

Article (14)

The company is managed by a board of directors of five members elected by shareholders by secret vote, and each shareholder, whether a natural person or a consideration, may appoint representatives to the Board of Directors of the company in proportion to his shares, and the number of board members selected in this way shall be reduced from the total members of the Board of Directors who are elected, and shareholders who have representatives on the Board of Directors may not participate with shareholders. Others in the election of the rest of the board of directors, except within the limits of the percentage used in the appointment of its representatives to the Board of Directors, and a group of shareholders may ally with each other to appoint one or more representatives to the Board of Directors at the rate of their combined ownership.

Article (15)

Members of the Board of Directors are appointed for a renewable three-year term, and if it is not possible to elect a new board of directors on time, the board will continue to manage the company's business until the reasons are gone and a new board of directors is elected.

Article (16)

Those nominated to the Board of Directors must meet the following conditions:

1- Be competent to act.

2. He has not previously been sentenced to a felony with a custodial sentence, a bankruptcy offence of negligence, fraud, an honorable offence, a mistrust, or a custodial sentence for violating the provisions of Decree No. 25 of 2012 by issuing the Companies Act and its amendments unless he has been reinstated.

3. Except for independent board members, he must be a personal owner or the person he represents must be the owner of a number of the company's shares.

If a board member loses any of the advanced conditions or other conditions contained in this or other laws, he or she will be removed from the date of loss of that requirement.

Article (17)

A person who has a representative on the Board of Directors, a chairman, a member of the Board of Directors, a member of the Executive Department, their spouses or second-class relatives may have a direct or indirect interest in contracts and conduct with or on the account of the company unless it is authorized by the Annual General Meeting.

The Chairman of the Board of Directors or any of the Board members may not combine the board membership of two competing companies, or participate in any work that would compete with the company or be rented to him or others in one of the branches of the company's activity, otherwise it would have claimed compensation or considered the operations he performed on his behalf as if it had been conducted on behalf of the company, unless it was approved by the General Assembly.

A chairman or board member, even if he is a representative of a natural or legal person, may not use the information obtained by virtue of his or her position to obtain interest for himself or others, nor may he act in any kind of conduct in the shares of the company on which he is a member of the Board of Directors for the duration of his term of office only after obtaining the approval of the Capital Markets Authority.

Members of the Board of Directors may also disclose to shareholders other than general assembly meetings or to others what they have stood for because of their direct management, otherwise they must be dismissed and held accountable for compensation for damages resulting from the violation.

Article (18)

If a position of member of the Board of Directors shall become vacant, such member shall be succeeded by the candidate shareholders who has obtained the highest number of votes but had not gained membership of the Board of Directors

at the last election. Should one fourth of the original positions become vacant or no person with the required qualifications is available, then the Board of Directors shall call for a meeting of the general assembly to be convened within two months from the date on which the last post become vacant, in order to elect persons to fill the vacant posts. in all such cases, the new member shall only complete the remaining term of his predecessor.

Article (19)

The Board of Directors shall by ballot elect the Chairman and Vice-Chairman for period of three years, provided that such term shall not exceed the duration of their term as members of the Board of Directors. The Chairman shall represent the Company before the courts and others. He shall implement the resolutions of the Board of Directors. The Vice-Chairman shall act as the Chairman in case of absence of the latter or occurrence of any hindrance.

Article (20)

The company has one or more chief executive officers appointed by the Board of Directors from board members or others entrusted to the management of the company, and the Board determines its allocations and powers to sign off on the company, and the positions of Chairman and CEO may not be combined.

Article (21)

He has the right to sign for the company on the sole part of both the Chairman of the Board of Directors and his deputy. The CEO also has the right to sign from the company in accordance with the powers specified by the Board of Directors, and the Board of Directors may distribute the work among its members according to the nature of the company's business, and the Board may authorize one of its members or a committee among its members or any other party to perform one or more of the work or supervise any aspect of the company's activity or in the exercise of certain powers or specialties assigned to the Board.

Article (22)

The Board of Directors meets at least six times during the same year at the invitation of its President, and also meets for emergency if requested by at least two of its members, and the board meeting is valid only if half of the members attend with at least three attendees and may agree on a larger percentage or number. Attendance at board meetings may not be through delegation or proxy and may be conducted through modern means of communication and pass decisions by circulation with the approval of all board members.

The minutes of the board meetings are recorded and signed by the attending members and the Secretary of the Board. Any objection claimed by members who do not approve a decision taken by the Board has to be recorded in the minutes of the meeting.

Article (23)

The resolutions of the Board of Directors shall be passed by the majority of the present Directors. In the event of vote equivalence, the Chairman shall have the casting vote. A special register shall be kept for recording the minutes of the meetings of the Board of Directors. The minutes shall be signed by the Chairman. Any objecting member may request that his opinion be recorded in the minutes.

Article (24)

In the event where a member of the Board of Directors absents himself for three successive meeting, without a valid excuse, he may be deemed to have resigned upon a resolution to be passed by the Board of Directors.

Article (25)

The total remuneration of the Chairman and board members may not be estimated at more than ten percent of net profit after the depreciation and reserves are reduced and a profit of at least five percent of the capital may be distributed to shareholders, and an annual bonus of not more than 6,000 dinars may be distributed to the Chairman of the Board of Directors and to each member of this

Board from the date of the establishment of the company until the profits that allow it to distribute the bonuses may be achieved. A decision by the General Assembly of the company may exclude the independent board member from the upper limit of the said bonuses. The Board of Directors is obliged to submit an annual report to the Company's AGM for approval, provided that it precisely contains a detailed statement of the amounts, benefits obtained by the Board of Directors, regardless of their name and nature.

Article (26)

The Board of Directors shall have the widest powers to manage the Company and all the acts required for the Management of the Company in line with its objectives including borrowing or pledging and giving guarantees of all types with all the concerned bodies. It may also sell the company's properties or mortgage the same. The said power may not be limited, except under the stipulations of the law, these Articles of Association, or resolutions of the General Assembly.

Article (27)

The members of the Board of Directors may not assume any personal obligation with regard to the company's undertakings, by reason of their duties within the limits of their powers.

Article (28)

The Chairman and members of the Board of Directors are responsible to the company, shareholders, and others for all acts of fraud and abuse of power, for every violation of decree law No. (25) of 2012 by issuing the Companies Act and its amendments or to the company's contract, and for error in management. The claim of liability does not prevent a vote by the General Assembly of the Board of Directors, and members of the Board of Directors may not participate in voting on general assembly resolutions on the disclaimer of responsibility for their administration or related to a special benefit to them, their spouses or first-class relatives or a dispute between them and the company.

2. The General Assembly

Article (29)

The Annual General Assembly shall be held at the invitation of the Board of Directors during the three months following the end of the fiscal year, at the time and place appointed by the Board of Directors, and the Board may invite the General Assembly to meet whenever necessary, and the Board of Directors shall invite the Assembly to meet at the request of a number of shareholders who own 10 percent of the company's capital, or at the request of the auditor, within fifteen days of the date of the Request, and the agenda is the one calling for the meeting. The invitation is made to attend the General Assembly meeting, including the agenda, place, and time of the meeting in accordance with the provisions of the decree by Law No. (25) of 2012 by issuing the Companies Act and its amendments and executive regulations

Article (30)

The General Assembly meeting is chaired by the Chairman, Vice-Chairman, Appointee of the Board of Directors for that purpose, shareholders or others elected by the General Assembly. The General Assembly may discuss topics that are not on the agenda unless it is urgent that occurred after the preparation of the schedule or unfolded during the meeting, or if requested by a regulator, auditor or a number of shareholders who own five per cent of the company's capital, and if the discussion shows insufficient information on some of the issues presented, the meeting should be postponed for no more than 10 working days if requested by a number of Shareholders represent a quarter of the issued capital shares, and the deferred meeting is held without the need for new advocacy procedures.

Article (31)

Each shareholder, regardless of the number of shares, has the right to attend the General Assembly, has a number of votes equal to the number of votes scheduled for the same category of shares, and the shareholder may not vote for himself or his representative in matters relating to his special benefit, or a dispute between

him and the company, and any condition or decision contrary to that is invalid, and the shareholder may entrust others to attend from him, under a special power of attorney or authorization prepared by the company for this purpose.

A person who claims a right to shares contrary to what is established in the company's shareholders' register may apply to the time judge to issue an order on a petition denying the disputed shares from voting for a period determined by the judge or until the dispute is decided by the competent court in accordance with the procedures established in the Civil and Commercial Pleadings Act.

Article (32)

company has a special register with the clearing agency in which the names, nationalities, residence, and shares of the shareholders are restricted, the number and type of shares owned by each of them and the value paid for each share. Any changes to the data recorded in the shareholders' register are marked in accordance with the data received by the company or the clearing agency.

Article (33)

The quorum necessary for the validity of holding the General Assembly meeting in its various capacities and for the majority required to pass resolutions shall be subject to the provisions of the Commercial Companies law.

Article (34)

Voting in the General Assembly meeting shall be in the manner identified by the Chairman of the meeting, unless the General Assembly resolves a specific voting method. The election and discharge of members of the Board of Directors must be conducted through ballot.

Article (35)

Within thirty days from registering the Company in the Commercial Registry and publication of the official deed of its incorporation in the Official Gazette, the founders shall meet in a constituent form and submit a report on all formalities of incorporation, together with the supporting documents, the verification made by

the General Assembly meeting regarding the validity of incorporation operations, and their compliance with the law, the Memorandum and Articles of Association. It shall also consider the reports that may be submitted by the Ministry of Commerce & Industry in this regard. It shall elect the members of the Board of Directors and appoint the auditors and announce the final incorporation of the Company.

Article (36)

The Annual General Assembly shall be held at the invitation of the Board of Directors within the three months following the end of the fiscal year, at the time and place appointed by the Board of Directors, and the Board may invite the Assembly to meet whenever necessary, and the Board of Directors should invite the Assembly to meet at the request of A number of shareholders own 10 percent of the company's capital, or at the request of the auditor, within fifteen days of the date of the request, and the agenda is set by the party calling for the meeting. The procedures of invitation and the cuorum same rules applied to the Constituent Assembly

Article (37)

The General Assembly held in ordinary form is competent to consider all matters related to the company, except for those matters, which the law or these Articles of Association stipulated to be discussed in a general assembly held in extraordinary or constituent form.

Article (38)

The Board of Directors shall submit to the General Assembly held in an ordinary form a report containing a sufficient statement of the progress of the company's business, its financial and economic position, Balance Sheet, Profit & Loss Statement, a statement on the remunerations of the Board of directors, auditors' fees and proposal for dividend distribution.

Article (39)

Considering the provisions of Decree No. (25) of 2012 by issuing the Companies Act and its amendments, the AGM is competent at its annual meeting to make decisions on matters that fall within its specialties, in particular:

1. The Board of Directors' report on the company's activity and financial position for the fiscal year ended.
2. The auditor's report on the company's financial statements.
3. Report any irregularities monitored by the regulators and sanctioned the company.
4. The company's financial statements.
5. Board proposals on dividends.
6. Discharge of board members.
7. Elect or dismiss board members and determine their rewards.
8. Appoint the company's comptroller, determine his fees or authorize the Board of Directors.
9. Decide on transactions that have been or will take place with the relevant parties, and the relevant parties are known in accordance with IAS.

Article (40)

The Extraordinary General Assembly meets at the invitation of the Board of Directors, or at the request of shareholders representing fifteen percent of the issuing company's capital or from the Ministry of Commerce and Industry, and the Board of Directors must invite the extraordinary General Assembly to meet within 30 days of the date of application.

If the Board of Directors does not invite the General Assembly during the period stipulated in the previous paragraph, the Ministry of Trade and Industry shall invite the meeting within 15 days of the expiry date referred to in the previous paragraph.

Article (41)

Taking into account the other specialties provided for by Decree No. 25 of 2012 by passing the Companies Act and its amendments, the Extraordinary General Assembly is concerned with the following issues:

1. Modify the company's contract.
2. Selling or else disposing of all the project for which the company has undertaken.
3. Dissolve, integrate, transform, or divide the company.
4. Increase or reduce the company's capital. Any decision issued by the Extraordinary General Assembly shall not take effect until after the month's proceedings have been taken, and the approval of the Ministry of Commerce and Industry must be obtained if the decision relates to the name, purposes, or capital of the company except to increase capital by issuing shares in exchange for profits made by the company or as a result of the addition of reserves that may be used to the capital.

3. THE ACCOUNTS OF THE COMPANY

Article (42)

The company has one or more auditors from the CMA-accredited auditors' register appointed by the AGM, and the Board of Directors may also be in exceptional and emergency cases where the Auditor appointed by the General Assembly does not undertake its task for any reason to appoint his replacement and to present this matter at the first meeting of the Assembly for decision.

Article (43)

The financial year of the Company shall commence from January 1st and end on December 31st every year with the exception of the first financial year, which shall commence from the date of Company's final incorporation and expire on December 31st of the following financial year.

Article (44)

The auditor has the right to access all the company's books, records and documents all the time and to request the data that he considers necessary to obtain and may also verify the company's assets and obligations. Therefore, if he is not able to use these rights, he will report to the Board of Directors, and call for General Assembly and notify the Ministry of Commerce and Industry and the Capital Markets Authority.

Article (45)

The auditor or his or her accountants who participated with him in the audit work must attend annual general meetings, report on the company's financial statements, and whether these statements show the situation The company's finances at the end of the fiscal year and the results of the company's business for that year, and to indicate whether the statements contained in the Board of Directors report are consistent with what is in the company's books and documents in accordance with gaap and what is stipulated in the decree of Law No. (25) of 2012 by issuing the Companies Act and its amendments and if the company has more than one auditor who has to prepare a consolidated report, and in the event of a difference between them on some matters must be proved in the report With the statement of the point of view of each of them, the auditor is obliged to maintain during and after the end of his work with the company the confidentiality of the data and information reached by virtue of his work, does not use this data and information in order to achieve a benefit for himself or others, and does not broadcast any secrets related to the company, and if the observer violates his duties referred to, he may be isolated and claimed compensation when required, and the observer is responsible for the validity of the data contained in his report as an agent of the total shareholders and each shareholder during the general assembly held that the observer should discuss and clarify what was in his report, and the auditor would be responsible for the damage caused to the company as a result of his resignation at an inappropriate time, and each shareholder during the AGM should discuss with the observer and clarify what was in his report.

Article (46)

A percentage determined by the company's Memorandum and Articles of Association, or the Board of Directors shall be deducted annually from the Gross profit after consulting with the auditor to depreciate the company's assets or compensate for the drop their value.

These funds are used to purchase materials, machinery and facilities necessary or to repair them, and these funds may not be distributed to shareholders.

Article (47)

Net profit is distributed as follows:

- 1- A decision issued by the General Assembly at the suggestion of the Board of Directors shall be deducted annually at least 10 per cent of the net profit to form a compulsory reserve for the company, and the Association may suspend this deduction if the compulsory reserve increases half of the issuing company's capital, and the compulsory reserve may only be used to cover the company's losses or to secure the distribution of dividends to shareholders of no more than five per cent of the paid-up capital in years that do not allow The company's profits are distributed, due to the lack of an optional reserve that allows the distribution of this percentage of profits, and must be returned to the compulsory reserve, which is deducted from it when the profits of the following years permit, unless this reserve exceeds half of the capital issued.
- 2- Deducts 1% allocated to the Kuwait Foundation for the Advancement of Science.
- 3- A no more than 10% of the net profit may be deducted annually by decision of the Annual General Meeting at the suggestion of the General Assembly to form an optional reserve allocated for the purposes specified by the AGM.
- 4- The amount required to distribute a first share of the profits of 5% to shareholders is deducted from the payment of the value of their shares.
- 5- After all of the above, no more than 10% of the net profit is allocated as bonuses to the members of the Company's Board of Directors after the depreciation and reserves are reduced and a profit of at least 5% of the capital is distributed to shareholders.

- 6- The AGM must decide to deduct a percentage of profits to meet the obligations of the company under the labor and social security laws, and a special fund may be established to assist the company's workers and employees.
- 7- At the suggestion of the Board of Directors, the General Assembly may distribute dividends to shareholders at the end of the fiscal year, and the validity of this distribution is required to be of real profits, in accordance with GAAP, and that this distribution does not affect the capital paid to the company.

Article (48)

Dividends shall be paid to the shareholders at the place and on the dates to be fixed by the Board of Directors.

Article (49)

Reserves shall be used in accordance with the resolution of the Board of Directors for the Company's best interests. The statutory reserve may not be distributed to the shareholders. However, distribution of the statutory reserve is limited to the amount required to enable the payment of a dividend of 5% (Five Percent) to be made in year when accumulated profits are not sufficient for the payment of a dividend of that amount. The General Assembly may resolve to discontinue deduction for the statutory reserve if the statutory reserve exceeds 50% of the Company's capital. It may also resolve to use the surplus in a manner deemed proper for the interests of the Company and shareholders.

Article (50)

The Company's cash funds shall be deposited with one or more banks designated by the Board of Directors, which shall also fix the maximum of cash money that the cashier may keep in the company's safe.

CHAPTER THREE - DISSOLUTION AND LIQUIDATION OF THE COMPANY

Article (51)

The company is to be considered dissolved for one of the things stipulated in decree Law No. (25) of 2012 by issuing the Companies Act and its amendments

Article (52)

The company is liquidated when it is terminated in accordance with the provisions of Decree No. (25) of 2012 by issuing the Companies Act and its amendments.

Article (53)

The provisions of Decree No. (25) of 2012 apply by issuing the Companies Act, its amendments and its executive regulations in any matter that is contained in the establishment contract or in this system.

Article (54)

An original copy of this contract is kept at the company's main center and on its website. An original copy of this contract is also kept in the company's file with the competent department of the Ministry of Commerce and Industry, and anyone who wants to obtain a copy of the asset must request it from the company in exchange for a specific fee set by the company.