Amendments of Article of Association

To be in line with federal law # 26/2020
Related to some amendments in Federal Law 2 of 2015 concerning Commercial companies

Article Before Amendments	Article after Amendments
Article (19) **Management** a. Company shall be managed by a Board of Directors composed of nine members to be elected by General Assembly of Shareholders by accumulative secret voting. b. In all cases the majority of members of the Board of Directors, including the Chairman shall be of the citizens of the country	c. presentation of female should not be less than one member in the Board of Directors.
Article(41) **Declaration of the call for meeting of the general assembly** A call shall be served to shareholders to attend meetings of the general assembly by a declaration in two local daily newspapers published in Arabic and by registered letters, fifteen days at least before the date specified for the meeting after getting approval of authority. Invitation must incorporate agenda of such meeting. Copy of invitation shall be sent to the authority, insurance authority and competent authority.	1. with exception of the postponed General Assembly meeting due to lack of quorum, the General Assembly invitation should be sent to all Shareholders not less than 21 days before the meeting date by the method of invitation decided by their Authority but subject to informing the shareholders by registered mail or by any new means of technology like text messages and emails. In addition the Company should send to the concerned Authority copy of the invitation including the invitation date. 2. The invitation for the meeting should include the Agenda, date, time and location of the first meeting and second meeting in case of lack of quorum of the first meeting. It should also include the details of those entitled to attend the General Assembly meeting and their right to deputize whoever is chosen – other than members of the Board of Directors – in writing as per the Authority directives. It should also include the right of the Shareholder in discussing the Agenda items and address questions to the Board of Directors, the Auditors and the legal quorum required to certify all the General Assembly meetings and decision made and identify the entitlement of dividend distribution, if any. 3. The General Assembly meetings can be held and Shareholders may discuss and vote on all decisions made through the latest technological devices remotely as per the Authority directives.

Article Before Amendments	Article after Amendments
Article (42) **Call for meeting of the general assembly** b. The authority, the auditor, any one or more shareholders who own (20%) at least of the capital may, for serious reasons, submit application to the board of directors of the company to hold general assembly. In this case, the board of directors shall call for the general assembly within five days as of date of application.	b. The authority or the auditor or any one or more shareholder (s) owning at least (**10%**) of the capital may based on important matters request the Board of Directors to call for General Assembly and the board of directors must send the invitation for the meeting within five days from the date of application. The General Assembly must meet in no later than thirty days from the date of invitation. c. The application as set out in Clause 1 of this Article shall be kept at the head office of the company and state the purpose of the meeting and the issues to be discussed. The applicant for the meeting shall provide a certificate from the financial market where the shares of the company are listed, confirming the prohibition of disposition of the shares held by the applicant on his demand until holding the meeting of the General Assembly.
Article (51) **Incorporation of an item into agenda of meeting of the General Assembly** a. The general assembly may not discuss matters not incorporated in the agenda. b. As an exception from clause (A) of this article and without prejudice to conditions issued by the authority in this regard, the general assembly shall be authorized to the following: 1. The right to discuss serious matters discovered during the meeting. 2. Incorporation of an additional item into agenda of general assembly according to conditions issued by the authority in this regard, upon a request presented by the authority or by a number of shareholders representing 10%, at least, of the capital. Chairman of the meeting must incorporate the additional item before beginning discussion of agenda or presenting the matter to the general assembly to decide addition to agenda or lack of such addition.	b/2. The Authority, shareholder or number of shareholders owning at least (5%) of the capital shares, may submit a request to add a new item or items to the General Assembly agenda and that before starting discussion the meeting agenda and subject to the Authority directives.

Article Before Amendments	Article after Amendments
Article (52) **Appointment of accounts auditor** a. The company shall have one or more auditors to be appointed by the general assembly upon nomination of the board of directors. Remuneration of auditor shall be determined by the general assembly. The auditor must be registered at the authority and licensed for practice of this profession. b. The auditor shall be appointed for one renewable year and shall control accounts of the fiscal year of its appointment; provided that renewal period shall not exceed three subsequent years. c. Accounts auditor shall be in office as of end of the meeting of this assembly to end of the meeting of the general assembly of the coming year.	a. the Company should have one or more Auditors nominated by the Board of directors and approved by the General Assembly. b. The General Assembly shall appoint the Auditors for a period of one year renewable and this authority must not be delegated to the Board of Directors. The Auditors appointment may renewed for a period of maximum six year, however the responsible Partner of the Audit firm must be replaced every three financial years. It is permissible to reappoint the same Auditors after two years from the date of expiry of its first appointment. c. The General Assembly shall determine the fees of the auditor. The Board of Directors may not be delegated to this effect, provided that such fees are reflected in the accounts of the company.
Article (58) **Balance sheet of fiscal year** The balance of the fiscal year should have been audited, one month at least, before annual meeting of the general assembly. The board shall prepare a report on activity and financial position of the company at the end of the fiscal year and shall identify the method it suggests for distribution of net profits. Copy of balance sheet, profits and loss account shall be sent with a copy of auditor's report, copy of board of director's report and copy of governance shall be sent to the authority accompanied by draft invitation for annual general assembly to shareholders of the company to approve publication of invitation in daily newspapers fifteen days before holding of the general assembly.	The balance of the fiscal year should have been audited, one month at least, before annual meeting of the general assembly. The board shall prepare a report on activity and financial position of the company at the end of the fiscal year and shall identify the method it suggests for distribution of net profits. Copy of balance sheet, profits and loss account shall be sent with a copy of auditor's report, copy of board of director's report and copy of governance shall be sent to the authority accompanied by draft invitation for annual general assembly to shareholders of the company to approve publication of invitation in daily newspapers **twenty-one** days before holding of the general assembly.