

AL KHALEEJ INVESTMENT P.S.C	5. " 1. 5.0
Articles of Association	الخليج الاستثمارية ش.م.ع
of AL KHALEEJ INVESTMENT P.S.C	النظام الأساسي
Public Joint Stock Company - Ras Al Khaimah	شركة الخليج الاستثمارية
Preamble	شركة مساهمة عامة - رأس الخيمة
AL KHALEEJ INVESTMENT Public JSC, a Public	عهد
Joint Stock Company, in the Emirate of Ras Al	تأسست شركة الخليج الاستثمارية "شركة مساهمة
Khaimah, United Arab Emirates, under the name of	عامة" - في إمارة رأس الخيمة بدولة الإمارات العربية
Gulf Livestock Co., Public Joint Stock Company,	
after obtaining the approval of the competent	مساهمة عامة" بعد موافقة السلطات المختصة وبموجب
authorities and under the trade license No. 6061,	الرخصة التجارية رقم 6061 صادرة بتاريخ
issued on 03/07/1982, by Ras Al Khaimah	1982/07/3 من دائرة التتمية الاقتصادية بإمارة رأس
Department of Economic Development, under the	الخيمة وبموجب المرسوم الأميري رقم 82/3 الصادر
Emiri Decree. No. 82/3 issued by His Highness/ the	عن صاحب السمو حاكم إمارة رأس الخيمة بتاريخ 15
Ruler of the Emirate of Ras Al Khaimah, on 15	فبراير 1982 ميلادية الموافق اليوم السابع عشر من
February 1982 AD, corresponding to 17 Rabi al-	شهر ربيع الثاني سنة 1402 هجرية، وبموجب عقد
Thani 1402 AH, and under the Company's	التأسيس والنظام الأساسي للشركة المؤرخ في
Memorandum of Association and Articles of	.1982/2/15
Association, dated 15/02/1982.	
According to the Federal Law No. (8) of 1984,	وتطبيقاً لأحكام القانون الاتحادي رقم 8 أسنة 1984 في
regarding the Commercial Companies, and	شأن الشركات التجارية والقوانين المعدلة له فقد جرى
amendments thereof, the Company's Articles of	تعديل النظام الأساسي للشركة وتغيير اسمها إلى الخليج
Association was amended, and the Company's name	الاستثمارية بموجب القرار الوزاري رقم 1037 لسنة
was changed to AL KHALEEJ INVESTMENT,	2014 المؤرخ 2014/12/29 الصادر عن السيد /
under the Ministerial Decree No. 1037 of 2014, dated	وزير الاقتصاد بعد موافقة السلطات المختصة.
29/12/2014, issued by MR. Minister of Economy,	
after obtaining the approval of the competent	
authorities.	
Whereas the Federal Law No. (2) of 2015, regarding	ولما كان القانون الاتحادي رقم (2) لسنة 2015 في
the Commercial Companies, issued on 25/03/2015	شأن الشركات التجارية الصادر في 2015/3/25 قد
has repealed the Federal Law No. (8) of 1984, regarding the Commercial Companies, and	نص على إلغاء القانون الاتحادي رقم (8) لسنة 1984
regarding the Commercial Companies, and amendments thereof, and enjoined the existing public	في شأن الشركات التجارية والقوانين المعدلة له،
joint stock companies to amend their Articles of	وأوجب على الشركات المساهمة العامة القائمة بتعديل
Association in accordance with its provisions.	أنظمتها الأساسية بما يتوافق مع أحكامه
On 15/04/2021, the General Assembly meeting	بتاريخ 2021/04/15 انعقد اجتماع الجمعية العمومية
convened and issued a special resolution to amend the	بداريح 2021/04/15 العقد اجتماع الجمعية العمومية المسركة وقررت بموجب قرار خاص الموافقة على
Articles of Association of the Company to comply	الشركة وقررت بموجب قرار خاص المواقعة على تعديل أحكام النظام الأساسي للشركة ليتوافق وأحكام
with the provisions of Federal Law No. (2) of 2015,	القانون الاتحادي رقم (2) لسنة 2015 في شأن
regarding the Commercial Companies, as follows:	القانون الانحادي رقم (2) لشنة 2013 في سان الشركات التجارية وذلك على النحو التالي:
Chapter One	السركات التجارية وللت على التحو التاني.
Article (1)	المادة (1)
Definitions	التعاريف





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In this Articles of Association and unless the context	في هذا النظام الأساسي، يكون للتعابير التالية، المعاني
requires otherwise, the following terms and	المحددة قرين كل منها ما لم يوجد في سياق النص ما
expressions shall have the meanings assigned to	المحددة قرين كن منها ما تم يوجد في سياق اللص ما إيدل على غير ذلك:
them:	ا پدل علی عیر دلك.
State: means the United Arab Emirates.	الدولة: دولة الإمارات العربية المتحدة.
Companies' Law: The Federal Law No. (2) of 2015	قَانُونِ الشَّرِكَاتِ: القانونِ الاتحادي رقم (2) لسنة 2015
regarding the Commercial Companies.	في شأن الشركات التجارية وأي تعديل يطرأ عليه.
Authority: The Securities and Commodities	الهينة: هينة الأوراق المالية والسلع بدولة الإمارات
Authority – UAE.	الهربية المتحدة.
Competent Authority: Ras Al Khaimah Department	السلطة المختصة: دائرة التنمية الاقتصادية بإمارة رأس
of Economic Development.	الخيمة.
Market: Abu Dhabi Securities Exchange in which	السوق: سوق أبوظبي للأوراق المالية المدرجة أسهم
shares of the company are listed.	الشركة به.
Board of Directors: The Company's Board of	مجلس الإدارة: مجلس إدارة الشركة.
Directors	
Governance Controls: A set of criteria, standards	ضوابط الحوكمة: مجموعة الضوابط والقواعد التي
and procedures that achieve corporate discipline in	تحقق الانضباط المؤسسي في العلاقات والإدارة في
relationships and management at the company	الشركة وفقاً للمعايير والأساليب العالمية وذلك من خلال
according to international standards and practices, by	تحديد مسؤوليات وواجبات أعضاء مجلس الإدارة
determining the duties and responsibilities of the	والإدارة التنفيذية العليا للشركة وتأخذ في الاعتبار
Directors and the senior executive management of the	حماية حقوق المساهمين وأصحاب المصالح.
company, taking into account the protection of	
shareholders and stakeholders rights.	
Special Resolution: Resolution issued by the	القرار الخاص: القرار الصادر بأغلبية أصوات
majority votes of shareholders holding at least three-	المساهمين الذين يملكون ما لا يقل عن ثلاثة أرباع
quarters of the shares represented at the General	الأسهم الممثلة في اجتماع الجمعية العمومية للشركة.
Assembly Meeting of the company.	
Cumulative Voting: Each shareholder shall have a	التصويت التراكمي: أن يكون لكل مساهم عدد من
number of votes equivalent to the number of shares	الأصوات يساوي عدد الأسهم التي يملكها، بحيث يقوم
held by it so that it votes to one candidate for the	بالتصويت بها لمرشح واحد لعضوية مجلس الإدارة أو
membership of the Board of Directors or may	توزيعها بين من يختار هم من المرشحين على ألا يتجاوز
distribute his votes among the selected candidates,	عدد الأصوات التي يمنحها للمرشحين الذين اختار هم
provided that the number of votes granted to the candidates does not exceed the number of votes	عدد الأصوات التي بحوزته بأي حال من الأحوال.
owned by it.	
Conflict of Interests: A status in which the	تعارض المصالح: الحالة التي يتأثر فيها حياد اتخاذ
impartiality of the decision-making is affected	القرار بسبب مصلحة شخصية مادية أو معنوية حيث
because of personal material or moral interest, where	تتداخل أو تبدو أنها تتداخل مصالح الأطراف ذات
the interests of related parties interfere or appear to	العلاقة مع مصالح الشركة ككل أو عند استغلال الصفة
interfere with the interests of the company as a whole	المهنية أو الرسمية بطريقة ما لتحقيق منفعة شخصية.
or upon the exploitation of professional or official	
capacity in some way to achieve personal benefit.	
Control: The ability to, directly or indirectly, affect	السيطرة: القدرة على التأثير أو التحكم - بشكل مباشر
and control the appointment of the majority of the	أو غير مباشر -في تعيين أغلبية أعضاء مجلس إدارة
Directors or the decisions passed by the Board of	شركة أو القرارات الصادرة منه أو من الجمعية
Directors of the decisions passed by the Board of	سرحه أو القرارات الصادرة مله أو من الجمعية





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بنعثيل مده السركة أو إنهائها. المادة (5) أغراض الشركة
بتعديل مده السرحه أو إنهانها.
بتعديل مده السرحة أو إنهانها.
بتعديل مدة الشركة أو إنهائها.
ومماثلة ما لم يصدر قرار خاص من الجمع
1982، وتجدد هذه المدة بعد ذلك تلقانيا ل
السلطة المختصة في الخامس عشر من ما
ميلادية بدأت من تاريخ قيدها بالسجل الت
المدة المحددة لهذه الشركة هي (50) خ
مدة الشركة
المادة (4)
1 -3 4 4 10
واحد أو أكثر من هذه المواقع.
حدة بـ "الموقع")، وإدارة عمليات الشركة
ومكاتب داخل الدولة وخارجها. (ويشار إلي
الخيمة، ويجوز لمجلس الإدارة أن ينشئ
مركز الشركة الرئيسي ومحلها القانوني في
المركز الرئيسي
المادة (3)
7_3 ** A
شركة مساهمة عامة - يشار إليها فيما بعد بله
أسم هذه الشركة هو شركة الخليج الاستثنا
اسم الشركة
المادة (2)
الشخص الذي له سيطرة على الشركة.
ic all the tout of the can
شركاتها التابعة.
بالشركة أو عضواً في مجلس إدارتها أو شر
السابقة على التعامل مساهماً بنسبة 0.
التنفيذية العليا حتى الدرجة الأولى. الشخص الطبيعي أو الاعتباري الذي كان
أقارب رئيس أو عضو مجلس الإدارة
e LNI t f
الحليفة للشركة.
حصة مسيطرة، والشركات الأم أو التابعة أو الحليفة للشركة.
العليا بالشركة، والشركات التي يملك فيها أي
رنيس وأعضاء مجلس الإدارة وأعضاء الإدا
الأطراف ذات العلاقة:
ذات التأثير.
الأسهم أو الحصص أو باتفاق أو ترتيب آخر
العمومية للشركة، وذلك من خلال ملكية





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The objects, for which the company is established, shall comply with the Laws and regulations applicable in the State.	تكون الأغراض التي أسست من أجلها الشركة متفقة مع أحكام القوانين والقرارات المعمول بها داخل الدولة.
The Company's objects are as follows; 1. To own, manage, invest in, rent, and maintain real estate and buildings. To undertake the construction, management, development, operation, use, leasing, and maintenance of	الأغراض التي أسست من أجلها الشركة هي:- 1. امتلاك وإدارة واستثمار واستنجار وصيانة العقارات والمباني ومباشرة أعمال الإنشاء والإدارة والتطوير والتشغيل والاستغلال والتأجير والصيانة للمباني والعقارات السكنية والاستثمارية والتجارية والطبية
residential, investment, commercial, medical, tourist, entertainment, sports, industrial, educational, and administrative buildings and real estate, whether in the State or abroad.	والمنتجعات المياحية والترفيهية والرياضية والصناعية والتعليمية والإدارية سواء داخل أو خارج الدولة.
 To promote, own, lease and license franchises, using rights, investment, development, construction, operation, management, and maintenance of any real estates, lands, buildings, projects, or constructions owned, co-owned, managed, invested or used by the Company. 	2. ترويج وامتلاك وتأجير وترخيص امتيازات وحقوق استغلال واستثمار وتطوير وإنشاء وتشغيل وإدارة وصيانة أي عقارات أو أراض أو مبان أو مشاريع أو إنشاءات تمتلكها الشركة أو تشارك في ملكيتها أو تديرها أو تستثمرها أو تستغلها.
 To have shares, invest, or participate in any companies, corporations, projects, or other entities, whether in the State or abroad and to own shares therein by purchase or any other means complied with the company's business activities. 	3. المساهمة أو الاستثمار أو المشاركة في أي شركات أو هينات أو مشاريع أو أي كيان آخر داخل أو خارج الدولة وامتلاك الأسهم فيما ذكر عن طريق الشراء أو غيره بما يتفق مع نشاط الشركة.
4. To, solely or jointly with third parties, establish or create any companies or entities which the Company thinks that the establishing, owning, or engaging thereof may achieve, facilitate, or expend its objects. To purchase, merge and consolidate any entity or project, if that would contribute to the achievement, facilitation, or expansion of the company's business. Furthermore, the Company merge with or acquire other companies or entities whose activities are related to its own.	4. القيام منفردة أو بالاشتراك مع الغير بتأسيس وإنشاء أي شركات أو كيانات ترى الشركة أن تأسيسها أو امتلاكها أو المشاركة فيها يحقق أو يسهل أو يوسع أغراض الشركة، والقيام بشراء وضم ودمج أي كيان أو مشروع إذا كان من شأن ذلك تحقيق أو تسهيل أو توسيع أعمال الشركة، وكذلك الشركة أن تضم لها شركات أو كيانات أخرى ذات صلة بنشاطها.
5. To conclude any contracts and agreements required to execute the company's objects including construction, operation, management, purchase, sale, and maintenance contracts for buildings, agreements related to the management of companies working in the construction, development, operation, or maintenance of any of the company's business, activities, or facilities, or any	5. إبرام أي عقود واتفاقيات مطلوبة لتنفيذ أغراض الشركة، بما في ذلك إبرام عقود الإنشاء والتشغيل والإدارة والشراء والبيع والصيانة للمباني، أو الاتفاقيات المتعلقة بإدارة شركات تعمل في مجال إنشاء أو تطوير أو تشغيل أو صيانة أي من أعمال أو نشاطات أو مرافق الشركة، أو في مجال أي خدمات تبعية ترتبط بذلك، أو الاتفاقيات المتعلقة بإنشاء وتطوير وتشغيل وصيانة المباني والنشاطات أو الأعمال أو المرافق التي تمتلكها









ancillary field related thousts or agreements	تلك الشركات، بالإضافة إلى اقتراض وإقراض الأموال
ancillary field related thereto or agreements	للك السركات، بالإصافة إلى القراص وإفراض الأموال الشركات التابعة لها.
related to the construction, development,	للسر حات النابعة لها.
operation, and maintenance of buildings,	
activities, business, or facilities owned by	
such companies, in addition to borrow and	
lend of funds to its subsidiaries.	
6. To import, transport, export, and trade in	6. استيراد ونقل وتصدير المواشي واللحوم والمنتجات
livestock, meat, and animal products. To	الحيوانية والمتاجرة بها، وإنشاء المزارع لتربية
establish farms for livestock breeding,	المواشي، وإنشاء مخازن التبريد لحفظ اللحوم والألبان
construct cooling facilities for storing meat	وإقامة المصانع لتصنيع اللحوم ومنتجاتها، وامتلاك
and dairy products, and establish factories for	وسائل النقل البري والبحري اللازمة لنقل بضاعة
the processing of meat and meat products. To	الشركة.
own land and sea transportations which are	
necessary for the transporting of the	
company's goods	
7. To carry out any activity or business that may	7. مزاولة أي نشاط أو القيام بأي عمل من شأنه أن
enhance the financial position of the	يعزز المركز المالي للشركة أو يزيد من قيمتها أو قيمة
company, increase its value or its assets' value	موجوداتها أو يدعم مصالح المساهمين فيها ويكون
or support the interests of shareholders	مرتبطا بنشاط الشركة أو غرضها.
therein, provided that such activity or business	
shall be related to the company's activity or	
objects.	
8. The Company's objects mentioned in the	8. تفسر أغراض الشركة الواردة في الفقرات السابقة
previous paragraphs shall be constructed and	بأوسع معانيها وللشركة تعديلها بموجب قرار خاص
interpreted broadly and the company may	يصدر من الجمعية العمومية بناء على اقتراح مجلس
amend them under a special resolution issued	الإدارة.
by the General Assembly upon a proposal	
from the Board of Directors.	
9. The company shall participate its objects	9. تمارس الشركة أغراضها بدولة الإمارات العربية
within the United Arab Emirates or abroad as	المتحدة وخارجها طبقا لما يقرره مجلس إدارة الشركة
decided by the Board of Directors in this	في هذا الشأن، ويجوز للشركة أن تكون لها مصلحة أو
regard. The Company may have interest or	ان تشترك أو أن تتعاون أو أن تشتري أو أن تنحق بأي
engage, cooperate, purchase or attach in any	وجه مع غيرها من الهينات أو الشركات في داخل الدولة
way with other entities or companies in the	أو في خارجها ما دامت تزاول أعمالا شبيهة بأعمالها
State or abroad, as long as such entities or	بما لا يتعارض مع النظام الأساسي للشركة.
companies carry out similar activities to its	
own without prejudice to the Company's	
Articles of Association.	
The Company may not engage in any activity which	لا يجوز للشركة القيام بأية نشاط يُشترط لمزاولته
requires the issuance of any license by any authority	صدور ترخيص من الجهة الرقابية المشرفة على النشاط
regulating such activity in the State or abroad unless	بالدولة أو خارج الدولة إلا بعد الحصول على الترخيص
it obtains a license from such entity and submits a	من تلك الجهة وتقديم نسخة من هذا التراخيص للهيئة
copy thereof to the Authority and the Competent	والسلطة المختصة.
Authority.	
To achieve the Company's objects, it may take all	ولها في سبيل تحقيق أغراضها مباشرة كافة الأعمال
legal and normal actions, especially;	القانونية والعادية وعلى الأخص:-





rand



 Owning, selling, leasing, mortgaging, and registering the movable assets and properties before the competent authorities. 	 أ. امتلاك الأموال المنقولة والعقارات وبيعها وتأجيرها ورهنها وتسجيلها لدى الدوائر المختصة.
b. Carrying out all transactions, and concluding	ب. إجراء كافة المعاملات وإبرام العقود المختلفة التي
various contracts, as deemed necessary and	تر اها لازمة ومناسبة لتحقيق أغراضها.
proper to achieve the company's objects.	., 3 3 3 3. 3
	et this er in delication
c. Dealing with the banks, financial institutions	ج. التعامل مع البنوك والمؤسسات المالية وفتح
and opening the required letters of credit to	الاعتمادات اللازمة للقيام بأعمالها.
execute the company's business.	
d. Subscribing, purchasing, and owning, in any	د. أن تكتتب وتشتري وتمتلك بأي وجه في أية أسهم أو
way, any shares, rights, or bonds of any	حقوق أو سندات مالية لشركة تتفق وغاياتها جميعاً أو
company whose objects, in whole or in part,	بعضها مع غايات هذه الشركة وتقوم بأي نشاط يمكن
agree with the object of this Company and	أن يفيدها مباشرة أو غير مباشرة
execute any activity that may directly or	
indirectly benefit it.	
	The North American
e. Suing, disputing, claiming or reconciling in	ه. أن تقاضي وتخاصم أو تداع وأن تصالح في أية
any proceedings or petitions filed by or	إجراءات أو طلبات تقدم ضدها أو من قبلها وأن تحيل
against it, and to refer any disputes arising	إلى التحكيم أي نزاع ينشأ بها ولدى الغير.
between it and third parties to the arbitration.	
The company may have interest in or engage in any	ويجوز للشركة أن تكون لها مصلحة أو أن تشترك بأي
way with other entities or companies which have	وجه من الوجوه مع غيرها من الهينات أو الشركات
similar activities or help them to achieve their objects	التي تزاول أعمالاً شبيهه بأعمالها أو التي تعاونها على
in UAE or abroad. The company may purchase or	تحقيق غرضها في دولة الإمارات العربية المتحدة أو
attach with any of such entities or companies.	في الخارج ولها أن تشتري هذه الهيئات أو الشركات أو
	أن تلحقها بها.
Chapter Two	الباب التاتي
Capital	
	رأسمال الشركة
Article (6)	المادة (6)
Issued Capital	رأس المال المُصدر
The Issued Capital of the company is AED	حدد رأس مال الشركة المصدر بمبلغ وقدره
105,000,000 (only one hundred and five million	105,000,000 مليون در هم (فقط مانة وخمسة مليون
dirhams), divided into AED 105 million shares (one	
	درهم) موزع على 105 مليون سهم (مانة وخمسة
hundred and five million shares). Each share value is	مليون سهم) قيمة كل سهم (1) درهم واحد مدفوع
one (1) dirham, fully paid, and all company shares of	بالكامل وجميع أسهم الشركة من ذات الفئة متساوية مع
the same class shall have equal rights and obligations	
against each other.	ا يعضها البعض في الحقوق و الالتز امات.
	بعضها البعض في الحقوق والالتزامات.
Article (7)	22 3 1993 2 3
Article (7) Equity Percentage	المادة (7)
Equity Percentage	المادة (7) نسبة الملكية
Equity Percentage All shares of the company shall be nominal.	المادة (7) نسبة الملكية جميع أسهم الشركة أسمية ويجب ألا تقل نسبة مساهمة
Equity Percentage All shares of the company shall be nominal. Shareholding percentage by Citizens of UAE and	المادة (7) المادة (7) المادة الملكية جميع أسهم الشركة أسمية ويجب ألا تقل نسبة مساهمة مواطني دولة الإمارات العربية المتحدة ومواطني دول
Equity Percentage All shares of the company shall be nominal.	المادة (7) المادة (7) المادة الملكية جميع أسهم الشركة أسمية ويجب ألا تقل نسبة مساهمة مواطني دولة الإمارات العربية المتحدة ومواطني دول
Equity Percentage All shares of the company shall be nominal. Shareholding percentage by Citizens of UAE and GCC Countries, whether natural or legal persons	المادة (7) المادة (7) المبية الملكية جميع أسهم الشركة أسمية ويجب ألا تقل نسبة مساهمة مواطني دولة الإمارات العربية المتحدة ومواطني دول مجلس التعاون الخليجي من الأفراد الطبيعيين أو
Equity Percentage All shares of the company shall be nominal. Shareholding percentage by Citizens of UAE and GCC Countries, whether natural or legal persons which are fully owned by citizens of GCC Countries	المادة (7) نمية الملكية جميع أسهم الشركة أسمية ويجب ألا تقل نسبة مساهمة مواطني دولة الإمارات العربية المتحدة ومواطني دول مجلس التعاون الخليجي من الأفراد الطبيعيين أو الأشخاص الاعتبارية المملوكة بالكامل لمواطني مجلس
Equity Percentage All shares of the company shall be nominal. Shareholding percentage by Citizens of UAE and GCC Countries, whether natural or legal persons which are fully owned by citizens of GCC Countries at any time throughout the company's term shall not	المادة (7) المعدة الماكية المعدم الشركة اسمية ويجب الاتقل نسبة مساهمة مواطني دولة الإمارات العربية المتحدة ومواطني دول مجلس التعاون الخليجي من الأفراد الطبيعيين أو الأشخاص الاعتبارية المملوكة بالكامل لمواطني مجلس التعاون في أي وقت طوال مدة بقاء الشركة عن (51)
Equity Percentage All shares of the company shall be nominal. Shareholding percentage by Citizens of UAE and GCC Countries, whether natural or legal persons which are fully owned by citizens of GCC Countries at any time throughout the company's term shall not be less than (51%) of the capital. The foreigners'	المادة (7) المعيد الملكية المبيد الملكية المبيد الشركة أسمية ويجب ألا تقل نسبة مساهمة مواطني دولة الإمارات العربية المتحدة ومواطني دول مجلس التعاون الخليجي من الأفراد الطبيعيين أو الأشخاص الاعتبارية المملوكة بالكامل لمواطني مجلس التعاون في أي وقت طوال مدة بقاء الشركة عن (51) الاسمال من رأس المال، ولا يجوز أن تزيد نسبة مساهمة
Equity Percentage All shares of the company shall be nominal. Shareholding percentage by Citizens of UAE and GCC Countries, whether natural or legal persons which are fully owned by citizens of GCC Countries at any time throughout the company's term shall not	المادة (7) المعدة الماكية المعدم الشركة اسمية ويجب الاتقل نسبة مساهمة مواطني دولة الإمارات العربية المتحدة ومواطني دول مجلس التعاون الخليجي من الأفراد الطبيعيين أو الأشخاص الاعتبارية المملوكة بالكامل لمواطني مجلس التعاون في أي وقت طوال مدة بقاء الشركة عن (51)









Article (8)	المادة (8)
Shareholder's Liability Before the Company	التزام المساهم قبل الشركة
The shareholders shall not be responsible for any of	
the company's liabilities or losses beyond their	الشركة إلا في حدود مساهمتهم بالشركة.
shareholding at the company.	
Article (9)	المادة (9)
Compliance with the Articles of Association and	الالتزام بالنظام الأساسى وقرارات الجمعية العمومية
General Assembly's Resolutions	
Ownership of any shares shall be deemed a	يترتب على ملكية السهم قبول المساهم النظام الأساسي
shareholder's acceptance of the company's Articles	للشركة وقرارات جمعياتها العمومية ولا يجوز للمساهم
of Association and the resolutions of general	أن يطلب استرداد مساهمته في رأس المال.
assemblies thereof. The Shareholder has no right to	***
claim the refund of its shareholding in the capital.	
Article (10)	المادة (10)
Indivisible Share	عدم تجزئة السهم
The share is indivisible. Notwithstanding that, if a	السهم غير قابل للتجزئة ومع ذلك إذا آلت ملكية السهم
share is inherited or owned by more than one person,	إلى عدة ورثة أو تملكه أشخاص متعددون وجب أن
they shall choose one of them to represent them	يختاروا من بينهم من ينوب عنهم تجاه الشركة، ويكون
before the company. Such persons shall be jointly	هؤلاء الأشخاص مسؤولين بالتضامن عن الالتزامات
responsible for the liabilities arising from the	الناشئة عن ملكية السهم، وفي حال عدم اتفاقهم على
ownership of the share. In case of failure to choose a	اختيار من ينوب عنهم يجوز لأي منهم اللجوء للمحكمة
representative, any of them may refer the case to the	المختصة لتعيينه ويتم إخطار الشركة والسوق بقرار
competent court to be appointed, provided that the	المحكمة بهذا الشأن.
company and the market shall be notified of the	
court's decision in this regard.	
Article (11)	المادة (11)
Ownership of the Share	ملكية السهم
Each share shall give its owner a share equal to his	كل سهم يخول مالكه الحق في حصة معادلة لحصة
peer's share without any discrimination regarding the	غيره بلا تمييز في ملكية موجودات الشركة عند
ownership of the company's assets at the time of	تصفيتها وفي الأرباح المبينة فيما بعد وحضور جلسات
liquidation, profits, as specified hereinafter,	الجمعيات العمومية والتصويت على قراراتها
attendance of the General Assembly's meetings and	
voting on any of the proposed resolutions thereof.	(40) 54 th
Article (12)	المادة (12)
Disposal of the Share	التصرف بالأسهم
The company shall comply with the laws, regulations	تتبع الشركة القوانين والأنظمة والقرارات المعمول بها
and decisions applied in the financial market on	في السوق المالي المدرجة فيه بشأن إصدار وتسجيل أ أسهم الشركة وتداولها ونقل ملكيتها ورهنها وترتيب أي
which the company is listed, especially; the issuance,	اسهم السرحة وتداولها ولعل ملكينها ورهمها وبرئيب اي حقوق عليها، ولا يجوز تسجيل أي تنازل عن أسهم
registration, trading, transfer, mortgaging and	حقوق عليها، ولا يجور نسجيل اي تدارل عن اسهم الشركة أو التصرف فيها أو رهنها على أي وجه، إذا
arranging of any rights on the company's shares. No	السركة أو النصرف قيها أو رهنها على أي وجه، إذا كان من شأن التنازل أو التصرف أو الرهن مخالفة
transfer, disposal or mortgaging of shares in the company shall be valid if such transfer, disposal or	كان من شان التناون أو القصرات أو الرهن محافة أحكام القوانين والأنظمة والقرارات المعمول بها في
mortgaging violates the provisions of laws,	السوق أو هذا النظام الأساسي.
regulations and decisions applied in the financial	التنوق او حدا التعام المستقي
market or this Articles of Association.	
market of this Africies of Association.	









Article (13)	(12) 54.11
	المادة (13)
Shareholder's Heirs and Creditors	ورثة المساهم ودانيه
1. In the event of the death of a natural	1. في حالة وفاة أحد المساهمين الطبيعيين يكون وريثه
shareholder, his heir will be the only person	هو الشخص الوحيد الذي توافق الشركة بأن له حقوق
recognized by the Company to have equity or interest in the deceased's shares. Such heir is	ملكية أو مصلحة في أسهم المتوفي ويكون له الحق في
entitled to have the dividends and other	الأرباح والامتيازات الأخرى التي كان للمتوفي حق
benefits and privileges due to the deceased	فيها. ويكون للوريث بعد تسجيله في الشركة وفقاً لأحكام هذا النظام الأساسي، ذات الحقوق التي كان يتمتع بها
shareholder. Upon registration of such heir in	المتوفى فيما يخص هذه الأسهم، ولا تعفى تركة المساهم
the company and according to this Articles of	المتوفي فيما يخص هذه الإسهم، ولا تعلى نزكة المساهم المتوفى من أي التزام فيما يختص بأي سهم كان يملكه
Association, the heir shall have the same	المعوقي من أي الدرام قيما يخلص باي سهم خال يملك
rights, which the deceased shareholder	وقت الوقاة.
enjoyed regarding those shares. The	
deceased's estate shall not be exempted from	
any obligations relating to any share owned by	
the deceased at the time of his death.	
Any person who becomes entitled to shares in	2. يجب على أي شخص يصبح له الحق في أية أسهم
the Company by virtue of the death or	في الشركة نتيجة لوفاة أو إفلاس أي مساهم أو بمقتضى
bankruptcy of a shareholder or according to	أمر حجز صادر عن أية محكمة مختصة أن يقوم خلال
any seizure order issued by a competent court	ا ثلاثین یوماً:
shall within thirty (30) days:	. 3. 3.
a. Provide evidence of his rights to the	أ. بتقديم البينة على هذا الحق إلى مجلس الإدارة.
Board of Directors.	
b. Choose either to be registered as a	ب. أن يختار إما أن يتم تسجيله كمساهم أو أن يسمي
shareholder or name another person to	شخصاً ليتم تسجيله كمساهم فيما يختص بذلك السهم،
be registered as a shareholder of such	وذلك دون إخلال بأحكام الأنظمة المرعية لدى السوق
share, according to the applicable	وقت الوفاة أو الإفلاس أو صدور قرار الحجز.
regulations of the Market at the time of	
death, bankruptcy or the issuance of	
the seizure order	
3. The shareholder's heirs or creditors may not,	3. لا يجوز لورثة المساهم أو لداننيه بأية حجة كانت
for any reason, apply for sealing the	أن يطلبوا وضع الأختام على دفاتر الشركة أو ممتلكاتها
Company's books or property nor to apply for	ولا أن يطلبوا قسمتها أو بيعها جملة لعدم إمكان القسمة
distributing or selling the Company's assets,	ولا أن يتدخلوا بأية طريقة كانت في إدارة الشركة
as a whole, because they are indivisible, nor	ويجب عليهم لدى استعمال حقوقهم التعويل على قوائم
interfere, in any way, in the Company's	جرد الشركة وحساباتها الختامية وعلى قرارات
management, and in exercising their rights	جمعياتها العمومية.
they shall rely on the Company's inventory	
records, its closing accounts and the	
resolutions of its General Assemblies.	
Article (14)	المادة (14)
Increasing or Reducing the Capital	زيادة أو تخفيض رأس المال
a. After obtaining the approval of the Authority	أ. بعد الحصول على موافقة الهيئة والسلطة المختصة
and the Competent Authority, the company's	يجوز زيادة رأسمال الشركة المصدر بإصدار أسهم
issued capital may increase by issuing new	جديدة بنفس القيمة الإسمية للأسهم الأصلية أو بإضافة









shares at the same nominal value of the	
original shares or adding a premium to the	
nominal value. Also, the Company's issued	
capital may be reduced.	
b. New shares may not be issued for less than	ب. ولا يجوز إصدار الأسهم الجديدة بأقل من قيمتها
their nominal value, and if they were issued	الإسمية وإذا تم إصدارها بأكثر من ذلك أضيف الفرق
for more than such value, the excess shall be	إلى الاحتياطي القانوني، ولو جاوز الاحتياطي القانوني
added to the legal reserve, even if such reserve	بذلك نصف رأسمال الشركة المصدر.
thereby may exceed half of the issued capital	
of the Company.	
c. An increase or reduction in the share capital	ج. وتكون زيادة رأس مال الشركة أو تخفيضه بموجب
shall be by Special Resolution of the General	قرار خاص يصدر من الجمعية العمومية بناءً على
Assembly of the company and the proposal of	اقتراح من مجلس الإدارة في الحالتين وبعد سماع تقرير
the Board of Directors in either cases, and	مدقق الحسابات في حالة أي تخفيض، وعلى أن يبين
after the report of the auditor has been heard	في حالة الزيادة مقدارها وسعر إصدار الأسهم الجديدة
in the case of any reduction, provided that the	ويبين في حالة التخفيض مقدار هذا التخفيض وكيفية
Resolution shall, in the event of an increase in	ا تنفیده.
the share capital, state the amount of such	
increase as well as the issuance price of new	
and, in the event of a reduction, the amount	
thereof and the manner of its implementation.	
d. The shareholders shall have priority to	د. يكون للمساهمين حق الأولوية في الاكتتاب بالأسهم
subscribe to the new shares. The subscription	الجديدة ويسري على الاكتتاب في هذه الأسهم القواعد
shall be controlled by the rules of subscription	الخاصة بالاكتتاب في الأسهم الأصلية ويُستثني من حق
to the original shares. The Shareholders'	الأولوية في الاكتتاب بالأسهم الجديدة ما يلي:
subscription priority rights in the new shares	
shall not apply in the following cases:	
1. Joining of a Strategic Partner: to achieve	1. دخول شريك استراتيجي يؤدي الى تحقيق منافع
the company's benefits and increase the	الشركة وزيادة ربحيتها.
profitability thereof.	
2. Converting the Cash Debts: owed to the	2. تحويل الديون النقدية المستحقة للحكومة الاتحادية
federal government, local governments,	والحكومات المحلية والهينات والمؤسسات العامة في
public entities and institutions in the State,	الدولة والبنوك وشركات التمويل إلى أسهم في رأسمال
banks or financial companies to shares in the	الشركة.
Company's Capital.	
3. Company's Employee Incentive Scheme:	
through a scheme designed to incentivize	برنامج يهدف للتحفيز على الأداء المتميز وزيادة ربحية
outstanding performance and increase	الشركة بتملك الموظفين لأسهمها.
Company's profitability by granting	
employees shares in the Company.	
4. Converting of Bonds and Sukuk: issued by	4. تحويل السندات أو الصكوك: المصدرة من قبل
the Company into shares thereof.	الشركة الى أسهم فيها. وفي الأحوال المذكورة في البنود أرقام (1، 2، 3) أعلاه
In all cases mentioned in clauses No. (1, 2, and 3), the	
approval of the Authority and a General Assembly's	يتعين الحصول على موافقة الهيئة واستصدار قرار
special resolution shall be obtained and meeting the	











conditions and regulations issued by the Authority in	
this regard.	والضوابط الصادرة عن الهيئة بهذا الشأن.
Article (15)	المادة (15)
Shareholder's Right to Review the Company	حق المساهم في الاطلاع على دفائر ومستندات الشركة
Documents and Books	
The shareholder shall have the right to inspect the	للمساهم الحق في الاطلاع على دفاتر الشركة ووثائقها
books and documents of the company and any	وكذلك على أية مستندات أو وثائق تتعلق بصفقة قامت
documents or instruments related to a deal made by	الشركة بإبرامها مع أحد الأطراف ذات العلاقة بإذن من
the company with a related party by authorization	مجلس الإدارة أو بموجب قرار من الجمعية العمومية.
from the Board of Directors or under a Resolution of	
the General Assembly.	5 91 5 91 1 92
Chapter Third	الباب الثالث
Loan and Sukuk Bonds	سندات القرض أو الصكوك
Article (16)	المادة (16)
Issuance of Loan and Sukuk Bonds	إصدار سندات القرض أو الصكوك
The Company may decide by a Special Resolution of	يكون للشركة بموجب قرار خاص صادر من جمعيتها
the General Assembly of the Company and after	العمومية بعد موافقة الهيئة أن تقرر إصدار سندات
approval by the Authority to issue loan bonds of any	قرض من أي نوع أو صكوك إسلامية، ويبين القرار قيمة المندات أو الصكوك وشروط إصدارها ومدى
type or Islamic Loan or Islamic sukuks; such decision shall determine the value of such Sukuks or bonds or	قيمة السندات أو الصحوت وسروط إصدارها ومدى
other debt instrument, the terms and conditions of	ا بتفويض مجلس الإدارة في تحديد مو عد إصدار السندات
their issuance and the extent of their convertibility	ا أو الصكوك على ألا يتجاوز سنة من تاريخ الموافقة
into shares, and the company may issue a resolution	و المسلوب على اله يبور عنه من عربي الموات
to authorize the Board of Directors to determine the	عي حريس.
date of issuance of the bonds or Sukuk, provided that	
one year shall not passed from the date of	
authorization.	
Article (17)	المادة (17)
Trading of Bonds or Sukuks	تداول السندات أو الصكوك
a. The company may issue negotiable bonds or	أ. يجوز الشركة أن تصدر سندات أو صكوك قابلة
Sukuks, whether they are convertible or non-	للتداول سواء كانت قابلة أو غير قابلة للتحول إلى أسهم
convertible into shares for equivalent values	في الشركة بقيم متساوية لكل إصدار.
per each issuance.	
b. The bond or Sukuk shall remain nominal and	ب. يكون السند أو الصك إسمياً ولا يجوز إصدار
no bond or Sukuk to bearer shall be issued.	السندات أو الصكوك لحاملها.
c. Bonds or Sukuks issued in connection with a	ج. السندات أو الصكوك التي تصدر بمناسبة قرض
single loan, giving equal rights to their	واحد تعطي الأصحابها حقوقاً متساوية ويقع باطلاً كل
holders. Any condition to the contrary shall be	شرط يخالف ذلك.
invalid.	
Article (18)	المادة (18)
Convertible Bonds and Sukuks	السندات أو الصكوك القابلة للتحول لأسهم
Bonds and Sukuk shall not be converted into shares	لا يجوز تحويل السندات أو الصكوك إلى أسهم إلا إذا
unless the agreements, documents or prospectus so	نُص على ذلك في اتفاقيات أو وثائق أو نشرة الإصدار،
provide. If conversion is decided, the holder of the	فإذا تقرر التحويل كان لمالك السند أو الصك وحده الحق
bond or Sukuk solely shall have the right to accept the	في قبول التحويل أو قبض القيمة الأسمية للسند أو الصك









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Control of the Contro	rsion or to collect the nominal value of the bond	ما لم تتضمن اتفاقيات أو وثائق أو نشرة الإصدار
or Sukuk, unless the agreements and documents or		الزامية التحويل لأسهم ففي هذه الحالة يتعين تحويل
prospectus include the mandatory of conversion to		السندات أو الصكوك لأسهم بناء على الموافقة المسبقة
shares, in this case, the Bonds and Sukuk are		من الطرفين عند الإصدار.
convertible based on the prior agreement of the two		
	upon issuance.	
	er Four	الباب الرابع
	any's Board of Directors	مجلس إدارة الشركة
Article	e (19)	المادة (19)
Mana	gement of the Company	إدارة الشركة
a.	The company shall be managed by the Board	أ. يتولى إدارة الشركة مجلس إدارة مكون من عدد (7)
	of Directors consisting of (7) seven members	عضوأ تنتخبهم الجمعية العمومية للمساهمين بالتصويت
	elected by the General Assembly by	السري التراكمي.
	cumulative voting through secret ballot.	
b.	In any event, the majority of directors,	ب. يجب في جميع الأحوال أن تكون أغلبية أعضاء
	including the Chairman shall be the State	المجلس بما فيهم الرّنيس من مواطني الدولة.
	nationals.	-
Article	e (20)	المادة (20)
Memb	ership of the Board of Directors	العضوية بمجلس الإدارة
	Every director shall hold office for a term of	أ. يتولى كل عضو من أعضاء مجلس الإدارة منصبه
	three (3) Georgian years and at the end of this	لمدة ثلاث سنوات ميلادية، وفي نهاية هذه المدة يعاد
	period, the Board of Directors shall be	تشكيل المجلس، ويجوز إعادة أنتخاب الأعضاء الذين
	reconstituted. The directors, whose	انتهت مدة عضويتهم
	membership term is expired, may be	
	reelected.	
b.	The Board of Directors may appoint Directors	ب لمجلس الإدارة أن يعين أعضاء في المراكز التي
	to fill positions that become vacated during	تخلو في أثناء السنة على أن يعرض هذا التعيين على
	the year, provided that this appointment	الجمعية العمومية في أول اجتماع لها لإقرار تعيينهم أو
	should be presented to the General Assembly	تعيين غير هم.
	at its first meeting to approve the said	N 370 3030
	appointment or to appoint other Directors.	
c.	Except for the directors appointed by the	ج. باستثناء الأعضاء المعينين من قبل الحكومة
	federal or local government in the Board of	الاتحادية أو المحلية في مجلس إدارة الشركة بموجب
	Directors pursuant to its shareholding in the	مساهمتها في رأسمال الشركة بموجب المادة (148) من
	capital of the company under Article 148 of	
	the Companies Law, If the vacant positions	ربع عدد أعضاء المجلس أو أكثر خلال مدة ولاية
	reach one-quarter of the number of Directors	مجلس الإدارة وجب على المجلس دعوة الجمعية
	or more within the term of the Board of	العمومية للاجتماع خلال ثلاثين يوماً من تاريخ شغر
	Directors, the remaining directors shall invite	أخر مركز لانتخاب من يملأ المراكز الشاغرة، وفي
	the General Assembly to convene within 30	جميع الأحوال يكمل العضو الجديد مدة سلفه.
	(thirty) days from the date of vacancy of the	, , , , , , , , , , , , , , , , , , , ,
	last office to elect new directors to fill such	
	vacancies. In all cases, the new member shall	
	complete the term of his predecessor.	
	complete the term of the producessor.	









d.	The company shall have a Secretary of the	د. يجب أن يكون للشركة مقرر لمجلس الإدارة، ولا
	Board of Directors who is not a member of the	يجوز أن يكون مقرر المجلس من أعضائه.
	latter.	33 03 10 33.1
e.	If any director is absent from three	ه. إذا تغيب أحد أعضاء مجلس الإدارة عن حضور
	consecutive meetings or five intermittent	ثلاث جلسات متتالية أو خمس جلسات متقطعة خلال
	meetings during the term of the board without	مدة مجلس الإدارة دون عذر يقبله مجلس الإدارة أعتبر
	any excuse accepted by the Board, such	مستقيلاً.
	director shall be deemed as resigned.	
f.	The seat of a director becomes vacant if:	و. يشغر أيضاً منصب عضو المجلس في حال أن ذلك
		العضو.
1.	He dies or becomes of unsound mind.	1. توفي أو أصيب بعارض من عوارض الأهلية
2.	He is convicted of any dishonorable offence	2. أدين بأية جريمة مخلة بالشرف والأمانة بموجب
	under a final judgment.	حكم قضائي بات.
3.	He is declared bankrupt or ceases to pay his	3. أعلن إفلاسه أو توقف عن دفع ديونه التجارية حتى
	commercial debts even if bankruptcy is not	لو لم يقترن ذلك بإشهار إفلاسه
	declared.	00.000 per 100 0000 000 000
4.	He resigns from his post by a written notice to	4. استقال من منصبه بموجب إشعار خطي أرسله
	the company to this effect.	لشركة بهذا المعنى
5.	The director's membership term has elapsed	لشركة بهذا المعنى 5. انتهت مدة عضويته ولم يعد انتخابه
	and he was not re-elected.	
6.	He Is dismissed by a special resolution of the	6. صدر قرا خاص عن الجمعية العمومية بعزله
	General Assembly.	
g.	if it is resolved to dismiss a director, he shall	ز. إذا تقرر عزل عضو مجلس الإدارة فلا يجوز إعادة
	not be eligible to be nominated for	ترشيحه لعضوية المجلس قبل مضي ثلاث سنوات من
	membership of the Board of Directors unless	تاريخ عزله.
	three years from the date of his dismissal are	
A4* -1-	passed.	(ac) " 1 %
Article		المادة (21)
	ntment of Directors by General	حالات تعيين الجمعية العمومية لأعضاء مجلس الإدارة
Assem		
	hstanding the requirement to follow the	استثناءً من وجوب إتباع آلية الترشح لعضوية مجلس
	ation procedure for the board of directors	الإدارة الذي يتعين أن يسبق اجتماع الجمعية العمومية
membership, which shall precede the General		المقرر انعقادها لانتخاب أعضاء المجلس ووفقاً لحكم
Assembly Meeting scheduled for the election of		المادة (144/ 2) من قانون الشركات، يجوز للجمعية
board members, according to the provisions of Article		العمومية أن تعين عدداً من الأعضاء من ذوي الخبرة
(144/2) of the Commercial Companies Law, the		في مجلس الإدارة من غير المساهمين في الشركة على
General Assembly may appoint a number of		ألا يتجاوز ثلث عند الأعضاء المحددين بالنظام
experienced directors in the Board other than the		الأساسي في حال تحقق أياً من الحالات التالية:
shareholders of the company, provided that such directors shall not exceed one-third of the directors as		
determined in the Articles of Association in case of		
following cases:		
	Non-availability of the required number of	أ. عدم توافر العدد المطلوب من المرشحين خلال فترة
	candidates during the nomination period for	ان عدم نوافر العدد المصنوب من المرسحين حدر فره فتح باب الترشح لعضوية مجلس الإدارة بشكل يؤدي
	the Board of Directors' membership will	سے باب اسرسی مصدوب سیسی او درد بست پردی
the Board of Directors membership will		





Now



result in a shortfall of the number of directors below the minimum required for the quorum of the valid meeting.	الى نقص عدد أعضاء مجلس الإدارة عن الحد الأدنى الصحة انعقاده.
 Approve the appointment of the directors who were appointed in the vacancies by the Board of Directors. 	ب. الموافقة على تعيين أعضاء مجلس الإدارة النين تم تعينهم في المراكز الشاغرة من قبل مجلس الإدارة.
c. The resignation of directors during the Meeting of the General Assembly and appointing an interim board to facilitate the company's business until the nomination is opened for the Board of Directors' membership.	ج. استقالة أعضاء مجلس الإدارة أثناء انعقاد اجتماع الجمعية العمومية وتعيين مجلس مؤقت لتيسير أعمال الشركة لحين فتح باب الترشح لعضوية المجلس.
Article (22)	المادة (22)
Conditions of Nomination to Board of Directors'	متطلبات الترشح لعضوية المجلس
<u>Membership</u>	
The Company shall develop a list of candidates for membership of the Board of Directors thereof and submit it to the Competent Authority, well in advance of the holding of its General Assembly Meetings, ensure that the candidates have integrity, good conduct and ability of good performance and meet the standards of institutional discipline. Any procedure in violation thereof shall be void. The voting shall be limited to the list of candidates which is approved by the Competent Authority "according to Article 333 of Federal Law No. (2) of 2015, regarding the Companies and Amiri Decree No. 19 of 2011 issued in Ras Al Khaimah.	تقوم الشركة بإعداد قائمة المرشحين لعضوية مجالس إدارتها وإرساله إلى السلطة المختصة قبل وقت كاف من انعقاد جمعياتها العمومية وذلك التأكد من تمتع المرشحين بالنزاهة والسيرة الحسنة والقدرة على حسن الأداء واستيفائهم لمعليير الانضباط المؤسسي، ويبطل كل إجراء مخالف اذلك. ويكون التصويت محصورا بقائمة المرشحين التي اقترنت بموافقة السلطة المختصة بعائمة المرشحين التي اقترنت بموافقة السلطة المختصة عملاً بالمادة 333 من القانون الاتحادي رقم (2) لسنة لسنة 2011 م الصادر في رأس الخيمة"
The candidate for the Board of Directors'	ويتعين على المرشح لعضوية مجلس الإدارة أن يقدم
membership shall provide the company of the	للشركة ما يلي:
following: 1. CV indicating the practical experiences and academic qualification, and the post for which the candidate is looking (executive / non-executive / independent).	 السيرة الذاتية موضحاً بها الخيرات العملية والمؤهل العلمي مع تحديد صفة العضو التي يترشح لها (تنفيذي/ غير تنفيذي / مستقل).
 Declaration to comply with the provisions of the Commercial Companies Law and executive regulations thereof and the Article of association of the company, and that he will exert duly diligence in performing his work. 	 إقرار بالتزامه بأحكام قانون الشركات والقرارات المنفذة له والنظام الأساسي للشركة، وأنه سوف يبذل عناية الشخص الحريص في إداء عمله.
 A list of the companies and enterprises in which he works or is a member of their Boards of Directors and also any work he undertakes directly or indirectly that competes with the Company 	 8. بيان بأسماء الشركات والمؤسسات التي يزاول العمل فيها أو يشغل عضوية مجالس إداراتها وكذلك أي عمل يقوم به بصورة مباشرة أو غير مباشرة يشكل منافسة للشركة.









4. A declaration of non-violation of Article (149) of the Companies Law. 5. In case of representatives of a legal person, an official letter from the legal person shall be delivered specifying the name(s) of its representative(s) nominated for membership of the Board of Directors. 6. A list of the commercial companies in which he holds shares or participates in their ownership and the number of shares and stock he holds in such companies. Article (23) Election of the Chairman and Vice-Chairman and Vice-Chairman from among its members. The Vice-Chairman from among its members for management, provided that it shall not be a chief executive officer or a general manager of another Joint-stock company and the board of Directors shall determine his competence and compensation. The Board of Directors may form, from its directors, a committee or more granted some of its powers or entrusted the supervision of the Company and for undertaking all the business and activities, on its behalf as authorized by the Companies Law or the Articles of Association for the General Assembly. b. The Board of Directors shall issue the regulations regarding administrative and financial matters and personnel affairs and compensation. The Board shall issue a special regulation for organizing its work and re			
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a. The Board of Directors shall elect a Chairman and Vice-Chairman from among its members. The Vice-Chairman shall act in place of the Chairman in his absence or any prevention. b. The Board of Directors may appoint a managing director from among its members for management, provided that it shall not be a chief executive officer or a general manager of another Joint-stock company and the Board of Directors shall determine his competence and compensation. The Board of Directors may form, from its directors, a committee or more granted some of its powers or entrusted the supervision of the Company's business and the execution of the Board of Directors' Resolutions Article (24) Powers of the Board of Directors a. The Board of Directors has full power for the management of the Company and to exercise all the powers required to achieve its objects and such powers and authority shall only be limited by the powers reserved by the Companies Law or the Articles of Association for the General Assembly. b. The Board of Directors shall issue the regulations regarding administrative and financial matters and personnel affairs and compensation. The Board shall issue a special	Control of the last of the las	Maria de la companya del companya de la companya de la companya del companya de la companya del la companya del la companya de la companya del la companya de la companya d	
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regulations regarding administrative and financial matters and personnel affairs and compensation. The Board shall issue a special	b. The	e Board of Directors shall issue the	ب. يضع مجلس الإدارة اللوائح المتعلقة بالشنون
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واجتماعاته وتوزيع الاختصاصات والمسئوليات. compensation. The Board shall issue a special	_		
Garage and more than			





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meetings and assigning functions and	
responsibilities.	
c. Subject to the provisions of the Companies	ج. مع مراعاة أحكام قانون الشركات والقرارات المنفذة
Law and the implementing resolutions issued	له الصادرة عن الهيئة يفوض مجلس الإدارة و/ أو أي
by the Authority, the Board of Directors	شخص مفوض من قبل المجلس لإبرام القروض لأجال
and/or any person authorized by the Board	تزيد على ثلاث سنوات بأفضل الشروط الاقتصادية
shall be empowered to enter into loans with	وبحد اقصى 1.5 ضعف القيمة الصافية وفقا لأحدث
terms exceeding three years under the best	
economic conditions, up to a maximum of 1.5	البيانات المالية المدققة، أو بيع عقارات الشركة، أو
times the net value according to the latest	المتجر، أو رهن أموال الشركة المنقولة وغير المنقولة
audited financial statements, or to sell the	أو إبراء ذمة مديني الشركة من التزاماتهم أو إجراء
company's real estate or business, or to	الصلح و الاتفاق على التحكيم.
mortgage the company's movable and	
immovable assets, or to discharge the	
company's debtors from their obligations, or	
to conduct settlements and agree to arbitration	
Article (25)	المادة (25)
Representation of the Company	تمثيل الشركة
a. The Chairman or any other member	أ. يملك حق التوقيع عن الشركة على انفراد كل من
authorized by the Board of Directors may	رنيس مجلس الإدارة أو أي عضو آخر يفوضه المجلس
solely sign on behalf of the company, within	في حدود قرارات مجلس الإدارة.
the limits of the Board's resolutions.	
b. The Chairman shall be the legal representative	ب. يكون رئيس مجلس الإدارة الممثل القانوني للشركة
of the Company before the courts and in its	أمام القضاء وفي علاقتها بالغير.
relationship with third parties.	
c. The Chairman may delegate some of his	ج. يجوز لرئيس مجلس الإدارة أن يفوض غيره من
powers to other directors.	أعضاء مجلس الإدارة في بعض صلاحياته.
d. The Board of Directors may not authorize the	د. لا يجوز لمجلس الإدارة أن يفوض رئيس المجلس
Chairman in all its powers in absolute manner.	في جميع اختصاصاته بشكل مطلق.
Article (26)	المادة (26)
Place of Board Meetings	مكان اجتماعات المجلس
The Board of Directors shall hold its meetings at the	يعقد مجلس الإدارة اجتماعاته في المركز الرئيسي
Company's head office, or any other place agreed by	الشركة أو في أي مكان آخر يوافق عليه أعضاء مجلس
the Directors.	الإدارة.
Article (27)	المادة (27)
Quorum of the Board Meetings and Voting on its	النصاب القاتوني لاجتماعات المجلس والتصويت على
Resolutions	قراراته
a. The meeting of the Board of Directors shall	أ. لا يكون اجتماع مجلس الإدارة صحيحا إلا بحضور
not be valid unless attended by a majority of	أغلبية أعضائه شخصياً، ويجوز لعضو مجلس الإدارة
its directors, in person. A director may appoint	أن ينيب عنه غيره من أعضاء المجلس في التصويت،
another director to represent him in voting. In	وفي هذه الحالة لا يجوز أن ينوب عضو مجلس الإدارة
this case, a director may not represent more	عن أكثر من عضو واحد ويكون لهذا العضو صوتان.
than one director. Such director shall have two	
voices.	









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	ب. لا يجوز التصويت بالمراسلة، وعلم
	الإدلاء بصوته عن العضو الغانب وفقاً
absent director as determined in the deed of	سند الإنابة.
proxy.	- 100
	ج. صدر قرارات مجلس الإدارة
	الأعضاء الحاضرين والممثلين وإذات
	رجح الجانب الذي منه الرئيس أو من
case of equal votes, the Chairman or acting	
Chairman shall have a casting vote. d. Details of the matters deliberated and the الإدارة أو لجانه	1 -1-1-1 -1 -1 -1
	د. تسجل في محاضر اجتماعات مجلس
1	تفاصيل المسائل التي نظر فيها والفا التخاذها بما في ذلك أية تحفظات للا
	الحادها بما في دلك اية تحفظات له
	الأعضاء الحاضرين على مسودات مح
	مجلس الإدارة قبل اعتمادها، على أن
	هذه المحاضر للأعضاء بعد الاعتما
	وتحفظ محاضر اجتماعات مجلس الإ
	قبل مقرر مجلس الإدارة وفي حالة امتنا
	عن التوقيع يُثبت اعتراضه في المحض
	الاعتراض حال إبدائها، ويكون المو
	المحاضر مسؤولين عن صحة البيانا
	وتلتزم الشركة بالضوابط الصادرة ع
shall be recorded in the minutes with the	الشأن.
reasons for the same, if disclosed. The	
signatories of the minutes shall be responsible	
for the accuracy of the information stated	
therein. The Company shall comply with any	
controls issued by the Authority in this regard.	
	ه. يجوز المشاركة في اجتماعات مجل
	من خلال وسائل التقنية الحديثة مع
	الإجراءات والضوابط الصادرة عن ال
by the authority for this regard.	11 1 - 1 - 1 - 1 - 1
f. The Board of Directors may record an audio صوت / الفيديو or video for its meetings.	و. لمجلس الإدارة خيار تسجيل ال
Article (28)	لاجتماعات مجلس الإدارة.
Board Meetings and their Invitations	المادة (28) اجتماعات المجلس والدعوة لانعقاده
	اجتماعات المجلس والدعوة لاتعادة
(4) times during the fiscal year.	1. يجلمع مجلس الإدارة عدد (4) السنة المالية على الأقل.
	السنة المالية على الأقل. 2. يكون الإجتماع بناءً على دعوة خط
	مجلس الإدارة، أو بناءً على طلب خط من أعضاء المجلس على الأقل وتر
	ا من اعصاء المجلس على الالل ولا أسبوع على الأقل من الموعد المحدد
week before the defined date of the meeting	الأعمال.
	الإعمال.
with the agenda. Article (29)	المادة (29)









Decisions by Circulation	
	قرارات التمرير
Further to the Board of Directors' obligation to hold	بالإضافة الى التزام مجلس الإدارة بالحد الأدنى لعدد
the minimum number of meetings specified in Article	اجتماعاته الواردة بالمادة (28) من هذا النظام، فإنه
(28) hereof and according to the controls issued by the	يجوز لمجلس الإدارة وفقاً للضوابط الصادرة عن الهيئة
Authority in this regard, the Board of Directors may	بهذا الشأن إصدار بعض قراراته بالتمرير في الحالات
issue some of its resolutions by circulation, in urgent	الطارئة وتُعتبر تلك القرارات صحيحة ونافدة كما لو
circumstances. Such resolutions shall be valid and	أنها اتخذت في اجتماع تمت الدعوة إليه وعقد أصولاً
correct as if they had been adopted at a meeting duly	مع مراعاة ما يلي:
convened and held, provided that:	
a. The resolutions by circulation shall not exceed	أ. ألا تتجاوز حالات إصدار القرارات بالتمرير أربع
four times per year;	مرات سنوياً.
b. The majority of the Directors agree that the	ب. موافقة أعضاء مجلس الإدارة بالأغلبية على أن
case entailing a resolution by circulation is	الحالة التي تستدعي إصدار القرار بالتمرير حالة
urgent.	طارئة.
c. The Resolution is delivered to all Directors in	ج. تسليم جميع أعضاء مجلس الإدارة القرار مكتوب
writing and accompanied by all the supporting	خطيأ للموافقة عليه مصحوبأ بكافة المستندات والوثائق
documents and papers as necessary for review	اللازمة لمراجعته.
it	
d. Any Resolution by circulation shall be	د. يجب الموافقة الخطية بالأغلبية على أي من قرارات
adopted in writing by a majority of the	مجلس الإدارة الصادرة بالتمرير مع ضرورة عرضها
Directors and submitted in the next Board	في الاجتماع التالي لمجلس الإدارة لتضمينها بمحضر
meeting to be included in the minutes of such	اجتماعه.
meeting.	
Article (30)	المادة (30)
Titelete (DV)	
Director's Participation in Any Business	اشتراك عضو المجلس في عمل منافس للشركة
Director's Participation in Any Business Competing with the Company	
Director's Participation in Any Business Competing with the Company A director may not, without the consent of the	لا يجوز لعضو مجلس الإدارة بغير موافقة من الجمعية
Director's Participation in Any Business Competing with the Company A director may not, without the consent of the General Assembly of the company, which consent	لا يجوز لعضو مجلس الإدارة بغير موافقة من الجمعية العمومية للشركة تجدد سنويا أن يشترك في أي عمل
Director's Participation in Any Business Competing with the Company A director may not, without the consent of the General Assembly of the company, which consent shall be renewed annually, participate in any business	لا يجوز لعضو مجلس الإدارة بغير موافقة من الجمعية العمومية للشركة تجدد سنويا أن يشترك في أي عمل من شأنه منافسة الشركة أو أن يتجر لحسابه أو لحساب
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Director's Participation in Any Business Competing with the Company A director may not, without the consent of the General Assembly of the company, which consent shall be renewed annually, participate in any business in competition with the company or trade for his own account or for the account of third parties in any branch of the activity conducted by the company, and shall not reveal any information or statements 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 it were made for the account of the company. Article (31) Conflict of Interest a. Each director of the Company who has or such entity it represents on the Board of Directors has a common or conflicting interest in a deal	لا يجوز لعضو مجلس الإدارة بغير موافقة من الجمعية العمومية المشركة تجدد سنويا أن يشترك في أي عمل من شأنه منافسة الشركة أو أن يتجر لحسابه أو لحساب غيره في أحد فروع النشاط الذي تزاوله الشركة، ولا يجوز له أن يفشي أي معلومات أو بيانات تخص الشركة وإلا كان لها أن تطالبه بالتعويض أو باعتبار العمليات المربحة التي زاولها لحسابه كأنها أجريت لحساب الشركة. المدركة التي عضو في مجلس إدارة الشركة تكون له أو للجهة أ. على كل عضو في مجلس إدارة الشركة تكون له أو للجهة التي يمثلها بمجلس الإدارة مصلحة مشتركة أو متعارضة في صفقة أو تعامل تُعرض على مجلس الإدارة الإدارة الترارة لاتخاذ قرار





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director shall record its declaration in the minutes of the meeting. Moreover, the said director may not participate in the voting on such resolution resolved on the said transaction. b. If a director fails to notify the Board of Directors in accordance with the provisions of	 ب. إذا تخلف عضو مجلس الإدارة عن إبلاغ المجلس وققاً لحكم البند (أ) من هذه المادة جاز للشركة أو لأى من
Clause (a) of this Article, the Company or any of its shareholders may apply to such competent court to invalidate the contract or obligate such violating director to pay and recover any profit or benefit generated by the said director from the contract to the Company.	مساهميها التُقدم للمحكمة المختصة لإبطال العقد أو الزام العضو المخالف باداء أي ربح أو منفعة تحققت له من التعاقد ورده للشركة.
Article (32)	المادة (32)
Granting Loans to Directors	منح القروض لأعضاء مجلس الإدارة
 The Company may not provide loans to any director, enter into sponsorship contracts, or provide any guarantees related to their loans. Any loan provided to such spouse, children, or any relative of the director up to the second degree shall be deemed a loan provided to the said director. 	1. لا يجوز للشركة تقديم قروض لأي من أعضاء مجلس ادارتها أو عقد كفالات أو تقديم أية ضمانات تتعلق بقروض ممنوحة لهم، ويعتبر قرضاً مقدماً لعضو مجلس الإدارة، كل قرض مقدم إلى زوجه أو أبنانه أو أي قريب له حتى الدرجة الثانية.
2. A loan shall not be provided to a company in which a director, or its spouse, children, or any of its relatives up to the second degree owns more than (20%) of the capital of such company.	 لا يجوز تقديم قرض إلى شركة يملك عضو مجلس الإدارة أو زوجه أو أبناؤه أو أي من أقاربه حتى الدرجة الثانية أكثر من (20%) من رأس مالها.
Article (33)	المادة (33)
Dealings of Related Parties in such Securities of	تعامل الأطراف ذات العلاقة في الأوراق المالية للشركة
the Company	
Related parties shall not exploit any information	يحظر على الأطراف ذات العلاقة أن يستغل أي منهم ما
known to such parties by virtue of their membership	أتصل به من معلومات بحكم عضويته في مجلس الإدارة أو وظيفته في الشركة في تحقيق مصلحة له أو لغيره أيا كانت
in the Board of Directors or their position in the	وطيعته في الشرخه في تحقيق مصلحه له أو تعيره أي خالت
Company to achieve an interest of any kind for themselves or third parties as a result of dealing in	المعاملات، كما لا يجوز أن يكون لأي منهم مصلحة مباشرة
such securities and other transactions of the	أو غير مباشرة مع أي جهة تقوم بعمليات يراد بها إحداث
Company. In addition, no related party may have a	تأثير في أسعار الأوراق المالية التي أصدرتها الشركة.
direct or indirect interest in any entity that carries out	
operations intended to influence the prices of	
securities issued by the Company.	
Article (34)	المادة (34)
Deals with Related Parties	الصفقات مع الأطراف ذات العلاقة
The Company may conclude deals with related	لا يجوز للشركة عقد صفقات مع الأطراف ذات العلاقة إلا
parties only under the approval of the Board of	بموافقة مجلس الإدارة فيما لا يجاوز 5% من رأسمال الشركة، وبموافقة الجمعية العمومية للشركة فيما زاد على





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Directors for a percentage not exceeding 5% of such capital of the Company, and only under the approval of the General Assembly of the Company for a percentage exceeding the aforementioned one. In all cases, deals shall be evaluated by an evaluator approved by the Authority. In addition, in its report, the auditor of the Company shall include a statement of such deals of conflict of interest and financial transactions that are carried out between the Company and any related party, as well as such procedures taken in this regard.	ذلك ويتم تقييم الصفقات في جميع الأحوال بواسطة مقيم معتمد لدى الهينة، ويتعين على مدقق حسابات الشركة أن يشتمل تقريره على بيان بصفقات تعارض المصالح والتعاملات المالية التي تمت بين الشركة وأي من الأطراف ذات العلاقة والإجراءات التي اتخذت بشأنها.
Article (35)	المادة (35)
Appointment of the CEO or General Manager	تعيين الرنيس التنقيذي أو المدير العام
The Board of Directors shall have the right to appoint a CEO or General Manager of the Company or several managers or authorized attorneys, and to determine their powers, terms of service, salaries, and bonuses. The CEO or General Manager of the Company may not be the CEO or General Manager of another public joint stock company.	لمجلس الإدارة الحق في أن يعين رئيساً تنفيذياً أو مدير عام المشركة أو عدة مديرين أو وكلاء مفوضين وأن يحدد صلاحياتهم وشروط خدماتهم ورواتبهم ومكافأتهم، ولا يجوز للرنيس التنفيذي أو المدير العام للشركة أن يكون رئيسًا تنفيذاً أو مديراً عاماً لشركة مساهمة عامة أخرى.
Article (36)	المادة (36)
Responsibility of Directors for such Liabilities of	مسؤولية أعضاء المجلس عن التزامات الشركة
the Company	
a. Directors shall not be personally liable for such liabilities of the Company resulting from performing their duties as directors to the extent that such directors do not exceed their authority.	 أ. لا يكون أعضاء مجلس الإدارة مسئولين مسئولية شخصية فيما يتعلق بالتزامات الشركة الناتجة عن قيامهم بواجباتهم كأعضاء مجلس إدارة وذلك بالقدر الذي لا يتجاوزون فيه حدود سلطاتهم.
b. The Company shall be bound by such actions carried out by the Board of Directors within its terms of reference. In addition, the Company shall be accountable for compensation for any damages arising from such unlawful acts committed by the Chairman and directors of the Company.	ب. تلتزم الشركة بالأعمال التي يجريها مجلس الإدارة في حدود اختصاصه، كما تسأل عن تعويض ما ينشأ من الضرر عن الأفعال غير المشروعة التي تقع من رئيس وأعضاء المجلس في إدارة الشركة.
Article (37)	المادة (37)
Responsibility of Directors towards the Company,	مسؤولية أعضاء المجلس تجاه الشركة والمساهمين والغير
Shareholders, and Third Parties	
a. Directors shall be liable to the Company, shareholders, and third parties for all acts of fraud and misuse of authority. In addition, the directors shall be liable to the Company, shareholders, and third parties for any violation of the Commercial Companies Law and the present Articles of Association, as	 أ. أعضاء مجلس الإدارة مسؤولون تجاه الشركة و المساهمين والغير عن جميع أعمال الغش وإساءة استعمال السلطة، وعن كل مخالفة لقانون الشركات التجارية وهذا النظام الأساسي، وعن الخطأ في الإدارة، ويبطل كل شرط يقضي بغير ذلك.





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well as any management-related mistake. Any	
condition that states otherwise shall be null	
and void.	
b. All directors shall be accountable for such	ب تقع المسؤولية المنصوص عليها في البند (أ) من هذه
liability stated in Clause (a) of the present	المادة على جميع أعضاء مجلس الإدارة إذا نشأ الخطأ عن
Article if a mistake arose as a result of a	قرار صدر باجماع الأراء، أما إذا كان القرار محل المساءلة
consensus resolution. If such related	صادراً بالأغلبية فلا يسأل عنه المعارضون متى كانوا قد
resolution is resolved by a majority, such	أَثْبَتُوا اعتراضهم بمحضر الجلسة، فإذا تغيب أحد الأعضاء عن الجلسة التي صدر فيها القرار فلا تنتفي مسؤوليته إلا إذا
objectors shall not be held accountable for	عن الجنسة التي صدر فيها العرار قد لللغي مسووليك إلا إدا مثبت عدم علمه بالقرار أو علمه به مع عدم استطاعته
such resolution if they have recorded their	ببت عدم علمه بالعرار أو علمه به مع عدم السطاعة ا
objection in the minutes of the meeting. If a	٠, عور عن عبي ١
director is absent from such meeting in which	
the resolution is resolved, its accountability	
shall not be forfeited unless it is established	
that the said director is not aware of the said	
resolution or that such director is aware of the	
said resolution but is unable to object thereto.	
Article (38)	المادة (38)
Remuneration of the Chairman and Directors	مكافآت رئيس وأعضاء مجلس الإدارة
The remuneration of the Chairman and directors shall	تتكون مكافأة رئيس وأعضاء مجلس الإدارة من نسبة منوية
consist of a percentage of the net profit, provided that	من الربح الصافي على ألا تتجاوز 10% من تلك الأرباح
such percentage shall not exceed 10% of such profits	للسفة المالية، كما يجوز أن تدفع الشركة مصاريف أو أتعاباً
for the fiscal year. In addition, the Company may pay	أو مكافأة إضافية أو مرتبأ شهريا بالقدر الذي يقرره مجلس
expenses, fees, additional remuneration, or monthly	الإدارة لأي عضو من أعضائه إذا كان ذلك العضو يعمل في أي لجنة أو يبذل جهوداً خاصة أو يقوم بأعمال إضافية لخدمة
salary to such extent determined by the Board of	الشركة فوق و اجباته العادية كعضو في مجلس إدارة الشركة،
Directors to any director if such director is a member	ولا يجوز صرف بدل حضور لرئيس أو عضو مجلس
of any committee, makes special efforts, or performs	الادارة عن اجتماعات المجلس.
additional work to serve the Company other than its	
normal duties as a director of the Company. No	
attendance allowance may be paid to the Chairman or	
a director for attendance at such meetings of the	
Board of Directors.	
Article (39)	المادة (39)
Dismissal of the Chairman and Directors	عزل رنيس وأعضاء مجلس الإدارة
The General Assembly shall have the right to dismiss	يكون للجمعية العمومية حق عزل كل أو بعض أعضاء مجلس الإدارة المنتخبين وفتح باب الترشح وفق الضوابط
all or some of such elected directors, to make	الصادرة عن الهيئة بهذا الشأن وانتخاب أعضاء جدد بدلاً
nomination available in accordance with such	منهم. ولا يحق للعضو الذي تم عزله إعادة ترشيحه لعضوية
controls set by the Authority in this regard, and to	مجلس الإدارة إلا بعد مضى (3) ثلاث سنوات على عزله.
elect new directors. Such dismissed director shall have no right to be re-nominated for membership of	,-, , , , , , , , , , , , , , , , , , ,
the Board of Directors except after three (3) years of	
its dismissal.	
Chapter Five	11. L . If \$ In
General Assembly	الباب الخامس الجمعية العمومية
Article (40)	المادة (40)
ATTUCK (TU)	[40] 63(21)









General Assembly Meeting	اجتماع الجمعية العمومية
a. The General Assembly of the Company shall	أ. تنعقد الجمعية العمومية للشركة بدولة الامارات العربية
be convened in the United Arab Emirates.	المتحدة، ويكون لكل مساهم حق حضور اجتماعات الجمعية
Each shareholder shall have the right to attend	العمومية ويكون له من الأصوات ما يعادل عدد أسهمه،
the general assembly meetings and shall have	ويجوز لمن له حق حضور اجتماعات الجمعية العمومية أن
votes equivalent to such number of its shares.	ينيب عنه من يختاره من غير أعضاء مجلس الإدارة بمقتضى
In addition, such party who has the right to	توكيل خاص ثابت بالكتابة، ويجب ألا يكون الوكيل لعدد من
attend the general assembly meetings may	المساهمين حانزاً بهذه الصفة على أكثر من (5%) من رأس
delegate another person of its choice other	مال الشركة، ويمثل ناقصي الأهلية وفاقديها النانبين عنهم
than directors, under a written specific power	قانوناً
of attorney. An attorney for many	
shareholders shall not hold more than (5%) of	
the capital of the Company in such capacity.	
Persons with limited or no legal capacity shall	
be represented by their legal representatives.	
b. A legal person may delegate one of its	ب. للشخص الاعتباري أن يفوض أحد ممثليه أو القانمين
representatives or officials in charge of its	على إدارته بموجب قرار صادر من مجلس إدارته أو من
management under a resolution resolved by its	يقوم مقامه، ليمثله في اجتماعات الجمعية العمومية للشركة،
board of directors or its equivalent party, to	ويكون للشخص المفوض الصلاحيات المقررة بموجب قرار
represent the legal person in the general	التفويض.
assembly meetings of the Company. Such	
delegated person shall have such powers	
stated under the authorization resolution.	
c. General assembly meetings may be held and	ج. يجوز عقد اجتماعات الجمعيات العمومية واشتراك
the shareholder may participate in its	المساهم في مداولاتها والتصويت على قراراتها بواسطة
deliberations and vote on its resolution using	وسانل التقنية الحديثة الحضور عن بعد، وفق ضوابط هيئة
remote attendance modern technology, in	الأوراق المالية والسلع.
accordance with such controls set by the	
Securities and Commodities Authority.	
	المادة (41)
Article (41)	الإعلان عن الدعوة لاجتماع الجمعية العمومية
Announcement of an Invitation to a General Assembly Meeting	الإحراج التحوية وتستاح التستيب التسويق
The invitation to shareholders to attend the General	توجه الدعوة إلى المساهمين لحضور اجتماعات الجمعية
Assembly meetings shall be addressed by an	العمومية بإعلان في صحيفتين يوميتين مطيتين تصدر
announcement in two local daily newspapers, at least	إحداهما على الأقل باللغة العربية، وبكتب مسجلة أو باستخدام
one thereof shall be published in Arabic language, and	وسائل التواصل الحديثة كالرسائل النصية والبريد
를 다 있는 사람들이 있었다. 그리고 있는 사람들이 보고 있다면 보고 있다면 보고 있다. 그리고 있는 것이 없는 것이 없다면	الإلكتروني أو أية وسيلة تستحدث مستقبلا يتم الإعلان بها
by registered mail or using modern means of	مصحوبة بنقرير مجلس الإدارة وتقرير مدققي الحسابات
communication such as text messages and e-mail or any means developed in the future. Moreover, such	وذلك قبل الموعد المحدد للاجتماع بواحد وعشرين يوما على
	الأقل وذلك بعد الحصول على موافقة هينة الأوراق المالية
invitation shall be announced accompanied by a	والسلع، ويجب أن تتضمن الدعوة جدول أعمال ذلك
report of the Board of Directors as well as such report	الاجتماع وترسل صورة من أوراق الدعوة إلى الهيئة
of the auditors. The invitation shall be addressed at	والسلطة المختصة.
least twenty-one days before such scheduled date of	
the meeting, after obtaining the approval of the	
Securities and Commodities Authority. In addition,	
the invitation shall include the agenda of such	





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meeting. A copy of the invitation papers shall be	
submitted to the Authority and the competent	
authority.	
Article (42)	المادة (42)
Invitation to a General Assembly Meeting	الدعوة لاجتماع الجمعية العمومية
a. The Board of Directors shall invite to a General Assembly meeting within the four months following the end of the fiscal year, as well as whenever it deems necessary.	 أ. يجب على مجلس الإدارة دعوة الجمعية العمومية خلال الأشهر الأربعة التالية لنهاية السنة المالية وكذلك كلما رأى وجها لذلك.
b. The Authority, the auditor, or one or more shareholders who own at least (20%) of the capital of the Company may, for serious reasons, apply to the Board of Directors of the Company to hold the General Assembly. In such case, the Board of Directors shall invite to the General Assembly meeting within five days from the date of submitting the application.	 ب. يجوز للهيئة أو لمدقق الحسابات أو مساهم أو أكثر يملكون (20%) من رأس مال الشركة على الأقل كحد أدنى ولأسباب جدية تقديم طلب لمجلس إدارة الشركة لعقد الجمعية العمومية ويتعين على مجلس الإدارة في هذه الحالة دعوة الجمعية العمومية خلال خمسة أيام من تاريخ تقديم الطلب.
Article (43)	المادة (43)
Terms of Reference of the Annual General	اختصاص الجمعية العمومية السنوية
Assembly	
The Annual General Assembly of the Company shall be specifically competent to consider and make a	تختص الجمعية العمومية السنوية للشركة على وجه الخصوص بالنظر واتخاذ قرار في المسائل الأتية:
resolution on the following issues:	
a. A report and approval of the Board of Directors on such business and financial position of the Company during the year, as well as such report of the auditors.	أ. تقرير مجلس الإدارة عن نشاط الشركة وعن مركزها المالي خلال السنة وتقرير مدققي الحسابات والتصديق عليهم.
b. Budget and profit and loss account of the Company.	ب. ميز انية الشركة وحساب الأرباح والخسائر.
c. Electing directors when necessary.	ج. انتخاب أعضاء مجلس الإدارة عند الاقتضاء.
d. Appointing auditors and determining their fees.	د. تعيين مدققي الحسابات وتحديد أتعابهم.
e. Proposals of the Board of Directors on dividends, whether in cash or bonus shares.	 ه. مقترحات مجلس الإدارة بشأن توزيع الأرباح سواء كانت توزيعات نقدية أم أسهم منحة.
f. Proposal of the Board of Directors on such remuneration of directors and determining such remuneration.	 و. مقترح مجلس الإدارة بشأن مكافأة أعضاء مجلس الإدارة وتحديدها.
 g. Discharging or dismissing directors, and filing a liability case against directors, as the case may be. 	ز. إبراء ذمة أعضاء مجلس الإدارة، أو عزلهم ورفع دعوى المسؤولية عليهم حسب الأحوال.
 Discharging or dismissing auditors, and filing a liability case against auditors, as the case may be. 	 ج. إبراء ذمة مدققي الحسابات، أو عزلهم ورفع دعوى المسؤولية عليهم حسب الأحوال.
Article (44)	المادة (44)





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Recording Attendance of Shareholders at a	تسجيل حضور المساهمين لاجتماع الجمعية العمومية
General Assembly Meeting	
a. Shareholders who desire to attend the general assembly meetings shall well in advance record their names in such electronic register prepared by the management of the Company for such purpose at the meeting venue before such time set for holding the meeting.	 أ. يسجل المساهمون الذين يرغبون في حضور اجتماعات الجمعية العمومية أسماءهم في السجل الإلكتروني الذي تعده إدارة الشركة لهذا الغرض في مكان الاجتماع قبل الوقت المحدد لانعقاد ذلك الاجتماع بوقت كاف.
b. The shareholder register shall include the name of a shareholder or its representative, the number of its owned shares as well as such shares it represents, and the names of their owners, along with the submission of a power of attorney document. A shareholder or representative shall be given a card to attend the meeting. The said card shall indicate the number of votes it represents in person or by proxy.	ب. يجب أن يتضمن سجل المساهمين أسم المساهم أو من ينوب عنه وعدد الأسهم التي يملكها وعدد الأسهم التي يمثلها وأسماء مالكيها مع تقديم سند الوكالة، ويعطى المساهم أو النانب بطاقة لحضور الاجتماع يذكر فيها عدد الأصوات التي يمثلها أصالة أو وكالة
c. A printed extract of the number of shares represented in the meeting and the percentage of attendance shall be extracted from the shareholder register. Such extract shall be signed by the rapporteur and chairperson of the meeting, as well as the auditor of the Company. In addition, a copy thereof shall be delivered to such auditor representing the Authority and a copy thereof shall be attached to the minutes of the General Assembly meeting.	ج. يستخرج من سجل المساهمين خلاصة مطبوعة بعدد الأسهم التي مثلت في الاجتماع ونسبة الحضور ويتم توقيعها من قبل كل من مقرر الجلسة ورنيس الاجتماع ومدقق حسابات الشركة وتسلم نسخة منها للمراقب الممثل للهينة ويتم الحاق نسخة منها بمحضر اجتماع الجمعية العمومية.
d. Registration for attending General Assembly meetings shall be closed when the meeting chairperson announces that such quorum for the said meeting has been completed or not completed. No shareholder or its representative may be then accepted to attend the said meeting, nor may its vote or opinion be taken into account in such matters raised at the said meeting.	د. يغلق باب التسجيل لحضور اجتماعات الجمعية العمومية عندما يعلن رئيس الاجتماع اكتمال النصاب المحدد لذلك الاجتماع أو عدم اكتماله، ولا يجوز بعد ذلك قبول تسجيل أي مساهم أو نانب عنه لحضور ذلك الاجتماع كما لا يجوز الاعتداد بصوته أو برأيه في المسائل التي تطرح في ذلك الاجتماع.
Article (45)	المادة (45)
Shareholder Register The shareholder register of the Company shall be for those who have the right to attend the general assembly meeting of the Company and vote on its resolutions in accordance with such regulations of trading, clearing, settlements, transfer, and custody of	سجل المساهمين يكون سجل المساهمين في الشركة الذين لهم الحق في حضور اجتماع الجمعية العمومية الشركة والتصويت على قراراتها طبقا للنظام الخاص بالتداول والمقاصة والتسويات ونقل الملكية وحفظ الأوراق المالية والقواعد المعنية الساندة في السوق.









securities, as well as such relevant rules applicable in	
the ADX.	
Article (46)	المادة (46)
Quorum for the General Assembly Meeting and	نصاب القاتوني لاجتماع الجمعية العمومية والتصويت على
Voting on Its Resolutions	قراراتها
a. The General Assembly shall be competent to consider all matters related to the Company. The quorum shall be achieved at a General Assembly meeting with the attendance of shareholders who own or represent by proxy at least (50%) of such capital of the Company. If the quorum is not achieved at the first meeting, the General Assembly shall be called to a second meeting to be held after a period of not less than five (5) days and not more than fifteen (15) days from the date of the first meeting. Such adjourned meeting shall be deemed valid regardless of the number of attendees.	أ. تختص الجمعية العمومية بالنظر في جميع المسائل المتعلقة بالشركة، ويتحقق النصاب في اجتماع للجمعية العمومية بحضور مساهمين يملكون أو يمثلون بالوكالة مالا يقل عن (50%) من رأسمال الشركة، فإذا لم يتوافر النصاب في الاجتماع الأول، وجب دعوة الجمعية العمومية إلى اجتماع ثان يعقد بعد مضي مدة لا تقل عن (5) خمسة أيام ولا تجاوز (15) خمسة عشر يوماً من تاريخ الاجتماع الأول ويُعتبر الاجتماع المؤجل صحيحاً أياً كان عدد الحاضرين.
b. Except for such resolutions that shall be resolved by a special resolution in accordance with the provisions of the Law and the present Articles of Association, the resolutions of the General Assembly of the Company shall be resolved by a majority of such shares represented at the meeting. In addition, the resolutions of the General Assembly shall be binding on all shareholders, whether they are present at or absent from the meeting in which such resolutions are resolved, and whether they agree or object to such resolutions. A copy of such resolutions shall be communicated to the Authority, the ADX, and the competent authority in accordance with such controls set by the Authority in this regard.	ب. فيما عدا القرارات التي يتعين صدور ها بقرار خاص وفقا الأحكام القانون وهذا النظام، تصدر قرارات الجمعية العمومية للشركة بأغلبية الأسهم الممثلة في الاجتماع، وتكون قرارات الجمعية العمومية ملزمة لجميع المساهمين سواء كانوا حاضرين في الاجتماع الذي صدرت فيه هذه القرارات أو غائبين عنه وسواء كانوا موافقين عليها أو معارضين لها، ويتم وابلاغ صورة منها إلى كل من الهيئة والسوق والسلطة المختصة وفقاً للضوابط الصادرة عن الهيئة بهذا الشأن.
Article (47)	المادة (47)
Chairing the General Assembly and Recording	رناسة الجمعية العمومية وتدوين وقانع الاجتماع
Minutes of the Meeting	
a. The General Assembly shall be chaired by the Chairman of the Company. In the absence of the Chairman of the Company, the General Assembly shall be chaired by the Vice Chairman of the Company. In their absence, the General Assembly shall be chaired by a shareholder chosen by the shareholders for	أ. يرأس الجمعية العمومية رئيس مجلس إدارة الشركة وفي حالة غيابه يرأسها أي مساهم عيابهما يرأسها أي مساهم يختاره المساهمون لذلك عن طريق التصويت بأية وسيلة تحددها الجمعية العمومية، كما تعين الجمعية مقررأ للاجتماع، وإذا كانت الجمعية تبحث في أمر يتعلق برئيس الإجتماع أيا كان وجب أن تختار الجمعية من بين المساهمين من يتولى رئاسة الاجتماع خلال مناقشة هذا الأمر، ويعين





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such purpose through voting by any means determined by the General Assembly. In addition, the General Assembly shall appoint a rapporteur for the meeting. If the General Assembly is considering an issue related to such Chairperson of a meeting, whoever it may be, the General Assembly shall choose a shareholder to chair the meeting upon discussing the said issue. The Chairperson shall appoint a canvasser provided that such appointment shall be approved by the General Assembly.	الرنيس جامعاً للأصوات على أن تقر الجمعية العمومية تعيينه. ب. يحرر محضر باجتماع الجمعية العمومية يتضمن أسماء
b. Minutes of the General Assembly meeting shall be prepared. Such minutes shall include the names of the shareholders present or represented, the number of such shares they hold in person or by proxy, the number of votes assigned thereto, such resolved resolutions, the number of votes that approved or objected thereto, and a comprehensive summary of such discussions at the meeting.	المساهمين الحاضرين أو الممثلين وعدد الأسهم التي في حيازتهم بالأصالة أو بالوكالة وعدد الأصوات المقررة لهم والقرارات الصادرة وعدد الأصوات التي وافقت عليها أو عارضتها وخلاصة وافية للمناقشات التي دارت في الاجتماع.
c. Subject to such controls set by the Authority, the minutes of the General Assembly meeting shall be regularly recorded after each meeting in a specific register. In addition, minutes shall be signed by the Chairperson of the General Assembly, its rapporteur, the canvasser, and the auditor. Moreover, the signatories of the minutes of the meetings shall be liable for the accuracy of such information included therein.	ج. مع الالتزام بالضوابط الصادرة عن الهيئة، تدون محاضر اجتماع الجمعية العمومية بصفة منتظمة عقب كل جلسة في سجل خاص ويوقع كل محضر من رئيس الجمعية ومقررها وجامع الأصوات ومدقق الحسابات، ويكون الموقعون على محاضر الاجتماعات مسؤولين عن صحة البيانات الواردة فيه.
Article (48)	المادة (48)
Method of Voting at the General Assembly	طريقة التصويت باجتماع الجمعية العمومية
Meeting Voting at the General Assembly shall be carried out in such method determined by the Chairperson of the General Assembly unless the General Assembly resolves a specific method of voting. If it is related to the election, dismissal, accountability, or appointment of directors in cases where such act is permissible in accordance with the provisions of the present Articles of Association, the method of secret cumulative	يكون التصويت في الجمعية العمومية بالطريقة التي يعينها رئيس الجمعية إلا إذا قررت الجمعية العمومية طريقة معينة المتصويت، وإذا تعلق الأمر بانتخاب أعضاء مجلس الإدارة أو بعزلهم أو بمساءلتهم أو بتعينهم في الحالات التي يجوز فيها ذلك وفقاً لأحكام هذا النظام، فيجب إتباع طريقة التصويت السري التراكمي.
voting shall be followed.	
Article (49)	المادة (49)
Voting of Directors on General Assembly Resolutions	تصويت أعضاء مجلس الإدارة على قرارات الجمعية العمومية





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a. Directors shall not participate in voting on such General Assembly resolutions related to discharging directors from management or on such resolutions related to a private benefit for directors, a conflict of interest, or a dispute between directors and the Company.	 أ. لا يجوز لأعضاء مجلس الإدارة الاشتراك في التصويت على قرارات الجمعية العمومية الخاصة بابراء ذمتهم من المسؤولية عن إدارتهم أو التي تتعلق بمنفعة خاصة لهم أو المتعلقة بتعارض المصالح أو بخلاف قائم بينهم وبين الشركة.
b. In the event that a director represents a legal person, such shares of the said legal person shall be excluded.	ب. في حال كون عضو مجلس الإدارة يمثل شخصا اعتباريا يستبعد أسهم ذلك الشخص الاعتباري.
c. In addition, a person who has the right to attend General Assembly meetings shall not participate in voting on its own behalf or on behalf of its representative on such issues related to a specific benefit or a dispute between such person and the Company.	 ج. كما لا يجوز لمن له حق حضور اجتماعات الجمعية العمومية أن يشترك في التصويت عن نفسه أو عمن يمثله في المسائل التي تتعلق بمنفعة خاصة أو بخلاف قائم بينه وبين الشركة.
Article (50)	المادة (50)
Resolving a Special Resolution	إصدار القرار الخاص
The General Assembly shall resolve a special resolution by a majority vote of shareholders who own at least three-quarters of such shares represented at the General Assembly meeting of the Company in	يتعين على الجمعية العمومية إصدار قرار خاص بأغلبية أصوات المساهمين الذين يملكون ما لا يقل عن تُلاثة أرباع الأسهم الممثلة في اجتماع الجمعية العمومية للشركة في الحالات التالية: -
at the General Assembly meeting of the Company in the following cases:	
the following cases:	1
	أ تراد و أن الرال أن تشير م
a. Increasing or decreasing capital.	أ. زيادة رأس المال أو تخفيضه.
a. Increasing or decreasing capital.b. Issuing loan bonds or sukuk.	ب. إصدار سندات قرض أو صكوك.
a. Increasing or decreasing capital.	ب. إصدار سندات قرض أو صكوك. ج. تقديم مساهمات طوعية في أغراض خدمة المجتمع.
a. Increasing or decreasing capital.b. Issuing loan bonds or sukuk.c. Providing voluntary contributions for	ب. إصدار سندات قرض أو صكوك.
 a. Increasing or decreasing capital. b. Issuing loan bonds or sukuk. c. Providing voluntary contributions for community service purposes. d. Dissolving or merging the Company with another one. e. Selling a project carried out by the Company 	ب. إصدار سندات قرض أو صكوك. ج. تقديم مساهمات طوعية في أغراض خدمة المجتمع.
 a. Increasing or decreasing capital. b. Issuing loan bonds or sukuk. c. Providing voluntary contributions for community service purposes. d. Dissolving or merging the Company with another one. e. Selling a project carried out by the Company or disposing thereof in any other way. 	ب. إصدار سندات قرض أو صكوك. ج. تقديم مساهمات طوعية في أغراض خدمة المجتمع. د. حل الشركة أو إدماجها في شركة أخرى. ه. بيع المشروع الذي قامت به الشركة أو التصرف فيه بأي وجه آخر.
 a. Increasing or decreasing capital. b. Issuing loan bonds or sukuk. c. Providing voluntary contributions for community service purposes. d. Dissolving or merging the Company with another one. e. Selling a project carried out by the Company or disposing thereof in any other way. f. Extending the term of the Company. g. Amending the memorandum of association or 	ب. إصدار سندات قرض أو صكوك. ج. تقديم مساهمات طوعية في أغراض خدمة المجتمع. د. حل الشركة أو إدماجها في شركة أخرى. ه. بيع المشروع الذي قامت به الشركة أو التصرف فيه بأي
 a. Increasing or decreasing capital. b. Issuing loan bonds or sukuk. c. Providing voluntary contributions for community service purposes. d. Dissolving or merging the Company with another one. e. Selling a project carried out by the Company or disposing thereof in any other way. f. Extending the term of the Company. g. Amending the memorandum of association or articles of association. h. In cases where the Commercial Companies 	ب. إصدار سندات قرض أو صكوك. ج. تقديم مساهمات طوعية في أغراض خدمة المجتمع. د. حل الشركة أو إدماجها في شركة أخرى. ه. بيع المشروع الذي قامت به الشركة أو التصرف فيه بأي وجه آخر. و. إطالة مدة الشركة.
 a. Increasing or decreasing capital. b. Issuing loan bonds or sukuk. c. Providing voluntary contributions for community service purposes. d. Dissolving or merging the Company with another one. e. Selling a project carried out by the Company or disposing thereof in any other way. f. Extending the term of the Company. g. Amending the memorandum of association or articles of association. h. In cases where the Commercial Companies Law requires resolving a special resolution. In all cases, in accordance with the provisions of Article (139) of the Companies Law, the Authority and the competent authority shall approve the issuance of a special resolution to amend the 	ب. إصدار سندات قرض أو صكوك. ج. تقديم مساهمات طوعية في أغراض خدمة المجتمع. د. حل الشركة أو إدماجها في شركة أخرى. ه. بيع المشروع الذي قامت به الشركة أو التصرف فيه بأي وجه آخر. و. إطالة مدة الشركة. ز. تعديل عقد التأسيس أو النظام الأساسي. ح. في الحالات التي يتطلب فيها قانون الشركات التجارية إصدار قرار خاص. وفي جميع الأحوال وفقاً لحكم المادة (139) من قانون الشركات يتعين موافقة الهيئة والسلطة المختصة على
 a. Increasing or decreasing capital. b. Issuing loan bonds or sukuk. c. Providing voluntary contributions for community service purposes. d. Dissolving or merging the Company with another one. e. Selling a project carried out by the Company or disposing thereof in any other way. f. Extending the term of the Company. g. Amending the memorandum of association or articles of association. h. In cases where the Commercial Companies Law requires resolving a special resolution. In all cases, in accordance with the provisions of Article (139) of the Companies Law, the Authority and the competent authority shall approve the issuance of a special resolution to amend the memorandum of association or articles of association 	ب. إصدار سندات قرض أو صكوك. ج. تقديم مساهمات طوعية في أغراض خدمة المجتمع. د. حل الشركة أو إدماجها في شركة أخرى. ه. بيع المشروع الذي قامت به الشركة أو التصرف فيه بأي وجه آخر. و. إطالة مدة الشركة. ز. تعديل عقد التأسيس أو النظام الأساسي. ح. في الحالات التي يتطلب فيها قانون الشركات التجارية إصدار قرار خاص. وفي جميع الأحوال وفقاً لحكم المادة (139) من قانون الشركات يتعين موافقة الهيئة والسلطة المختصة على استصدار القرار الخاص بتعديل عقد التأسيس والنظام المستصدار القرار الخاص بتعديل عقد التأسيس والنظام
 a. Increasing or decreasing capital. b. Issuing loan bonds or sukuk. c. Providing voluntary contributions for community service purposes. d. Dissolving or merging the Company with another one. e. Selling a project carried out by the Company or disposing thereof in any other way. f. Extending the term of the Company. g. Amending the memorandum of association or articles of association. h. In cases where the Commercial Companies Law requires resolving a special resolution. In all cases, in accordance with the provisions of Article (139) of the Companies Law, the Authority and the competent authority shall approve the issuance of a special resolution to amend the memorandum of association or articles of association of the Company. 	ب. إصدار سندات قرض أو صكوك. ج. تقديم مساهمات طوعية في أغراض خدمة المجتمع. د. حل الشركة أو إدماجها في شركة أخرى. ه. بيع المشروع الذي قامت به الشركة أو التصرف فيه بأي وجه آخر. و. إطالة مدة الشركة. ز. تعديل عقد التأسيس أو النظام الأساسي. ح. في الحالات التي يتطلب فيها قانون الشركات التجارية إصدار قرار خاص. إصدار قرار خاص. وفي جميع الأحوال وفقاً لحكم المادة (139) من قانون الشركات يتعين موافقة الهيئة والسلطة المختصة على المتصدار القرار الخاص بتعديل عقد التأسيس والنظام الأساسي للشركة.
 a. Increasing or decreasing capital. b. Issuing loan bonds or sukuk. c. Providing voluntary contributions for community service purposes. d. Dissolving or merging the Company with another one. e. Selling a project carried out by the Company or disposing thereof in any other way. f. Extending the term of the Company. g. Amending the memorandum of association or articles of association. h. In cases where the Commercial Companies Law requires resolving a special resolution. In all cases, in accordance with the provisions of Article (139) of the Companies Law, the Authority and the competent authority shall approve the issuance of a special resolution to amend the memorandum of association or articles of association 	ب. إصدار سندات قرض أو صكوك. ج. تقديم مساهمات طوعية في أغراض خدمة المجتمع. د. حل الشركة أو إدماجها في شركة أخرى. ه. بيع المشروع الذي قامت به الشركة أو التصرف فيه بأي وجه آخر. و. إطالة مدة الشركة. و. إطالة مدة الشركة. ح. في الحالات التي يتطلب فيها قانون الشركات التجارية إصدار قرار خاص. وفي جميع الأحوال وفقاً لحكم المادة (139) من قانون الشركات يتعين موافقة الهيئة والسلطة المختصة على استصدار القرار الخاص بتعديل عقد التأسيس والنظام المستصدار القرار الخاص بتعديل عقد التأسيس والنظام المتصدار القرار الخاص بتعديل عقد التأسيس والنظام





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a.		
	The General Assembly shall not deliberate on	أ. لا يجوز للجمعية العمومية المداولة في غير المسائل
	issues other than such ones included in the	المدرجة بجدول الأعمال.
	agenda.	
b.	As an exception to Clause (a) of this Article	ب. استثناء من البند (i) من هذه المادة ومع الالتزام بالضوابط
	and subject to such controls set by the	الصادرة عن الهيئة بهذا الشأن يكون للجمعية العمومية
	Authority in this regard, the General	الصلاحية فيما يلي:
	Assembly shall have the authority to:	
	1. Deliberate on serious facts discovered	1. حق المداولة في الوقائع الخطيرة التي تكتشف أثناء
	during a meeting.	الاجتماع.
	2. Include an additional item in the agenda of	2. إدراج بند إضافي في جدول أعمال الجمعية العمومية بناء
	the General Assembly under a request	على طلب يقدم من الهينة أو عدد من المساهمين يمثل
	submitted by the Authority or many	(10%) من رأس مال الشركة على الأقل، ويجب على
	shareholders representing at least (10%) of	رنيس اجتماع الجمعية العمومية إدراج البند الإضافي قبل
	the capital of the Company. The	البدء في مناقشة جدول الأعمال أو عرض الموضوع على
	Chairperson of the General Assembly	الجمعية العمومية لتقرر إضافة البند الى جدول الأعمال من
	meeting shall include such additional item	عدمه.
	before starting to discuss the agenda or	
	present such subject to the General	
	Assembly in order to resolve whether to	
	add the item to the agenda or not.	
Chap	ter Six	الباب السادس
Audit	or	مدقق الحسابات
Articl	e (52)	المادة (52)
Appoi	ntment of Auditor	تعيين مدقق الحسابات
a.	The Company shall have one or more auditors	أ. يكون للشركة مدقق حسابات أو أكثر تعينه وتحدد أتعابه
1	who are appointed by General Assembly	الجمعية العمومية بناء على ترشيح من مجلس الإدارة،
1	THO GIV UDDONILEG OF GENERAL ASSEMBLY	إ الجمعية العمومية بناء على ترسيح من مجس الإدارة،
		ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة
	which determines the remuneration thereof by	
	which determines the remuneration thereof by virtue of a nomination of the Board of	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة
	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة
	which determines the remuneration thereof by virtue of a nomination of the Board of	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة
b.	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession.	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة
b.	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession. Auditor shall be appointed for one renewable	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة ومرخص له بمزاولة المهنة.
b.	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession. Auditor shall be appointed for one renewable year, and it shall audit the accounts of the	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة ومرخص له بمزاولة المهنة. ب. يُعيين مدقق حسابات لمدة سنة قابلة للتجديد وعليه مراقبة
b.	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession. Auditor shall be appointed for one renewable year, and it shall audit the accounts of the fiscal year for which it has been appointed,	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة ومرخص له بمزاولة المهنة. ب. يُعيين مدقق حسابات لمدة سنة قابلة للتجديد و عليه مراقبة حسابات المنة المالية التي عين لها على ألا تتجاوز مدة تجديد
b.	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession. Auditor shall be appointed for one renewable year, and it shall audit the accounts of the	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة ومرخص له بمزاولة المهنة. ب. يُعيين مدقق حسابات لمدة سنة قابلة للتجديد و عليه مراقبة حسابات المنة المالية التي عين لها على ألا تتجاوز مدة تجديد
	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession. Auditor shall be appointed for one renewable year, and it shall audit the accounts of the fiscal year for which it has been appointed, provided that the period of renewal shall not	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة ومرخص له بمزاولة المهنة. ب. يُعيين مدقق حسابات لمدة سنة قابلة للتجديد و عليه مراقبة حسابات المنة المالية التي عين لها على ألا تتجاوز مدة تجديد
	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession. Auditor shall be appointed for one renewable year, and it shall audit the accounts of the fiscal year for which it has been appointed, provided that the period of renewal shall not exceed three consecutive years. Auditor shall assume its functions as of the	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة ومرخص له بمزاولة المهنة. ب. يُعيين مدقق حسابات لمدة سنة قابلة للتجديد وعليه مراقبة حسابات السنة المالية التي عين لها على ألا تتجاوز مدة تجديد تعينه ثلاث سنوات متتالية.
	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession. Auditor shall be appointed for one renewable year, and it shall audit the accounts of the fiscal year for which it has been appointed, provided that the period of renewal shall not exceed three consecutive years. Auditor shall assume its functions as of the end of the General Assembly meeting till the	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة ومرخص له بمزاولة المهنة. ب. يُعيين مدقق حسابات لمدة سنة قابلة للتجديد وعليه مراقبة حسابات المنة المالية التي عين لها على ألا تتجاوز مدة تجديد تعينه ثلاث سنوات متتالية. ج. يتولى مدفق الحسابات مهامه من نهاية اجتماع تلك
	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession. Auditor shall be appointed for one renewable year, and it shall audit the accounts of the fiscal year for which it has been appointed, provided that the period of renewal shall not exceed three consecutive years. Auditor shall assume its functions as of the	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة ومرخص له بمزاولة المهنة. ب. يُعيين مدقق حسابات لمدة سنة قابلة التجديد وعليه مراقبة حسابات المنة المالية التي عين لها على ألا تتجاوز مدة تجديد تعينه ثلاث سنوات متتالية. ج. يتولى مدفق الحسابات مهامه من نهاية اجتماع تلك
	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession. Auditor shall be appointed for one renewable year, and it shall audit the accounts of the fiscal year for which it has been appointed, provided that the period of renewal shall not exceed three consecutive years. Auditor shall assume its functions as of the end of the General Assembly meeting till the end of following annual General Assembly meeting.	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة ومرخص له بمزاولة المهنة. ب. يُعيين مدقق حسابات لمدة سنة قابلة للتجديد وعليه مراقبة حسابات المنة المالية التي عين لها على ألا تتجاوز مدة تجديد تعينه ثلاث سنوات متتالية. ج. يتولى مدفق الحسابات مهامه من نهاية اجتماع تلك
c.	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession. Auditor shall be appointed for one renewable year, and it shall audit the accounts of the fiscal year for which it has been appointed, provided that the period of renewal shall not exceed three consecutive years. Auditor shall assume its functions as of the end of the General Assembly meeting till the end of following annual General Assembly meeting.	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة ومرخص له بمزاولة المهنة. ب. يُعيين مدقق حسابات لمدة سنة قابلة للتجديد وعليه مراقبة حسابات المنة المالية التي عين لها على ألا تتجاوز مدة تجديد تعينه ثلاث سنوات متالية. ج. يتولى مدفق الحسابات مهامه من نهاية اجتماع تلك الجمعية إلى نهاية اجتماع الجمعية العمومية السنوية التالية.
c. Article	which determines the remuneration thereof by virtue of a nomination of the Board of Directors. The auditor shall be registered with the Authority, and to be licensed to practice the profession. Auditor shall be appointed for one renewable year, and it shall audit the accounts of the fiscal year for which it has been appointed, provided that the period of renewal shall not exceed three consecutive years. Auditor shall assume its functions as of the end of the General Assembly meeting till the end of following annual General Assembly meeting.	ويشترط في مدقق الحسابات أن يكون مقيداً لدي الهيئة ومرخص له بمزاولة المهنة. ب. يُعيين مدقق حسابات لمدة سنة قابلة المتجديد و عليه مراقبة حسابات السنة المالية التي عين لها على ألا تتجاوز مدة تجديد تعينه ثلاث سنوات متتالية. ج. يتولى مدفق الحسابات مهامه من نهاية اجتماع تلك الجمعية إلى نهاية اجتماع الجمعية العمومية السنوية التالية.





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a. It shall comply with the process Companies Law as well as the rules, resolutions and circulars.		 أ. الالتزام بالأحكام المنصوص عليها في قانون الشركات والأنظمة والقرارات والتعاميم المنفذة له.
b. It shall be independent from the its Board of Directors.	Company and	ب. أن يكون مستقلاً عن الشركة ومجلس إدارتها.
c. It shall not combine the audit protection the capacity of a partner of the Combine the capacity of a partner of the Combine the capacity of a partner of the Combine the audit protection.	Company.	ج. ألا يجمع بين مهنة مدقق الحسابات وصفة الشريك في الشركة.
 d. It shall not hold the position of any technical, administrative position therein. 		 د. ألا يشغل منصب عضو مجلس إدارة أو أي منصب فني أو إداري أو تنفيذي فيها.
 e. It shall not a partner or agent of of the Company or any of the dir nor a relative of any of ther degree. 	ectors thereof	 الا يكون شريكا أو وكيلاً لأي من مؤسسي الشركة أو أي من أعضاء مجلس إدارتها أو قريباً لأي منهم حتى الدرجة الثانية.
Article (54)		المادة (54)
Powers of Auditor		صلاحيات مدقق الحسايات
a. The auditor may, at any time, he the Company's books, records at or any other documents; ask for clarifications it deems necessary functions. If the auditor end difficulty in this regard, the stated in a report to be submitted of Directors. If the Board of Directors. If the Board of Directors are difficultiated the auditor's work, the send a copy of the report to the competent authority, and to present to the General Assembly.	nd documents statements or to perform its counters any ame shall be to the Board ectors fails to auditor shall Authority and	أ. يكون لمدقق الحسابات الحق في الاطلاع في كل وقت على جميع دفاتر الشركة وسجلاتها ومستنداتها وغير ذلك من وثانق ومستندات وله أن يطلب الإيضاحات التي يراها لازمة لأداء مهمته وله كذلك أن يتحقق من موجودات الشركة والتزاماتها، وإذا لم يتمكن من استعمال هذه الصلاحيات أثبت ذلك كتابة في تقرير يقدم إلى مجلس الإدارة، فإذا لم يقم المجلس بتمكين المدقق من أداء مهمته وجب على المدقق أن يرسل صورة من التقرير إلى الهينة والسلطة المختصة وأن يعرضه على الجمعية العمومية.
b. Auditor shall audit the Compa examine the balance sheet and p account, review the Company with related parties and implementation of the process. Companies Law and this Association. Moreover, it shall su on the conclusion of this examined General Assembly, and to send a to the Authority and competent adeveloping its report, auditor shallowing: — Validity of the account	deals made ensure the ensure the ensure of Articles of abmit a report nation to the copy thereof authority. On all verify the ting records	ب. يتولى مدقق الحسابات تدقيق حسابات الشركة وفحص الميزانية وحساب الأرباح والخسانر ومراجعة صفقات الشركة مع الأطراف ذات العلاقة وملاحظة تطبيق أحكام قانون الشركات وهذا النظام، وعليه تقديم تقرير بنتيجة هذا الفحص إلى الجمعية العمومية ويرسل صورة منه إلى الهيئة والسلطة المختصة، ويجب عليه عند إعداد تقريره، التأكد مما يأتي: - مدى صحة السجلات المحاسبية التي تحتفظ بها الشركة. - مدى اتفاق حسابات الشركة مع السجلات المحاسبية.
maintained by the Compa - Consistency of the Comp with the accounting recor	any accounts	





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 c. In the event of failure to provide necessary facilities to the auditor for performing its functions, it shall state the same in a report to be submitted to the Board of Directors. If the Board of Directors fails to facilitate the auditor's work, the auditor shall send a copy of the report to the Authority. d. The subsidiary and the auditors thereof shall provide the information and clarifications required by the auditor of the holding company or the parent company for auditing 	ج. إذا لم يتم تقديم تسهيلات إلى مدقق الحسابات لتنفيذ مهامه، النزم باتبات ذلك في تقرير يقدمه إلى مجلس الإدارة وإذا قصر مجلس الإدارة في تسهيل مهمة مدقق الحسابات، تعين عليه إرسال نسخة من التقرير إلى الهيئة. د. تلتزم الشركة التابعة ومدقق حساباتها بتقديم المعلومات والتوضيحات التي يطلبها مدقق حسابات الشركة القابضة أو الأم لأغراض التدقيق.
purposes.	
Article (55)	المادة (55)
Annual Report of Auditor	التقرير السنوي لمدقق الحسابات
a. The auditor shall provide the General Assembly with a report which includes the data and information set forth in Companies Law, and to state, in its report and the Company balance sheet, the voluntary contributions made by the Company throughout the fiscal year for the community service purposes, if any, and to indicate the beneficiary of such voluntary contributions.	 أ. يقدم مدقق الحسابات إلى الجمعية العمومية تقريرا يشتمل على البيانات والمعلومات المنصوص عليها في قانون الشركات، وأن يذكر في تقريره وكذلك في الميزانية العمومية للشركة المساهمات الطوعية التي قامت بها الشركة خلال السنة المالية لأغراض خدمة المجتمع " إن وجدت" وأن يحدد الجهة المستفيدة من هذه المساهمات الطوعية.
b. The auditor shall attend the General Assembly meeting, and to recite its report before the General Assembly. In addition, it shall explain the obstacles or interferences on the part of the Board of Directors on performing its functions. Such report shall be independent and impartial. It shall express its opinion on all issues related to its work and, in specific, the Company balance sheet as well as its comments on the Company accounts and financial position, and any violations thereof during the meeting. The auditor shall be responsible for the validity of the information indicated in its report. On convening the General Assembly meeting, each shareholder may discuss the auditor's report and to request further clarifications thereon.	ب. يجب على مدقق الحسابات أن يحضر اجتماع الجمعية العمومية وأن يقرأ تقريره في الجمعية العمومية، موضحاً أية معوقات أو تدخلات من مجلس الإدارة والجهتة أثناء تأدية أعماله، وأن يتسم تقريره بالاستقلالية والحيادية، وأن يدلي في الاجتماع برأيه في كل ما يتعلق بعمله وبوجه خاص في ميزانية الشركة وملاحظاته على حسابات الشركة ومركزها المالي وأية مخالفات بها، ويكون المدقق مسؤولاً عن صحة البيانات الواردة في تقريره، ولكل مساهم أثناء عقد الجمعية العمومية أن يناقش تقرير المدقق وأن يستوضحه عما ورد فيه.
c. The auditor is entitled to receive all notices and other correspondence related to any General Assembly, which may be received by any shareholder.	ج. يحق لمدقق الحسابات استلام كافة الإشعارات والمراسلات الأخرى المتعلقة بأية جمعية عمومية والتي يحق لكل مساهم استلامها.
Chapter Seven	الداب السابح
Company Finances	مالية الشركة
Company Finances	





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Article (56)	المادة (56)
Company Accounts	حسابات الشركة
a. The Company shall prepare regular accounts as per the international accounting standards and principles in a manner which reflects a proper and fair form of the Company profits and losses during the fiscal year as well as the Company position at the end of the fiscal year. It shall adhere to any requirements provided for in the Commercial Companies Law or the resolutions implementing thereto.	المحاسبية الشركة حسابات منتظمة وفق المعايير والأسس المحاسبية الدولية بحيث تعكس صورة صحيحة وعادلة عن أرباح أو خسائر الشركة للسنة المالية وعن وضع الشركة في نهاية السنة المالية وأن تتقيد بأية متطلبات ينص عليها قانون الشركات التجارية أو القرارات الصادرة تنفيذا له.
b. The company shall apply the accounting standards and principles on preparing its interim and annual accounts and determining the distributable profits.	 ب. تطبق الشركة المعايير والأسس المحاسبية الدولية عند اعداد حساباتها المرحلية والسنوية وتحديد الأرباح القابلة للتوزيع.
Article (57)	المادة (57)
Company Fiscal Year The Company's fiscal year shall commence on the 1st of January and end on the 31st of December per annum, except the first fiscal year which shall commence on the date of the Company registration in the commercial register and end at the next year.	السنة المالية للشركة تبدأ السنة المالية للشركة من أول يناير وتنتهي في نهاية 31 ديسمبر من كل سنة فيما عدا السنة المالية الأولى التي بدأت من تاريخ قيد الشركة بالسجل التجاري وانتهت في السنة التالية.
Article (58)	المادة (58)
Balance Sheet of Fiscal Year The balance sheet of the audited fiscal year shall be prepared within one month at least before convening the annual meeting of the General Assembly. The Board of Directors shall develop a report on the Company activity, financial position at the end of the fiscal year and the proposed method of distributing net profits. A copy of the balance sheet, profits and loss account, copy of the auditor's report, Board of Directors report and governance report shall be submitted to the Authority together with attaching the draft of the General Assembly annual call to the Company shareholders for approving the publication of the call in daily newspapers sufficiently before the date of the General Assembly meeting. In addition, the provisions of Article No. (172) of Companies Law shall be considered regarding the publication of the General Assembly within fifteen days before the date of the meeting.	الميزانية العمومية للسنة المالية و يتعين أن تكون الميزانية العمومية عن السنة المالية قد تم تدقيقها قبل الاجتماع السنوي للجمعية العمومية بشهر على الأقل، وعلى المجلس إعداد تقرير عن نشاط الشركة ومركزها المالي في ختام السنة المالية والطريقة التي يقترحها لتوزيع الأرباح الصافية وترسل صورة من الميزانية وحساب الأرباح والخسائر مع نسخة من تقرير مدقق الحسابات وتقرير مجلس الإدارة وتقرير الحوكمة إلى الهيئة مع ارفاق مسودة من دعوة الجمعية العمومية السنوية اليومية قبل موعد انعقاد اجتماع الجمعية العمومية بوقت كافر مع مراعاة حكم المادة (172) من قانون الشركات بشأن نشر دعوة الجمعية العمومية وقت كافر دعوة الجمعية العمومية قبل خمسة عشر يوما من تاريخ الاجتماع.
Article (59)	المادة (59)
Optional Reserve for Consumption of Company Assets or Devaluation thereof	احتياطى اختياري لاستهلاك موجودات الشركة أو انخفاض قيمتها





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(10%) of annual gross profits shall be deducted for the consuming the Company assets or indemnifying the devaluation (Decrease of value) thereof. Such funds shall be disposed of under a resolution of the Board of Directors, and it may not be distributed to the shareholders. Article (60)	يقتطع من الأرباح السنوية غير الصافية نسبة (10%) الستهلاك موجودات الشركة أو التعويض عن انخفاض (نزول) قيمتها، ويتم التصرف في هذه الأموال بناء على قرار من مجلس الإدارة ولا يجوز توزيعها على المساهمين.
Distribution of Annual Profits	توزيع الأرباح السنوية
The Company's annual net profits shall be distributed	توزع الأرباح السنوية الصافية للشركة بعد خصم جميع
after deducting all general expenses and other costs as	المصروفات العمومية والتكاليف الأخرى وفقا لما يلي: -
follows:	ــــروــــــــو وــــــــــــــــــــــ
a. (10%) ten percent of the net profits shall be set aside to form the Company statutory reserve. However, such deduction may be stopped if total reserve reaches (50%) fifty percent at least of the Company paid-up capital. In case the reserve is less such percentage, the deduction shall be resumed.	 أ. تقتطع (10%) عشرة بالمائة من صافي الأرباح تخصص لحساب الاحتياطي القانوني ويوقف هذا الاقتطاع متى بلغ مجموع الاحتياطي قدرا يوازي (50%) خمسين بالمائة على الاقل من رأس مال الشركة المدفوع وإذا نقص الاحتياطي عن ذلك تعين العودة إلى الاقتطاع.
b. General Assembly shall review the Board of Directors recommendations concerning the proposed percentage to be distributed to the shareholders from net profits after deducting the reserves and consumptions. In case net profits of a year don't permit to distribute any profits, it may not be claimed from subsequent years profits.	 ب. تنظر الجمعية العمومية في توصيات مجلس الإدارة بشأن النسبة المقترح توزيعها على المساهمين من الأرباح الصافية بعد خصم الاحتياطيات والاستهلاكات، على أنه إذا لم تسمح الأرباح الصافية في سنة من السنين بتوزيع أرباح فلا يجوز المطالبة بها من أرباح السنين اللاحقة.
c. No more than (10%) of net profits of the ended fiscal year shall be set aside after deducting all consumptions and reserves as a reward to the Board of Directors. The Board of Directors shall propose the reward which shall be presented to the General Assembly for consideration. The fines imposed over the Company by the Authority or competent authority due to the Board of Directors violations of the Companies Law or the Company Articles of Association during the ended fiscal year shall be deducted from this reward. The General Assembly may not deduct such fines or part thereof in case it finds that such fines are arising from any negligence or fault of the Board of Directors.	ج. تخصص نسبة لا تزيد على (10%) من الربح الصافي السنة المالية المنتهية بعد خصم كل من الاستهلاكات والاحتياطيات كمكافأة لأعضاء مجلس الإدارة، ويقترح المجلس المكافأة وتعرض على الجمعية العمومية للنظر فيها ، وتخصم من تلك المكافأة الغرامات التي تكون قد وقعت على الشركة من الهيئة أو السلطة المختصة بسبب مخالفات مجلس الإدارة لقانون الشركات أو للنظام الأساسي الشركة خلال السنة المالية المنتهية، وللجمعية العمومية عدم خصم تلك الغرامات أو بعضها إذا تبين لها أن تلك الغرامات ليست نتجة عن تقصير أو خطأ من مجلس الإدارة.
d. Remaining net profits shall be distributed to the shareholders or to be carried forward, under a proposal of the Board of Directors, to next year or to be allocated for forming	 د. يوزع الباقي من صافي الأرباح بعد ذلك على المساهمين أو يرحل بناء على اقتراح مجلس الإدارة إلى السنة المقبلة أو يخصص لإنشاء احتياطي اختياري يخصص لأغراض





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optional reserve which shall be allocated for	محددة ولا يجوز استخدامه لأية أغراض أخرى إلا بموجب
specific purposes, and it may be used for any	قرار صادر عن الجمعية العمومية للشركة.
other purposes only under a resolution of the	
Company General Assembly.	
Article (61)	المادة (61)
Disposition of Optional and Statutory Reserve	التصرف في الاحتياطي الاختياري والقانوني
Optional reserve may be disposed under a resolution	يتم التصرف في الاحتياطي الاختياري بناءً على قرار مجلس
of Board of Directors in the aspects achieving the	الإدارة في الأوجه التي تحقق مصالح الشركة ولا يجوز
Company interest. The statutory reserve may not be	توزيع الاحتياطي القانوني على المساهمين، وإنما يجوز الستعمال ما زاد منه على نصف رأس المال المصدر لتوزيعه
distributed to shareholders, but the percentage	كارباح على المساهمين في السنوات التي لا تحقق الشركة
exceeding half the issued capital may be distributed	فيها أرباحاً صافية كافية للتوزيع.
as profits to the shareholders in the years when the	233
company does not achieve sufficient net profits for distribution.	
Article (62)	15. 4.2 (53)
Profits of Shareholders	المادة (62) أرياح المساهمين
The profits shall be paid to shareholders as per the	رياح المساهمين طبقاً للأنظمة والقرارات المساهمين طبقاً للأنظمة والقرارات
rules, resolutions and circulars issued by the	والتعاميم الصادرة عن الهيئة بهذا الشأن.
Authority in this regard.	والتعليم المسترة عن الهيد المان
Chapter Eight	الْياب التَّامن
Disputes Disputes	المنازعات
Article (63)	المادة (63)
Lapse of Liability Claim	سقوط دعوى المسؤولية
Any resolution made by the General Assembly on	لا يترتب على أي قرار يصدر من الجمعية العمومية بإبراء
discharge of the Board of Directors may not give rise	دمة مجلس الإدارة سقوط دعوى المسؤولية المدنية ضد
to lapse of civil liability claim against the directors	أعضاء مجلس الإدارة بسبب الأخطاء التي تقع منهم في تنفيذ
due to the faults committed by them concerning the	مهمتهم وإذا كان الفعل الموجب للمسؤولية قد عرض على
performance of their functions. In case the acts	الجمعية العمومية وصادقت عليه فإن دعوى المسؤولية تسقط
requiring the liability have been presented to the	بمضي سنة من تاريخ انعقاد هذه الجمعية، ومع ذلك إذا كان
General Assembly which, in turn, has approved the	الفعل المنسوب إلى أعضاء مجلس الإدارة يكون جريمة
same, the liability claim shall be lapsed after one year	جنائية فلا تسقط دعوى المسؤولية إلا بسقوط الدعوى العمومية.
from convening the General Assembly meeting.	العمومي.
However, in case the acts attributed to the directors	
constitute a criminal offence, the liability claim shall	
be lapsed only by lapse of the general claim.	
Chapter Nine	الباب التاسع
Company Dissolution and Liquidation	حل الشركة وتصفيتها
Article (64)	المادة (64)
Company Dissolution	حل الشركة
The company shall be dissolved for any of the	تنحل الشركة لأحد الأسباب التالية:
following reasons:	
a. Expiry of the term indicated herein, unless it	أ. انتهاء المدة المحددة في هذا النظام الأساسي ما لم تجدد
is renewed as per the rules prescribed herein	المدة طبقاً للقواعد الواردة بهذا النظام. ب. انتهاء الغرض الذي أسست الشركة من أجله.
 b. Completion of objectives of the Company. 	





und



c. Depletion of the Company funds whether in full or in part, and the remaining part may not be meaningfully invested. d. Merger by virtue of the provisions of Commercial Companies Law. e. Issuance of a special resolution by the General Assembly concerning the Company dissolution. f. Issuance of a judgment approving the Company dissolution. f. Issuance of a judgment approving the Company dissolution. Article (65) Company incurs Losses up to Half Capital In case the Company losses reach half of issued capital, the Board of Directors shall call for a General Assembly meeting, within (30) thirty days from the date of informing the Authority of the periodic or annual financial statements, in order to take a special resolution on dissolving the Company before the end of its specified term or continuing its activity. Article (66) Company Liquidation Upon expiry of the Company's term or dissolving the same before the end of the specified term, General Assembly shall identify the method of liquidation, appoint one or more liquidators and determine their authorities upon the request of the Board of Directors. The authority of the Board of Directors ends on dissolving the Company. However, the Board of Directors shall remain in charge of the Company management. The Board of Directors shall be considered as liquidators towards the third party till appointing the liquidator. The General Assembly authority shall remain as it is throughout the period of liquidation till completion of liquidation works. Chapter Te Final Provisions Article (67) Voluntary Contributions The Company may provide voluntary contributions and entry contributions and entry contributions and entry contributions and contributions are a special resolution after the end of two fiscal years from the date of incorporation and achieving profits. Such voluntary contributions shall not exceed (2%) of the average net profits of the Company during two fiscal		T
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voluntary contributions shall not exceed (2%) of the	resolution after the end of two fiscal years from the	
Voluntary Contributions shall not exceed (270) of the	date of incorporation and achieving profits. Such	
average net profits of the Company during two fiscal	voluntary contributions shall not exceed (2%) of the	
	average net profits of the Company during two fiscal	الصوعية.





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years before the year when such voluntary	
contributions have been provided.	(50) 1 1
Article (68)	المادة (68)
Governance Controls	ضوابط الحوكمة
The Company shall be subject to the corporate	يسري على الشركة قرار ومعايير الانصباط الموسسي
discipline resolutions and standards, governance	وضوابط الحوكمة والقرارات المنفذة لأحكام قانون
controls and the decisions implementing the	الشركات، ويعتبر جزءاً لا يتجزأ من النظام الأساسي للشركة
provisions of Companies Law. In addition, it shall be	ومكملاً له.
deemed as an integral part of the Company articles of	
Association and complementary to its provisions.	
Article No. (69)	المادة (69)
Facilitation of Periodic Inspection of Authority	تسهيل أعمال التفتيش الدورى لمفتشى الهينة
Inspectors	
Name of the last o	على مجلس إدارة الشركة والرئيس التنفيذي والمديرين
The Company Board of Directors, CEO, directors and	على مجلس بداره السركة والرئيس التعيدي والمديرين المالسركة ومدققي حساباتها تسهيل أعمال التقتيش الدوري
auditors shall facilitate the periodic inspection works	الذي تقوم يه الهيئة من خلال المفتشين المكلفين من قبلها
conducted by the Authority through the inspectors	وتقديم ما يطلبه المفتشين من بيانات أو معلومات، وكذلك
assigned by it, and to provide all data and information	الاطلاع على أعمال الشركة ودفاترها أو أية أوراق أو
required by the inspectors. They shall be given access	سجلات لدى فروعها وشركاتها التابعة داخل الدولة وخارجها
to the Company works, books, papers and records	أو لدى مدقق حساباتها.
with its branches and subsidiary whether inside or	
outside the State or with the auditor.	
Article (70)	المادة (70)
Conflict	التعارض
In the event of a conflict between the provisions	في حال التعارض بين النصوص الواردة بهذا النظام مع أياً
hereof and the provisions of Companies Law, rules,	من الأحكام الواردة بقانون الشركات أو الأنظمة والقرارات
resolutions or circulars implementing thereof, such	والتعاميم المنفذة له فإن تلك الأحكام هي التي تكون واجبة
provisions shall be enforceable. Where no provision	التطبيق؛ وفيما لم يرد فيه نص في هذا النظام بتنظيم يتم
is made herein on organization, the provisions of	الرجوع الي أحكام قانون الشركات الساري في الدولة.
Companies Law of the State shall be followed.	
Article (71)	المادة (71)
Publication of Articles of Association	نشر النظام الأساسي
The Articles of Association shall be filed and	يودع هذا النظام وينشر طبقا للقانون.
published in accordance with the provisions of Law.	
The state of the s	
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