

Extraordinary General Assembly Meeting

Monday 18/10/1439 - 02/07/2018 at 6:30 pm – Hilton Hotel Amwaj Hall, Jeddah

Agenda

1. Voting on the Board of Directors Annual Report for the financial year ended 31/03/2018
2. Voting on the Auditors Report for the financial year ended 31/03/2018.
3. Voting on the balance sheet and profit and loss account for the period from 01/04/2017 to 31/03/2018.
4. Voting on the Board of Directors recommendation to distribute dividends amounting to SAR 65 m at 2 Riyals per share, which is equivalent to 20% of the capital for the second half of financial year ending 31 March 2018, payable to shareholders on the TADAWUL shareholders register by the end of trading on the date of the Shareholders Meeting. The dividend distribution date will be announced at a later date
5. Voting on the Audit Committee recommendation to appoint the external auditor to perform quarterly reviews and annual audit for Quarter 1, 2 and 3 for the year 2018 and Quarter 4 for year 2019, and annual audit from 1/04/2018 to 31/03/2019 and set their fees.
6. Voting to clear the liability of the members of the Board of Directors for the period starting 01/04/2017 to 31/03/2018.
7. Voting to pay SR 2.8 m as remuneration for Board members (SAR 400,000 per member) for the financial year ended on 31/03/2018.
8. Voting on the transactions and agreements that will be made between the Company and Al Buruj Cooperative Insurance Company (Saudi Arabia), where Vice Chairman Faisal Hamad Al-Ayyar has an indirect interest (as the Gulf Insurance Company owns 28.5% of Al-Buruj Cooperative Insurance Company and Mr. Faisal Al Ayyar is a Vice Chairman of both Gulf Insurance Company and SADAFCO. The company provides insurance services and the total transactions from 01/07/2017 to 30/06/2018 amounted to SAR 9,650,111.67. To permit for another year, the from 1/07/2018 on best possible without preferential terms and conditions (attached)
9. Voting on the updated policy for the Audit Committee
10. Voting on the updated policy for Remuneration and Nomination.
11. Voting on the BOD, BOD Committees & Executive Management Remuneration and Compensation policy
12. Voting on BOD Membership Criteria, Policy and Procedure
13. Voting on authorizing the Board of Directors to distribute interim cash dividends for quarter and half year to the shareholders for the financial year from 01-04-2018 ending 31-03-2019 and determining the eligibility and payment dates according to the regulatory rules and procedures issued for Companies Law.
14. Voting to amend article 22 of Bylaws regarding Vacant Position in the Board (attached)
15. Voting to amend article 34 of Bylaws regarding Calling the General assembly meetings (attached)
16. Voting to amend article 45 of Bylaws Audit Committee Reports (attached)
17. Voting to amend sub clause 49/b of the Bylaws (attached)
18. Voting on the distribution of cash dividend for the 1st half of the financial year ended 31st march 2018 amounting to SAR 65 Mln, equal to SAR 2 per share representing 20% of the nominal share value.