



الخليجية العامة
GULF GENERAL
Cooperative Insurance للتأمين التعاوني
Eye On The Future عين على المستقبل

Bylaws

Gulf General Cooperative Insurance Company

A Saudi Joint Stock Company

Chapter One Incorporation of the Company

Article 1: Establishment

Under the provisions of the Cooperative Insurance Companies Control Law and its Implementing Regulation, Companies Law, Stock Market Law and its Implementing Regulation and the company's articles of association, a Saudi joint stock company shall be incorporated by and between the shareholders, the provisions of which are stipulated below.

Article 2: Company Name

Name of the Company: Gulf General Cooperative Insurance Company a Saudi joint stock company

Article 3: Purposes of the Company

The purpose of the company is to practice cooperative insurance businesses. The company may accordingly perform all the necessary works for achieving its purposes whether in insurance or investing its funds; and may own, move, sell or exchange fixed properties and cash funds by the company itself directly or by other companies it establishes or purchases, or in partnership with other parties. The company shall practice its businesses in accordance with the provisions of the Cooperative Insurance Companies Control Law and its Executive Regulations together with the laws and regulations applicable in the Kingdom of Saudi Arabia having all the necessary permissions obtained from competent authorities, if any.

Article 4: Partnership and Acquisition in Companies

The company may establish limited liability or closed joint stock companies (provided that the share capital of the same shall not be less than (5) Million Saudi Riyals). The company may further acquire stocks and shares in third parties' standing companies or integrate with them; and it has the right to become a partner in the foundation of limited liability or joint stock companies, provided that such companies which the company may establish, become a partner in or integrate with shall run business similar to the company's, financial business or other business that assist the company to achieve its purposes, having the requirements of laws and rules applied and enforced in this regard duly fulfilled by the company and having the approval of the Insurance Authority been duly obtained.

Article 5: Head Office of the Company

The company's head office shall be located in Jeddah, Kingdom of Saudi Arabia. The company may by a resolution of the company's Extraordinary General Assembly move its head office to any other city in the Kingdom of Saudi Arabia with the approval of the Insurance Authority. The company may further establish and open branches, offices or agencies for it both inside and outside the Kingdom having the approval of the Insurance Authority been duly obtained.

Article 6: Term of the Company

The company's term is (99) Ninety-Nine calendar years starting from the date when the company is duly registered with the commercial registry. Such term of the company may be extended under a resolution of the company's Extraordinary General Assembly at least one (1) calendar year prior to the expiration of such effective term.

Chapter Two

Regulations to be Adhered to by the Company When Running its Business and Achieving the Purposes Set for the Company

Article 7: Investments of the Company

The company shall invest the funds it collects including funds of the insured parties and the company's shareholders in accordance with the rules set by the company's board of directors without violating the Cooperative Insurance Companies Control Law and its Executive Regulations together with the other relevant instructions and regulations issued by the Insurance Authority or any other relevant body.

Chapter Three

Share Capital and Shares

Article 8: Share Capital

The company's share capital is (SAR 300,000,000) Three Hundred Million Saudi Riyals to be divided into (30,000,000) Thirty Million shares of equal value, of which each share is of nominal value (SAR 10) Ten Saudi Riyals. All such shares are ordinary cash shares.

Article 9: Subscription for Shares

All the company's shareholders have subscribed with the company's whole share capital and the relevant value has been paid in full.

Article 10: Register of the Shareholders

The company's shares shall be traded in accordance with Stock Market Law and its Implementing Regulations.

Article 11: Issue of Shares

The company's shares shall be nominal shares and may not be issued with a value less than their nominal value; however, such shares may be issued with a value more than such value. In such latter case, the difference between such values shall be added in a separate item among the shareholders' equity. The company's shares may not be allocated as profits to the shareholders, and they may not be divided against the company. If a share of the company is owned by many persons, they shall select one of them to represent them using the right relating to such share, and such persons shall be jointly responsible for the obligations arising from the ownership of such share.

Article 12: Trading of Shares

The company's share subscribed by the company's founders may not be traded unless after the company's financial statements for two (2) fiscal years of not less than (12) Twelve months for each from the date of the company's establishment had been published. The deeds of such shares shall be signed for and approved in a way indicating their type, the company's date of establishment and the period during which trading of such shares is prohibited. Nevertheless, such shares may be transferred during such period of prohibition in accordance with the provisions of the sale of shares by founding partner to another, by the heirs of a founding partner, if he / she died, to a third party, or on enforcing confiscation on the bankrupt or insolvent founder, the priority for the acquisition of such shares shall be given to other founding shareholder. The provisions of this article shall be applicable to the share subscription made by the founding shareholders. The provisions of this Article shall apply if the share capital of the company to be increased prior to the expiration of such prohibition period.

Article 13: Increase of the Share Capital

The company's Extraordinary General Assembly may decide to increase the company's share capital having the competent authorities approved the same, provided that the company's share capital has been paid in full. At the time of issue of the resolution approving the company's share capital to be increased by the company's General Assembly, a shareholder shall be given the priority for the subscription of the new shares to be issued in consideration of cash shares. Such shareholders shall be duly notified as per their priorities, if any, by way of publishing the resolution of increasing the company's share capital and such subscription requirements, period, starting and ending date in a daily newspaper or via registered mail. The company's Extraordinary General Assembly may suspend the shareholders' priority for the subscription for increasing the company's share capital in consideration of cash shares or giving the priority to non-

shareholders in the cases as considered appropriate for the company's interest. A shareholder has the right to sell or waive its priority right within the period from the date the company's General Assembly's resolution approving the increase of the company's share capital issued to the last day of subscription for the new shares relating to such rights in accordance with the controls established by the competent authority.

Article 14: Reduction of Share Capital

The company's Extraordinary General Assembly may decide to reduce the company's share capital if the company's share capital is redundant or if the company undergoes losses having the competent authorities duly approved the same, provided that the capital paid to the insurance company after such reduction shall not be less than (SAR 100) One Hundred Million Saudi Riyals and the capital paid to the reinsurance company or the insurance company simultaneously running the activities of reinsurance shall not be less than (SAR 200) Two Hundred Million Saudi Riyals. Such resolution of reduction shall be issued only after reading a special report created by the company's auditor on the causes requiring such resolution, the obligations of the company and the effects of such reduction on such obligations. If the reduction of the company's share capital is due to be redundant, creditors shall be called for expressing their objection to such reduction within Sixty (60) days after the date when such capital reduction is published on a daily newspaper distributed in the city where the head office of the company is based. If a creditor challenges such reduction and submits its relevant documents within the period mentioned, the company shall pay the debt of such creditor back if it is an urgent debt or provide such creditor with a sufficient guarantee of payment if it is a deferred debt.

Chapter Four Board of Directors

Article 15: Management of the Company

The company shall be managed by a Board of Directors consisting of nine (9) members elected by the Ordinary General Assembly for a period not exceeding three years. The composition of the Board of Directors must reflect an appropriate representation of independent members. In all cases, the number of independent board members may not be less than two or one-third of the board members, whichever is more. As an exception to this, the Constituent Assembly appoints the members of the first Board of Directors for a period not exceeding (3) three years starting from the date of announcing the decision of the Ministry of Commerce and Investment to establish the company.

Article 16: Expiration of the Membership of the Company's Board of Directors

The membership of the company's board of directors shall be expired by the end of appointment duration, resignation, death or if it is established by the board of directors that a given member has breached his duties in a way affecting the company's interest, provided that this shall be approved by the company's ordinary General Assembly, or the expiration of the membership in accordance with any law or rules as valid and applicable in the Kingdom of Saudi Arabia, or if a member is declared bankrupt or insolvent or if a member submits a request for settlement with its creditors, or a member ceases making payment for his debts, or becomes unconscious, or suffers from a mental disease, or he's found to have committed an act violating trust and morals or convicted of forgery. However, the Ordinary General Assembly may at any time dismiss all or some of the members of the Board of Directors. Nevertheless, the company's Ordinary General Assembly may claim for compensation at the time of dismissal of part or full of the members of the company's board of directors without prejudice to a dismissed member's right against the company if such dismissal is due to unreasonable reason or executed at inappropriate time. A member of the board of directors may resign provided that such resignation to be executed at an appropriate time, otherwise, he shall be liable to the company for the damages resulting from his retirement.

Article 17: Vacant Position in the Company's Board of Directors

In case of a vacant position of a member of the board of directors, the board of directors has the right to temporarily appoint a member for the vacant position from the sufficiently experienced persons having a no objection certificate obtained from the

Insurance Authority regardless the order of obtaining votes at the company's General Assembly by which the company's board of directors has been elected. The Saudi Capital Market Authority shall be notified thereof within five (5) working days after the date of such appointment. such appointment shall be further submitted to the company's ordinary General Assembly at its first meeting held thereafter, and the new elected member shall continue its preceding member's membership period only. The company's ordinary General Assembly may be called for meeting if the number of the members of the company's board of directors is less than the minimal number for being validly held. The Insurance Authority shall be notified when a member of the company's board of directors resigned or when a member's membership is terminated for a reason other than the expiration of a board's period within five (5) working days from the date a member leaves work, observing the relevant disclosure requirements.

Article 18: Powers of the Company's Board of Directors

Without prejudice to the prescribed terms of reference of the company's General Assembly, the company's board of directors shall have the widest powers over the

management of the company in a way achieving its purposes. Within the terms of reference of the company's board of directors, the board has the right to authorize one or more members or a third party to perform a specific task (s) without prejudice to the relevant laws and regulations. The company's board of director may, for example but not limited to, represent the company in its relationships with third parties, public and private authorities, at all Shari'a courts, Board of Grievances, labor offices, higher and trial committees of labor dispute settlement, securities committee and all other judicial committees, arbitral tribunals, civil rights department, police stations, chambers of commerce and industry; all companies, institutions, commercial banks, treasuries, all governmental funds and finance institutions of different names and competencies together with all other lenders. The company's board of directors has the right to acknowledge, clam, defend, plead, dispute, waive, accept and object judgments and arbitration, request for enforcement of judgments, discharge the company's debtors of their obligations, bid, and sell, purchase and mortgage real properties. The company's board of directors may further contract, sign in the name and on behalf of the company on all types contracts, papers and documents including, for example but not limited to, articles of incorporation together with all their amendments, annexes and resolutions of amendments of the companies in which the company becomes a partner; sign all agreements and deeds at notary public and official authorities, agreements of loans, guarantees, sponsorships and deeds for selling and purchasing real properties; issue legal powers of attorney on behalf of the company; sell, purchase, conveyance and accepting the same, receive, deliver, lease, let, receive and make payments, open accounts and credits, withdraw and deposit with banks issue guarantees to banks, funds, governmental finance institutions; sign all types of order papers and documents, cheques, all securities, documents and bank transactions.

Article 19: Remuneration for Members of the Company's Board of Directors

The minimum annual remuneration for the company's chairman and members of the board of directors shall be (SAR 200,000) Two Hundred Thousand Saudi Riyals, and the maximum is (SAR 500,000) Five Hundred Thousand Saudi Riyals to be paid annually in consideration of their memberships in the company's board of directors and for involving in the activities of the company's board of directors. Such remuneration includes the additional bonuses if a member of the board of directors involves in a committee arising from the company's board of directors.

If the company could achieve profits, (10%) of the remaining net profits having the reserves determined by the company's General Assembly deducted in execution of the Cooperative Insurance Companies Control Law may be allocated to the company's shareholder having at least (5%) profits allocated to the company's shareholders from the company's paid up capital, provided that such remuneration entitled is proportionate

to the number of meeting sessions attended by a member, and any estimation other than the aforementioned shall be deemed as null and void.

At all events, the total financial remunerations and in-kind benefits a member of the company's board of directors obtains shall not be more than (SAR 500,000) Five Hundred Thousand Saudi Riyals annually. The maximum allowance for attendance to the company's board of directors' sessions and committees shall not be more than (SAR 5,000) Five Thousand Saudi Riyals for each session, exclusive of travelling and accommodation expenses.

Each member of the company's board of directors including the company's chairman shall be paid the expenses they actually bear for attending meetings of the board of directors or the committees arising from the same, inclusive of travelling, accommodation and subsistence expenses.

The report of the company's board of directors to be submitted to the Ordinary General Assembly shall include all the remunerations, allowances for expenses and other privileges received by members of the company's board of directors together with a statement of the amounts paid to the members of the board of directors in their capacities as staff or administrators, or whatever amounts they receive in consideration of technical, administrative or consulting tasks, and a statement of the number of sessions held by the board of directors and the number of sessions attended by each member of the board directors from date of the last meeting of the General Assembly.

Article 20: Powers of the Company's Chairman, Vice Chairman, Managing Director and Secretary

The company's board of director shall appoint from its members a chairman, vice-chairman and a chief executive officer. The board of director also may appoint a managing director. Position of the chairman of the board of directors together with any executive position may not be occupied by one person. The chairman of the board of directors has the right to sign in the name and on behalf of the company and implement resolutions of the board of directors. The chairman of the board of directors is further responsible for representing the company at courts, arbitration tribunals and third parties. The chairman of the board of directors may also authorize part of its powers to other member of the board of directors or third parties to perform specific duty (duties) under a written resolution thereon. The company's board of directors shall identify salaries, allowances and remunerations for the chairman and managing director as stipulated in Article (19) herein. The board of directors shall appoint a secretary for the board of directors, and may appoint one or more advisories in respect of the various

affairs of the company; and the board of directors shall identify their remunerations. The position period of the chairman, vice-chairman, managing director and secretary shall not last for a period more than the period of membership in the board of directors of each of them. They may be reelected, and the board of directors may dismiss any of them without prejudice to whoever is dismissed to have compensation if such dismissal is applied for illicit reason or at inappropriate time.

Article 21: Meetings of the Board of Directors

The company's board of directors shall hold meetings at the company's head office under a call by its chairman. The chairman must call for a meeting whenever two (2) members of the board of directors require the same. Such call must be duly registered as considered by the board of directors. Meetings of the board of directors shall be held periodically and whenever needed, provided that the number of the annual meetings shall not be less than four (4) meetings, that at least one (1) meeting to be held every three (3) months.

Article 22: Quorum of the Board of Directors Meeting

The Board meeting shall not be valid unless it is attended by (two-thirds) of the members in person or by proxy, provided that the number of members present in person is at least (four) members, including an independent member. The member may delegate another member on his behalf in attending board meetings and voting in them. The Board's decisions shall be issued by a majority of the opinions of the members present or represented therein, and in the event of a tie in the opinions, the side with which the Chairman of the session voted shall prevail. The Board of Directors may issue decisions on urgent matters by presenting them to individual members unless one of the members requests - in writing - a Board meeting to deliberate on them, in which case these decisions are presented to the Board of Directors at its first subsequent meeting.

Article 23: Deliberations of the Board of Directors

Deliberations and resolutions of the board of directors shall be recorded in minutes to be signed by the chairman of the meeting session, members of the board of directors and secretary. Such minutes shall be registered in a special register to be signed by the chairman and secretary of board of directors.

Article 24: Agreements and Contracts

The company has the right - after obtaining a non-objection from the Insurance Authority - to conclude an agreement for the management of technical services with

one or more qualified companies in the field of insurance, and the members of the Board may conclude insurance contracts with the company in which they have an interest, provided that the Chairman of the Board of Directors provides the General Assembly with the details of those contracts. A member of the Board of Directors must inform the Board of his direct or indirect interest in the business and contracts conducted on behalf of the company, and this notification shall be recorded in the minutes of the meeting. This member may not participate in voting on the decision issued in this regard by the Board of Directors and the shareholders' assemblies. The Chairman of the Board of Directors shall inform the Ordinary General Assembly when it convenes of business and contracts in which a member of the Board has a direct or indirect interest, and the notification shall be accompanied by a special report from the company's external auditor. If a board member fails to disclose his interest, the company or any interested party may demand before the competent judicial authority to invalidate the contract or oblige the member to pay any profit or benefit he gained from it.

Chapter Five Shareholders' Assembly

Article 25: Attendance to Assemblies

The properly constituted General Assembly represents all the company's shareholders and is held at the city where the company's head office is located. Each shareholder holding whatever number of shares is entitled to present at the shareholders' general assemblies and may authorize any other non-member or non-staff person to attend the company's General Assembly. Meetings of the shareholders' General Assembly may be held and a shareholder may participate in its deliberations and voting on its resolutions via modern technologies in accordance with the controls established by the competent authority.

Article 26: Constitutional Assembly

The company's founders call all the company's subscribers to hold a constitutional assembly within Forty-Five (45) days from the closing date of the share subscription. Each subscriber holding whatever number of shares is entitled to present at the company's constitutional assembly. For such meeting to be valid, the number of present subscribers is required to constitute at least half of the company's share capital. If such quorum fails to be available, a second meeting shall be called for to be held after at least Fifteen (15) days of such call. Nevertheless, the second meeting may be held after one (1) hour of the expiration of the period prescribed for holding the first meeting. The call for the first meeting shall include that such second meeting might be held. At all events,

the second meeting shall be deemed as valid whatever the number of share subscribers present is.

Article 27: Terms of Reference of the Constitutional Assembly

The company's constitutional assembly is responsible for the following:

- 1- Verifying the subscription of the company's whole shares and that the minimum capital is met with the due value of each share.
- 2- Approving the final company's articles of association, provided that no basic amendments shall be made to the proposed articles of association without the approval of the company's share subscribers.
- 3- Appointing members of the company's first board of directors for a period not more than three (3) years if they are not appointed in the company's articles of incorporation or articles of association;
- 4- Appointing the company's auditors and fixing their charges if they are not appointed in the company's articles of incorporation;
- 5- Deliberating the company's founders' reports on businesses and the expenses borne for the company's establishment and approving the same.

Article 28: Terms of Reference of the Company's Ordinary General Assembly

Excluding the matters preserved by the extraordinary General Assembly, the ordinary General Assembly shall be responsible for all the matters relating to the company, and shall be held at least once annually within the next six months after the expiration of the company's financial year. Other Ordinary General Assembly meetings may be called for whenever needed. Formation of the audit committee and fixing its charges also fall within the terms of reference of the Ordinary General Assembly.

Article 29: Terms of Reference of the Extraordinary General Assembly

The company's Extraordinary General Assembly shall be responsible for the amendment to the company's articles of association, excluding the provisions and terms in which it is legally prohibited to make amendments. It further has the right to issue resolutions on internal matters that fall within the terms of reference of the Ordinary General Assembly under the same conditions and status as prescribed by the company's Ordinary General Assembly.

Article 30: Calling for Assemblies Meeting

General or Extraordinary assemblies of shareholders are held at the invitation of the Board of Directors, and the Board of Directors must call the ordinary general assembly to convene if so requested by the auditor, the audit committee, or a number

of shareholders representing at least (10%) of the capital. The auditor may invite the assembly to meet if the board does not invite the assembly within (30) thirty days from the date of the auditor's request.

This invitation shall be published in a newspaper distributed in the region in which the company's head office is located at least twenty one (21) days before the date specified for the meeting. A copy of the invitation and agenda shall be sent to the Capital Market Authority. However, it is permissible to suffice to send an invitation on the aforementioned date to all shareholders by registered letters. A copy of the invitation and agenda shall be sent to the Capital Market Authority within the period specified for publication.

Article 31: Assemblies Register of Attendance

The company's shareholders who are desirous to attend the company's general or special assembly shall register their names at the company's head office prior to the time prescribed for the assembly to be held.

Article 32: Quorum of the Ordinary General Assembly Meeting

The company's Ordinary General Assembly meeting shall not be deemed as validly held unless shareholders constituting at least (one quarter) of the company's share capital are present (and such rate may be increased provided that it shall not exceed half of the share capital). If such quorum failed to be available in the first meeting, a second meeting shall be called for within thirty (30) following the former meeting. Such call for meeting shall be published as stipulated in Article (30) herein; nevertheless, the second meeting may be held after one (1) hour after the expiration of the period prescribed for the first meeting to be held, provided that such call for the first meeting shall include that such second meeting might be held. At all events, the second meeting shall be deemed as validly held whatever the number of shares it includes. Meetings of the shareholders' Ordinary General Assembly may be held and a shareholder may participate in its deliberations and vote on its resolutions via modern technologies in accordance with the controls established by the competent authority.

Article 33: Quorum for the Extraordinary General Assembly Meeting

The company's Extraordinary General Assembly meeting shall not be deemed as validly held unless shareholders constituting at least (half) of the company's share capital are present (and such rate may be increased provided that it shall not exceed two-thirds of the share capital). If such quorum failed to be available in the first meeting, a second meeting shall be called for with the same conditions as stipulated in Article (30) herein. The second meeting may be held after one (1) hour after the expiration of the period prescribed for the first meeting to be held, provided that such call for the first meeting

shall include that such second meeting might be held. At all events, the second meeting shall be deemed as validly held if shareholders constituting at least (one quarter) of the share capital are present. If the quorum for such second meeting failed to be available, a third meeting shall be called for with the same conditions as stipulated in Article (30) herein whatever the number of shares it include, having been approved by the competent authorities. Meetings of the shareholders' Extraordinary General Assembly may be held and a shareholder may participate in its deliberations and vote on its resolutions via modern technologies in accordance with the controls established by the competent authority.

Article 34: Voting in the Assemblies

Votes in the constitutional assembly and the ordinary and extraordinary assemblies' meetings is counted on the basis of one (1) vote for each share. The accumulative voting shall be applied to the election of the company's board of directors, that a share voting right may be only used once. Members of the board of directors may not participate in voting on the assembly's resolutions relating to the discharge of the company's management from responsibility or those relating to their direct or indirect interest.

Article 35: Resolutions of Assemblies

Resolution of the constitutional assembly shall be adopted and issued with the absolute majority of the shares it has, and resolutions of the Ordinary General Assembly shall be adopted and issued with the absolute majority of the shares it has in meeting (a higher rate may be stipulated) nevertheless, if such resolutions are relevant to the evaluation of special privileges the majority of the share subscribers constituting (two-thirds) of the mentioned shares shall be required having the special privileges the relevant beneficiaries subscribe excluded. Resolutions of the Extraordinary General Assembly shall be adopted and issued with the two-thirds majority present at the meeting, unless a resolution is relating to the increase or reduction of the share capital, extending the company's term, dissolution of the company prior to the period stipulated in the company's articles of incorporation, or integration of the company in another company or institution, such resolution shall be deemed as valid only if it is adopted and issued with the three-quarters majority of the shares represented in such meeting.

Article 36: Discussion in the Assembly Meetings

Each shareholder has the right to discuss the issues listed in the assembly's agenda and ask members of the company's board of directors and auditor questions in their regard. Each text set forth in the company's articles of incorporation that denies a shareholder such right shall be deemed null and void. The company's board of directors or auditor

shall provide answers to the shareholders' questions to the degree that does not jeopardize the company's interest. if a shareholder considers the answer provided to its question to be inconvincible, the shareholder shall appeal to the assembly whose decision in this regard shall be deemed effective.

Article 37: Chairman of the Assembly Meetings and Preparation of Minutes

The company's General Assembly shall be chaired by chairman, vice-chairman in the absence of the chairman or whoever member is appointed by the board of directors in the absence of the chairman and vice-chairman. Minutes shall be issued, including the number of shareholders or representatives present, the number of shares they possess whether in person or by proxy, the number of votes prescribed for such shares, the resolutions adopted, the number of votes that approve or challenge such resolutions and compendium of the discussion that has taken place in the meeting. Such minutes shall

be registered periodically after the end of each meeting held in a special register to be signed by the assembly's chairman, secretary and votes collector.

Chapter Six Committees Arising from the Board of Directors

Article 38: Committees of the Board of Directors

Committees of the company's board of directors shall be constituted in accordance with the relevant laws and regulations.

Chapter Seven Auditor

Article 39: Appointment of the Auditor

The company's General Assembly shall appoint one (or more) auditor licensed to work in the Kingdom, and shall specify their remuneration and period of work. The General Assembly may reappoint auditors and may further at all times change them without prejudice to their rights to have compensation if such change occurs at inappropriate time or for illicit reason.

Article 40: Powers of the Auditor

The auditor at any time shall have the right to review the company's books and records together with other document, and to demand the information and clarifications it deems necessary. It may also verify the company's assets, obligations and others that fall within

its scope of duties. The chairman of the board of directors must enable it to perform its duties. Should the auditor face difficulties in this regard, it shall establish the same in a report to be submitted to the board of directors. If the board of directors fails to facilitate the duties of the auditor, it should request the board of directors to call for the Ordinary General Assembly to consider such matter.

Article 41: Obligations of the Auditor

The auditor shall submit to the company's General Assembly an annual report to be prepared in accordance with the generally accepted audit standards, including the company's administration situation of enabling it to have the information and clarifications it requires, all breaches of the Cooperative Insurance Companies Control Law and its Implementing Regulations together with other relevant laws, rules and instructions, the auditor's opinion in respect of how fairly prepared the company's financial statements are. The auditor shall read its report at the General Assembly. Should the company's General Assembly decide to approve the report of the board of directors and financial statements without hearing the auditor's report, the General Assembly's decision shall be deemed as null and void.

Chapter Eight

Accounts of the Company and Allocation of Profits

Article 42: Financial Year

The company's financial year starts on the 1st of January and ends by the end of December of the same calendar year. The first financial year shall start on the date of the ministerial resolution issued under a declaration of the company's incorporation and ends on 31st December of the following calendar year.

Article 43: Financial Documents

1. At the end of each financial year, the company's board of directors shall prepare the company's financial statements (consisting of the Financial Statement Position of Insurance Transactions and Shareholder, Statement of Insurance Transactions Surplus (Deficit), Shareholder's Income Statement, Equity Statement, Statement of Shareholders' Cash Flows); and a report on the company's business activity and its financial position for the past financial year including the way the auditor proposes for distributing profits. The company's board of directors shall make such documents available to the auditor at least Forty-Five (45) days prior to the date determined for the General Assembly's meeting.
2. The documents mentioned in Clause (1) hereinabove should be signed by the company's chairman, CEO and CFO. Copies of such documents shall be kept at the company's head office and made available to the company's shareholders at

least Twenty One (21) days prior to the date set for the General Assembly's meeting.

3. The company's chairman must provide the shareholders with the company's financial statements, the board of directors' report and the auditor's report unless they are published on a daily newspaper distributed at the company's head office. A copy of such documents shall be sent to the Capital Market Authority at last Fifteen (15) days prior to the date set for the General Assembly's meeting.

Article 44: Accounts of the Insurance Transactions

Accounts of the insurance transactions shall be separate from the shareholder's income statement as detailed as follows:

First: Accounts of the Insurance Transactions:

- 1- An account shall be earmarked for the installments received, reinsurance commissions and other commissions.
- 2- An account for the compensation paid by the company shall be earmarked.
- 3- At the end of each year, the total surplus of the difference between the total installments received and compensation amounts deducting the necessary marketing, administrative and operational charges together with technical provisions shall be identified in accordance with the governing rules thereof.
- 4- The net surplus shall be identified as follows:
The items stipulated in Clause (3) hereinabove shall be added to the total surplus or the return on investment belongs to the insured persons shall be deducted from the same having the insured persons' revenues accounted and their incurred expenses deducted.
- 5- The net surplus shall be distributed whether by way of distributing Ten (10%) percent to the insured persons directly or by reducing their premiums due for the following year, while Ninety (90%) percent of the same shall be carried over to the shareholders' income accounts.

Second: Statement of the Shareholders' Income:

- 1- The shareholders' profits earned from the return on investment of the shareholders; funds shall be in accordance with the rules established by the company's board of directors.
- 2- The shareholders' share of the net surplus shall be as stipulated in Paragraph 5 of the First Clause of this Article.

Article 45: Zakat and Reserves

The company shall:

- 1- Setting aside the prescribed Zakat and income tax.

- 2- Setting aside (20%) of the net profits to form the company's statutory reserve. The company's Ordinary General Assembly may cease such setting aside whenever the total reserve equals (100%) of the company's paid-up capital.
- 3- The company's Ordinary General Assembly may, when determining the stock share in the company's net profits, decide to form other reserves for the company to the extent achieving the company's interest or ensuring fixed profits to be as allocated to the shareholders as possible.

Article 46: Entitlement to Profits

a shareholder is entitled to profits in accordance with the company's General Assembly resolution adopted and issued in this regard, such resolution shall indicate the date of entitlement and day of profit distribution. The entitlement to profits shall be dedicated to the shareholders registered in the shareholders' register at the end of the day set for such entitlement. The company shall notify the Capital Market Authority without delay in any resolutions on the distribution of profits or recommendation of the same; and shall pay the profits prescribed to be distributed to the shareholders at the place and time set by the company's board of directors in accordance with the rules and instructions issued by the competent authority, observing the prior written consent of the Insurance Authority.

Article 47: Losses of the Company

If the company's losses reach (half) of the company's paid-up capital at any time of the financial year, any official of the company or the company's auditor shall when aware of the same notify the company's chairman thereof, and the company's chairman shall accordingly notify members of the board of directors thereof. Within fifteen (15) days of being aware thereof, the board of directors must call for the Ordinary General Assembly to be held within Forty-Five (45) days from the date of being aware of such losses so that it may decide whether to increase or reduce the company's share capital in accordance with the Companies Law to the extent with which such losses rate shall be reduced to less than (half) of the company's paid-up capital, or to dissolve the company prior to the term stipulated in the company's articles of association. At all events, such relevant resolution of the assembly shall be published on the website of Ministry of Commerce and Industry. The company shall be deemed as ended under the force of law if the Extraordinary General Assembly fails to meet within the period identified hereinabove, or if the assembly holds a meeting but cannot adopt and issue a resolution thereon, or if the assembly decides to increase the company's share capital as per the conditions stipulated in this current article and the capital is not subscribed to be increased within Ninety (90) days from the date on which such resolution of the assembly for the increase of the capital was adopted.

Chapter Nine Disputes

Article 48: Company's Responsibility

The company shall commit itself to all the tasks and actions taken by the company's board of directors even if it falls beyond the board of directors' terms of reference unless the interested party is of ill-intention or aware that such duties and actions are beyond the terms of reference of the company's board of directors.

Article 49: Responsibility of the Members of the Board of Directors

The company's members of the board of directors shall be jointly responsible and liable for compensating the company, shareholders or third parties for the harm that arising from their mismanagement of the company's affairs or their breach of the provisions of the Cooperative Insurance Companies Control Law and its Implementing Regulations together with other relevant rules and regulations. Any and all terms that stipulate the contrary hereof shall be deemed as null and void. All members of the board of directors shall be held responsible if a default arising from a resolution adopted and issued unanimously by them. the members opposing the resolutions adopted and issued with the majority of votes shall not be held responsible for the same whenever they establish

their expressly establish their objection in the relevant meeting minute. Absence from attending the meeting during which the resolution adopted and issued shall not be deemed as a reason for the exemption from liability unless it is evidently found that the absent member of the board of directors is not aware or unable to object after being aware of the same. Approval of the company's Ordinary General Assembly on the discharge of member of the board of directors shall not preclude a liability case to be filled. A liability case shall not be considered after three (3) years of the date the affecting action is disclosed, excluding cases of fraud and forgery. In all cases, a liability case shall not be considered after five (5) years from the expiration date of the financial year during which such affecting action occurs or after three (3) years of the membership expiration of the member of the board of directors, whichever occurs later. Each shareholder has the right to file the prescribed liability case for the company against the company's members of the board of directors if such default made by them causes harm to such shareholder; however, a shareholder may not file the aforementioned case unless the company's right to file the same is still standing. Such shareholder shall notify the company of its intention to file such case and such shareholder's right to claim for compensation shall be limited to the harm affects it only.

Chapter Ten Liquidation of the Company

Article 50: Dissolution of the Company

Once the company is dissolved, it shall be subject to liquidation, and shall keep the required legal entity at the extent as necessary for the company's liquidation. The voluntary liquidation resolution shall be adopted and issued by the Capital Market Authority. Such resolution for liquidation shall include a liquidator, and the liquidator's remuneration, powers, powers restrictions and the period required for such liquidation shall be identified therein. The period for voluntary liquidation shall not exceed five (5) years, and shall not be extended more without a judicial order issued thereon. Authority of the company's board of directors shall be expired on the company's dissolution; nevertheless, those shall keep managing the company and shall be deemed as liquidators against third parties till the liquidator is appointed. The company's bodies shall keep their terms of reference which are not contrary to the liquidator's powers during the company's liquidation period. on liquidation, it must be observed to reserve the right of those sharing the surplus of the insurance transactions and the reserves formed as stipulated in Article (44) and Article (45) herein.

Chapter Eleven Final Provisions

Article 51: The Company's Governing Law

Provisions of the Cooperative Insurance Companies Control Law and its Implementing Regulations together with the other relevant rules and regulations shall be enforced and applicable regarding all matters not expressly stipulated herein.

Article 52: Publication

This Article of Association shall be kept and published in accordance with the Companies Law and its regulations.