



شركة الساحل للتنمية والاستثمار ش.م.ك.ع

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

منذ 1975 Since

**EGM 20/05/2026**

# Articles of Association



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## **Chapter One - Company Establishment**

### **1 - Elements of the company's incorporation**

#### **Article (1)**

In accordance with the provisions of the Commercial Companies Law and this Articles of Association from the owners of the shares whose provisions are hereinafter based on, a Kuwaiti public shareholding company was established under the name : (Coast Investment and Development Company K.S.C.G.).

#### **Article (2)**

The Company's head office and legal place of business is in Kuwait City, and the Board of Directors may establish branches, agencies, offices, or operations centers in Kuwait or abroad.

#### **Article (3)**

The duration of this company is unlimited starting from the date of its registration in the Commercial Register and the publication of the official document of its incorporation in the Official Gazette.

#### **Article (4)**

The purposes for which the company was established are as follows:

1. Project Management (821110)
2. Establishing or participating in companies to carry out the company's business (642061).
3. Sale and purchase of land and real estate for the company's account (681011).
4. Ownership of real estate and movables for the benefit of the company (681091)
5. Buying and selling shares and bonds for the company's account (649917).
6. Investment Consultancy (661904)
7. Securities broker, not registered with the Stock Exchange (650271).
8. Investment Portfolio Manager (650210)
9. Collective Investment System Manager (650220)
10. Qualified securities broker registered with the Stock Exchange (6502701).

The Company may have an interest or be involved in any way with entities that carry on similar business or that may cooperate with it in achieving its purposes in Kuwait and abroad and may acquire or affiliate such entities.

## **2 - Capital**

### **Article (5)**

The company's capital was set at an amount of (46,502,690/200) Kuwaiti Dinars distributed over 465,026,902 shares with a value of one hundred Kuwaiti fils per share, paid in cash.

### **Article (6)**

The Company's shares are nominal and may be owned by non-Kuwaitis in accordance with the provisions of Law No. 1 of 2016 on the issuance of the Companies Law and its Executive Bylaws and their amendments .

### **Article (7)**

The founders have paid (50%) of the nominal value of their shares in Ahli Bank of Kuwait in accordance with the certificate issued by the said bank, and the rest of the value of each share must be paid within a maximum of five years from the date of the company's final incorporation, on time and in such manner as the Board of Directors may determine, provided that the payment dates are announced at least fifteen days before the date of payment. Any amount whose payment is late beyond the specified date shall inevitably be subject to interest at the rate of (7%) Seven percent per annum for the benefit of the company from the day of its maturity. The Board of Directors has the right to sell the shares that are due and unpaid for the part of their value to the account of the related shareholder, and under his responsibility without the need for an official warning by public auction, with priority over all creditors .The sale proceeds shall cover the unpaid installments, interest and expenses, and the rest shall be returned to the shareholder. If the sale proceeds are not enough, the shareholder is liable for the remainder personally.

#### Article (8)

The founders who signed the memorandum of association subscribed to the entire capital of the company.

#### Article (9)

The Board of Directors shall deliver to each shareholder within three months from the date of the final announcement of the Company's establishment temporary bonds to replace the shares he owns. The Board of Directors shall deliver the share certificate within three months from the date of payment of the last installment.

#### Article (10)

Ownership of the share inevitably entails acceptance of the provisions of the Memorandum of Association, the Company's Articles of Association and the resolutions of its General Meeting.

#### Article (11)

Each share entitles its owner to a share equal to the share of another without discrimination in the ownership of the company's assets and in the dividends as set forth hereinafter.

#### Article (12)

Since all the shares of the company are nominal, the last owner of the company whose name is registered in the company's register has the right to receive the amounts due for the share, whether they are shares in the profits or a share in the company's assets.

#### Article (13)

The authorized capital of the Company may be increased by a resolution issued by the Extraordinary General Meeting after the approval of the Capital Markets Authority, based on a reasoned proposal by the Board of Directors and a report from the Auditor in this regard, provided that the issued capital is paid in full, provided that the resolution issued to increase the capital includes the amount and methods of increase. The authorized capital may be increased only if the value of the original shares has been paid in full, and the Extraordinary General Meeting may authorize the Board of Directors to determine the date of its implementation.

#### Article (13) bis1

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

1. This shall be for the purpose of maintaining stability of the share price, and not exceeding the percentage determined by the Capital Markets Authority of the total shares of the Company.
2. Capital reduction.
3. When the Company receives these shares in exchange for a debt receivable.
4. Any other cases determined by the Authority.

The purchased shares shall not be included in the total shares of the Company in cases that require the shareholders to own a certain percentage of the capital, and in all matters related to the calculation of the quorum necessary for the validity of the General Meeting and voting on the resolutions of the General Meeting, as regulated by the Capital Markets Authority.

#### Article (13) bis 2

To retain qualified employees to work in the Company and to enhance their loyalty to it, the Board of Directors has the right to introduce a system called **Employees Shares Purchase Option**, in accordance with the conditions stipulated in Ministerial Resolution No. 337 of 2004, which are:

- 1) To meet the Company's obligations under the Employees' Share Purchase Option, treasury shares may be utilized, or the Company's capital may be increased. Provided that the total increase made to the paid-up capital shall not exceed 10% during a maximum period of ten years from the beginning of the program.
- 2) The annual report of the Board of Directors to the shareholders shall include a paragraph of the program.
- 3) The **Employees Shares Purchase Option** its program shall be submitted to the General Meeting for approval.

## **Chapter Two - Management of the Company**

### **1 - Board of Directors**

#### **Article (14)**

The management of the company shall be carried out by a board of directors consisting of five members elected by the shareholders by secret ballot, provided that among the members of the company's board of directors there shall be at least 20% (twenty percent) of the independent members with qualifications, experience and skills commensurate with the company's activity, selected by the ordinary general Meeting and their remuneration shall be determined in accordance with the rules of governance, and in the event of a fraction in the output of calculating the percentage, the result shall be approximated to the next integer number, provided that the number of independent members shall not exceed half Board members, and the independent member is not required to be among the shareholders of the company. Each shareholder, whether a natural or legal person, may appoint his representatives on the Board of Directors of the Company in proportion to the shares he owns therein, and the number of members of the Board of Directors selected in this way shall be deducted from the total number of members of the Board of Directors who are elected, and the shareholders who have representatives in the Board of Directors may not participate with other shareholders in electing the rest of the Board of Directors Except to the extent that it exceeds the percentage used in appointing its representatives to the Board of Directors. A group of shareholders may join forces to appoint one or more representatives on the Board of Directors in proportion to their combined ownership. These representatives shall have the rights and duties of the elected members, and the shareholder shall be responsible for the actions of his representatives towards the Company, its creditors and shareholders.

#### **Article (15)**

The members of the Board of Directors shall be appointed for a renewable term of three years, and if it is not possible to elect a new Board of Directors within the specified date, the existing Board shall continue to manage the Company's business until the reasons are eliminated and a new Board of Directors is elected.

## Article (16)

Candidates for membership of Board of Directors must meet the following conditions :

1. The applicant must be competent to act .
2. He must not have been previously convicted of a felony with a penalty restricting liberty or a crime of bankruptcy by default, fraud, or a crime against honor or honesty, or a penalty restricting liberty due to his violation of the provisions of Law No. 1 of 2016 on the issuance of the Companies Law and its Executive Bylaw and its amendments , unless he has been rehabilitated .
3. Except for the independent members of the Board of Directors, he shall be a personal owner or the person he represents shall be the owner of a number of shares of the Company .
4. Any other conditions mentioned in the Memorandum of Association.

If a member of the Board of Directors loses any of the foregoing conditions or other conditions mentioned in this Law or other laws , he shall cease to be a member from the date of loss of that condition.

## Article (17)

A person who has a representative on the Board of Directors, the Chairman or a member of the Board of Directors, a member of the Executive Management, or their spouses or second-degree relatives shall not have a direct or indirect interest in contracts and dispositions concluded with or for the Company, unless this is done with a license issued by the Ordinary General Meeting.

The Chairman of the Board of Directors or any of the members of the Board of Directors may not combine the membership of the Board of Directors of two competing companies, or participate in any business that would compete with the Company or trade for himself or for the account of others in one of the branches of the Company's activity, otherwise it may demand compensation from him or consider the operations he carried out on his behalf as if they were conducted for the Company's account, unless this is with the approval of the Ordinary General Meeting.

The Chairman or a member of the Board of Directors, even if he is a representative of a natural or legal person, may not exploit the information received by him in his capacity to obtain a benefit for himself or others, nor may he dispose of any kind of disposition in the shares of the company of which he is a member of the Board of Directors throughout the period of his membership without obtaining the approval of the Capital Markets Authority.

The members of the Board of Directors may not disclose to the shareholders in non-meetings of the General Meeting or to third parties the secrets of the Company due to their management of the Company, otherwise they shall be dismissed and held accountable for compensating for the damage resulting from the violation.

#### Article (18)

If the position of a member of the Board of Directors becomes vacant, he shall be succeeded by the person who held the most votes from the shareholders who did not win the membership of the Board of Directors in the last election, and if the vacant positions amount to a quarter of the original positions or if there is no one who meets the conditions, the Board of Directors shall convene the General Meeting to meet within two months from the date of the last vacancy to elect the person to fill the vacant positions, and in all these cases, the new member shall complete the term of his predecessor only.

#### Article (19)

The Board of Directors shall elect a chairman and vice chairman by secret ballot for a period of three years , not exceeding the term of their membership, and the Chairman of the Board shall represent the Company before the judiciary and before third parties, and shall implement the decisions issued by the Board. The Vice Chairman shall act as Chairman in his absence or hindrance.

#### Article (20)

The Company shall have one or more CEOs appointed by the Board of Directors from among the members of the Board of Directors or others entrusted with the management of the Company, and the Board shall determine his benefits and authorities in signing on behalf of the Company. The positions of Chairman of the Board of Directors and the Chief Executive Officer may not be combined.

#### Article (21)

The Chairman or Vice Chairman of the Board of Directors shall have the right to sign singly on behalf of the Company. The CEO has the right to sign on behalf of the company in accordance with the authorities specified for him by the Board of Directors. The Board of Directors may distribute the work among its members according to the nature of the Company's business, and the Board may delegate one of its members or a committee among its members, or any third party to carry out one or more specific assignments, or to supervise any aspect of the Company's activity, or to exercise certain powers or duties assigned to the Board.

#### Article (22)

The Board of Directors shall meet at least six times during a year at the invitation of its Chairman, and shall also meet on an emergency basis if requested to do so by at least two of its members, and the meeting of the Board of Directors shall not be valid unless it is attended by half of the members, provided that the number of attendees shall not be less than three, and a percentage or a greater number may be agreed, and it is not permissible to attend the meetings of the Board by proxy, and it is permissible to meet using modern means of communication and take decisions by passing. With the consent of all members of the Board, the minutes of the meetings of the Board of Directors shall be recorded and signed by the members present and the Secretary of the Board, and the members who did not agree with a decision taken by the Board may prove his objection in the minutes of the meeting.

#### Article (23)

The decisions of the Board of Directors shall be issued by the majority of the members present, and if the votes are equal, the side in which the Chairman is in shall prevail, and a special register shall be prepared in which the minutes of the Board's meetings shall be recorded and signed by the Chairman, and the opposing member may request the registration of his opinion.

#### Article (24)

If a member of the Board fails to attend three consecutive sessions without a legitimate excuse, he may be considered to have resigned by the decision of the Board of Directors.

#### Article (25)

The total remuneration of the Chairman and members of the Board of Directors may not be estimated at more than ten percent of the net profit after depreciation and reserves and the distribution of a profit of not less than five percent of the capital to the shareholders, and an annual remuneration not exceeding six thousand dinars may be distributed to the Chairman of the Board of Directors and each member of this Board from the date of establishment of the company until the profits that allow it to distribute the remuneration. A resolution issued by the General Meeting of the Company may exclude an independent member of the Board of Directors from the maximum remuneration mentioned above. The Board of Directors shall submit an annual report to be submitted to the Company's Ordinary General Meeting for approval, provided that it includes a detailed statement of the amounts, interests and benefits obtained by the Board of Directors, regardless of their nature and name.

#### Article (26)

The Board of Directors shall have the broadest authority to manage the Company and carry out all the work required by the Company's management in accordance with its purposes and in accordance with the tasks and responsibilities contained in the Executive Bylaw of Law No. 7 of 2010 Regarding the Establishment of the Capital Markets Authority and Regulating Securities Activities and their amendments. This authority shall be restricted only by what is provided for in the law, these rules or the resolutions of the General Assembly. The Board of Directors may sell Company's real estate or mortgage it, engage into guarantees contracts, borrowing or pledging as required for the Company's interest

#### Article (27)

The members of the Board of Directors do not have any personal obligation regarding the Company's undertakings due to the performance of their duties within the limits of their authority.

#### Article (28)

The Chairman of the Board of Directors and its members are responsible to the Company, the shareholders and third parties for all acts of fraud and abuse of power, and for any violation of the provisions of Law No. 1 of 2016 and its amendments and executive bylaw or the Company's contract, and for the error in the management. The filing of a liability lawsuit shall not be prevented by a vote by the General Meeting to discharge the Board of Directors. The members of the Board of Directors may not participate in the voting on the Resolutions of the General Meeting to discharge them from responsibility for their management or that relate to their own benefit or to their spouses or first-degree relatives or any dispute between them and the company .

The liability stipulated above is either the personal liability of a member in particular or shared among all the members of the Board of Directors. In the latter case, all members are jointly liable for the payment of compensation, except for those who objected to the decision that arranged the liability and proved their objection in the minutes.

## **2- General Meeting**

### **Article (29)**

The Annual Ordinary General Meeting shall be held at the invitation of the Board of Directors during the three months following the end of the financial year, at the time and place specified by the Board of Directors, and the Board of Directors may call the General Meeting to a meeting whenever necessary, and the Board of Directors shall issue an invitation to the General Meeting to meet at the request of a number of shareholders owning ten percent of the Company's capital, or at the request of the Auditor, within twenty-one days from the date of the request, and the agenda shall be the party calling for the meeting. The invitation to attend the General Meeting, including the agenda and the place and time of the meeting, shall be sent in one of the following ways:

- 1- Registered letters to be sent to all shareholders at least two weeks before the scheduled date of the meeting.
2. The announcement must be made twice, provided that the announcement is made the second time after a period of not less than seven days from the date of publication of the first announcement and seven days before the meeting.
3. Deliver the invitation by hand to the shareholders or their legal representatives at least one day before the date of the meeting and obtain a signed copy of the invitation as a proof of receipt.
4. Any modern means of communication such as fax or e-mail.

The invitation shall include the agenda, and the Ministry of Commerce and Industry shall be notified in writing of the agenda and the date and place of the meeting at least seven days before it is held for the attendance of its representative, and the absence of the Ministry's representative after notifying it shall not result in the invalidity of the meeting.

### **Article (30)**

The meeting of the General Meeting shall be chaired by the Chairman or Vice-Chairman of the Board of Directors, or by a person delegated by the Board of Directors for that purpose, or by any of the shareholders elected by the General Meeting. The General Meeting may not discuss topics that are not included in the agenda unless they are urgent matters that occurred after the preparation of the agenda or were revealed during the meeting, or if requested by one of the regulatory authorities, the auditor or a number of shareholders owning five percent of the company's capital. If, during the meeting, it is found that information on some of the issues presented is insufficient,

the meeting shall be adjourned for a period not exceeding ten working days if requested by a number of shareholders representing a quarter of the shares of the issued capital ,and the adjourned meeting is held without the need for new invitation procedures.

#### Article (31)

Every shareholder, regardless of the number of shares, has the right to attend the General Meeting, and he shall have a number of votes equal to the number of votes prescribed for the same class of shares, and the shareholder may not vote on himself or for anyone who represents him in matters that concern his own benefit, or in a dispute that exists between him and the company, and any condition or decision to the contrary shall be void, and the shareholder may delegate others to attend on his behalf. In accordance with the rules and provisions stipulated in this Law and Law No. 7 of 2010 Regarding the Establishment of the Capital Markets Authority and Regulating Securities Activities, its Executive Bylaws and their amendments, and the decisions and circulars supplementing them.

A person who claims a right to the shares that contradicts what is stated in the company's shareholders' register may apply to the Temporary Affairs Judge to issue an order on a petition to deprive the disputed shares from voting for a period determined by the commanding judge or until the dispute is decided by the competent court, in accordance with the procedures prescribed in the Civil and Commercial Procedure Law.

#### Article (32)

The Company shall have a special register maintained with the Clearing Agency in which the names of the shareholders, their nationalities, their domicile shall be recorded, the number and type of shares owned by each of them, and the value paid for each share. Any changes to the data recorded therein shall be noted in the shareholders' register in accordance with the data received by the company or the clearing agency.

#### Article (33)

The provisions of the Commercial Companies Law shall apply to the quorum required for the validity of the convening of the General Meeting in its various capacities to the majority necessary to take decisions.

#### Article (34)

Voting in the General Meeting shall be in the manner prescribed by the Chairman of the Board, unless the General Meeting decides on a particular method of voting, and the

vote shall be in secret in the election of the members of the Board of Directors and removal from membership.

#### Article (35)

The founders shall meet within thirty days from the date of registration of the company in the Commercial Register and the publication of the official document of its incorporation in the Official Gazette in the form of a constituent Meeting.

They shall submit a report on all the incorporation processes with supporting documents, and the association shall verify the correctness of the information contained in the report and its compliance with the law, the company's memorandum of association and its articles of association.

It also considers the reports submitted by the Ministry of Commerce and Industry in this regard, elects the members of the Board of Directors and the auditors, and declares the final establishment of the company.

#### Article (36)

The Annual Ordinary General Meeting shall be held at the invitation of the Board of Directors during the three months following the end of the financial year, at the time and place specified by the Board of Directors, and the Board of Directors may call the Meeting to a meeting whenever necessary, and the Board of Directors shall issue an invitation to the General Meeting at the request of a number of shareholders who own ten percent of the Company's capital. or at the request of the auditor, within fifteen days from the date of the request, and the agenda shall be prepared by the party calling the meeting. The provisions of the Constituent Meeting shall apply to the procedures for convening the Meeting, the quorum of attendance and voting.

#### Article (37)

The General Meeting shall be held ordinarily in all matters relating to the Company's affairs, except for what is provided by law or these articles of association, that considers the meeting as an extraordinary meeting or as a Constituent Meeting.

#### Article (38)

The Board of Directors shall submit to the General Meeting a report containing a full statement on the Company's business performance, its financial and economic condition, the Company's balance sheet, a statement of profit and loss account, a statement on the remuneration of the Board of Directors, the remuneration of the

Board of Directors, the remuneration of the auditors, and a proposal for the distribution of dividends.

#### Article (39)

Subject to the provisions of Law No . 1 of 2016 on the Issuance of the Companies Law and its Executive Bylaws and their amendments, the Ordinary General Meeting shall have competence in its annual meeting to take decisions on matters falling within its capacity, in particular the following :

1. Report from the Board of Directors on the Company's activities and financial position for the financial year ended.
2. The auditor's report on the company's financial statements
3. A report of any violations monitored by the regulatory authorities and imposed sanctions on the company .
4. The company's financial statements.
5. The suggestions of the Board of Directors regarding the distribution of dividends.
6. Discharge of the members of the Board of Directors .
7. Elect or dismiss the members of the Board of Directors and determine their remuneration.
8. Appoint the company's auditor and determine his fees or authorize the board of directors in this regard .
9. Report the transactions that have been or will be carried out with the relevant parties and identify the relevant parties in accordance with the principles of international accounting .

#### Article (40)

The Extraordinary General Meeting shall meet at the invitation of the Board of Directors, or upon a reasoned request from shareholders representing fifteen percent of the Company's issued capital or from the Ministry of Commerce and Industry, and the Board of Directors shall convene the Extraordinary General Meeting within thirty days from the date of submission of the application.

If the Board of Directors does not convene the General Meeting within the period stipulated in the preceding paragraph, the Ministry of Commerce and Industry shall call the meeting within a period of fifteen days from the date of expiry of the period referred to in the preceding paragraph.

#### Article (41)

Subject to the other competencies stipulated in the provisions of Law No. 1 of 2016 on the issuance of the Companies Law and its Executive Bylaw and their amendments, the Extraordinary General Meeting shall have the competence for the following matters:

1. Amend the company's Memorandum of Association of the company .
2. Sell the entire project for which the company has been established or dispose it off in any way .
3. Dissolution, merger, transformation or division of the company .
4. Increasing or decreasing the company's capital. Any resolution issued by the Extraordinary General Meeting shall not be effective until the approval of the Ministry of Commerce and Industry and the Capital Markets Authority and the conclusion of the publication process.

### **3 - Company Accounts**

#### Article (42)

The Company shall have one or more auditors from the Register of Auditors approved by the Capital Markets Authority appointed by the Ordinary General Meeting , and the Board of Directors may also appoint a person to replace him in exceptional and emergency cases in which the auditor appointed by the General Meeting does not carry out his duties for any reason, provided that this matter is presented at the first meeting of the General Meeting for decision.

#### Article (43)

The Company's financial year commences from the first of January and ends on December 31 of each year, with the exception of the first financial year, which starts from the date of registration of the Company in the Commercial Register and ends on December 31 of the following financial year.

#### Article (44)

The auditor shall have the right at all times to view all the company's books, records and documents, and to request the information he deems necessary to obtain, and he may also verify the company's assets and liabilities. In the event that he is unable to exercise these rights, he shall prove this in writing in a report submitted to the Board of Directors and presented to the Ordinary General Meeting and notified to the Ministry of Commerce and Industry and Capital Markets Authority.

#### Article (45)

The auditor or his deputy accountants who participated with him in the audit work shall attend the ordinary general Meeting meetings, submit a statement of the company's financial statements, whether these statements reflect the company's financial position at the end of the financial year and the company's business results for that year, and indicate whether the data contained in the board of directors' report are in accordance with what is in the company's books and documents, in accordance with the accepted accounting principles and the provisions of the company's statements. Upon the provisions of Law No. 1 of 2016 and its Executive Bylaws and their amendments, and if the company has more than one auditor, they have to prepare a consolidated report, and in case there is a disagreement between them on some matters, this must be proven in the report with a statement of their point of view, and the accountant is obliged to maintain during and after the end of his work in the company the confidentiality of the data and information that he has obtained by virtue of his work, and he shall not use these data and information to achieve a benefit for himself or others. If the auditor violates his duties referred to, he may be dismissed and demanded compensation if necessary, and the auditor shall be responsible for the correctness of the data contained in his report as an agent for the total shareholders, and each shareholder during the holding of the general Meeting may discuss with the auditor and clarify with him what is stated in his report, and the auditor shall also be responsible for the damages caused to the company as a result of his resignation at an inappropriate time, and for each shareholder. During the session of the Ordinary General Meeting, the observer shall discuss and clarify the contents of his report.

#### Article (46)

A percentage determined by the contract of the company or the board of directors shall be deducted annually from the non-net profits after taking the opinion of the auditor to depreciate the company's assets or to compensate for the depreciation of the company's assets. These funds shall be used for the purchase or repair of necessary materials, machinery and installations and shall not be distributed to shareholders

#### Article (47)

Net profits are distributed as follows:

1. A percentage of not less than ten percent of the net profits shall be deducted annually, by a resolution issued by the Ordinary General Meeting based on the proposal of the Board of Directors, for the formation of a statutory reserve for the Company, and the General Meeting may suspend this deduction if the statutory reserve exceeds half of the Company's issued capital. The statutory reserve may only be used to cover the Company's losses or to secure the distribution of dividends to shareholders at a rate

not exceeding five percent of the paid-up capital in the years where profits do not cover such percentage, and the insufficient voluntary reserve balance available to allow this percentage of dividend to be distributed. The deductions from the statutory reserve must be redeemed back from the profits of subsequent years , unless this reserve exceeds half of the issued capital.

2. 1% shall be deducted for the account of the Kuwait Foundation for the Advancement of Sciences.
3. A percentage not exceeding 10% of the net profits may be deducted annually by a resolution issued by the Ordinary General Meeting based on the proposal of the Board of Directors for the formation of a voluntary reserve allocated for the purposes determined by the Ordinary General Meeting .
4. The amount necessary to distribute a first share of dividends of 5% to the shareholders against the value of their shares.
5. After all of the above, an amount not exceeding 10% of the net profit shall be allocated as remuneration to the members of the Board of Directors of the Company after deducting depreciation and reserves and distributing a profit of not less than 5% of the capital to the shareholders.
6. The Ordinary General Meeting shall decide to deduct a percentage of profits to meet the obligations incurred by 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. The General Meeting may, upon the proposal of the Board of Directors, distribute dividends to the shareholders at the end of the financial year , provided that such distribution shall be from actual profits, and in accordance with the generally accepted accounting principles, and such distribution shall not affect the paid-up capital of the Company.

#### Article (48)

Dividends shall be paid to the shareholders on the spot and on the dates determined by the Board of Directors.

#### Article (49)

The reserve funds shall be used based on the decision of the Board of Directors in the best interests of the Company. The compulsory reserve may not be distributed to the shareholders, but may be used to secure the distribution of dividends to the shareholders up to 5% in the years in which the company's profits do not allow this limit to be secured, and the Ordinary General Meeting may suspend the compulsory reserve deduction if it exceeds half of the capital and may decide to use the excess of this limit in the manner it deems necessary for the benefit of the company and its shareholders.

Article (50)

The Company's cash funds shall be deposited with one or more banks designated by the Board of Directors, and the Board of Directors shall determine the maximum amount of cash that the Treasurer may hold in the Company's fund.

**Chapter III - Expiration and liquidation of the company**

Article (51)

The Company shall terminate one of the matters stipulated in Law No. 1 of 2016 regarding the issuance of the Companies Law and its Executive Bylaw and their amendments.

Article (52)

The liquidation of the company shall be carried out upon its expiry in accordance with the provisions of Law No. 1 of 2016 regarding the issuance of the Companies Law and its Executive Bylaw and their amendments in all matters that are not specifically stipulated in the Memorandum of Association or in this Regulation.

Article (53)

The provisions of Law No. 1 of 2016 on the issuance of the Companies Law and its Executive Bylaw and their amendments shall apply in all matters that are not specifically stipulated in the Memorandum of Association or in this Statute .

Article (54)

An original copy of this contract shall be kept at the Company's head office and on its website. An original copy of this contract shall be kept in the company's file with the competent department at the Ministry of Commerce and Industry, and any person who wishes to obtain a copy of the original may request it from the company for a certain fee determined by the company.