



**SGS**

الشركة السعودية للخدمات الأرضية  
Saudi Ground Services Company

Saudi Ground Services.

General Assembly Meeting

(First Meeting)

Meeting Location: Jeddah City - Via modern communication  
technology

Date: Thursday 23rd of May, 2024 AD

Time: 6:30 PM



**SGS**

الشركة السعودية للخدمات الأرضية  
Saudi Ground Services Company

Invitation to Shareholders to Attend the  
Extraordinary General Assembly  
of Saudi Ground Services Company

23-05-2024



Saudi Ground Services Co. Board invites its shareholders to attend the  
Extraordinary General Assembly Meeting the (First Meeting)

	EXPLANATION
Introduction	The Board of Directors of Saudi Ground Services Company are pleased to invite its shareholders to participate and vote on the Extraordinary General Assembly Meeting (First Meeting) on Thursday 23-05-2024G at 6:30 pm corresponding to 15-11-1445H, in Jeddah City, by using modern technology using Tadawulaty system
City and location	SGS Headquarter in Jeddah by using modern technology
Hyperlink of the Meeting Location	
Date	Corresponding to 1445-11-15 23-05-2024
Time of the General Assembly's Meeting	18:30
Methodology of Convening the General Assembly's Meeting	Via modern technology means
Attendance Eligibility, Registration Eligibility, and Voting End	Shareholders who are registered in the issuers shareholders record at the Depository Center by the end of the trade session prior to the general assembly meeting and in accordance with the laws and regulations. The shareholder has the right to delegate whomever other than the board of directors. The right to register a name to attend the general assembly meeting ends at the time of convening the general assembly meeting. The attendees right to vote on the items of the assembly's agenda ends upon the end of screening the votes by the Screening Committee.
Quorum for Convening the General Assembly's Meeting	The Extraordinary General Assembly meeting will be valid if attended by shareholders representing at least half of the share capital

## Meeting Agenda

1. Reviewing the Board of Directors' Annual Report of the fiscal year ended 31st December 2023, and discuss it.
2. Voting on the External Auditor report of the fiscal year ended 31st December 2023, after discussing it.
3. Reviewing the Financial Statements for the fiscal year ending 31st December 2023, and discuss it.
4. Voting on approving the absolving of the Board of Directors of their responsibility for managing the company of the fiscal year ended 31st December 2023.
5. Voting on the resolution of the Board of Directors to appoint Mr. Nasser bin Farooq AlQawas as a non-executive member of the company's Board of Directors, starting from his appointment date on 01-11-2023, to complete the current board term until its expiration on 05-05-2025, replacing the resigned member Mr. Con Korfiatis (non-executive member). (Attached)
6. Voting on the appointment of the company's external auditor among the candidates based on the recommendation of the audit committee to review and audit the financial statements for the third quarter and annual for the year 2024, as well as the first and second quarters of 2025, and determining their fees.
7. Voting on the business and contracts between the company and Saudi Arabian Airlines, and a member of the Board of Directors Mr. Nasser AlQawas and a commercial Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 1,003,430,184 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
8. Voting on the business and contracts between the company and Saudia Aerospace Engineering Industries Company, and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in

it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 33,946,750 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)

9. Voting on the business and contracts between the company and Saudi Arabian Airlines Private Flights (SPA), and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 13,633,472 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
10. Voting on the business and contracts between the company and Saudi Royal Fleet Services, and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 33,196,728 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
11. Voting on the business and contracts between the company and Flyadeal, and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 208,238,883 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
12. Voting on the business and contracts between the company and Saudi Amad Company, in which the Chairman of the Board Eng. Khalid Albuainan has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted

8,037,823 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)

13. Voting on the business and contracts between the company and SAL Saudi Logistics Services, and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 14,453,029 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
14. Voting on the business and contracts between the company and Caterion Holding Company, and a member of the Board of Directors Mr. Nasser AlQawas and Capt. Fahd Cynndy has an indirect interest in it, which is about the provision of ground handling services at the Kingdom's airports, noting that transactions for the year 2023, amounted 49,132,362 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
15. Voting on the business and contracts between the company and Saudi Amad Company, in which the Chairman of the Board Eng. Khalid Albuainan has an indirect interest in it, which lease agreement for operational vehicles at the Kingdom's airports, noting that transactions for the year 2023, amounted 10,208,100 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
16. Voting on the business and contracts between the company and Bupa Arabia Cooperative Insurance Company, and a member of the Board of Directors Mr. Nader Ashoor has an indirect interest in it, which is insurance services, noting that transactions for the year 2023, amounted 103,323,951 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)
17. Voting on the business and contracts between the company and Saudi Amad Company, in which the Chairman of the Board Eng. Khalid Albuainan has an

indirect interest in it, which is Crew bus, deportees and Passenger buses at the Kingdom's airports, noting that transactions for the year 2023, amounted 53,315,622 SAR annually, noting that these transactions are carried out on commercial basis and without preferential terms. (attached)

18. Voting on the Board of Directors delegated the authority of the Ordinary General Assembly to the license mentioned in Paragraph (1) of Article 27 of the Companies Law, for a period of one year from the date of approval of the Ordinary General Assembly or until the end of the period of the authorized Board of Directors, whichever is earlier, in accordance with the conditions set forth in the executive bylaws of the companies law for listed joint stock companies.
19. Voting on authorizing the Board of Directors to distribute interim dividends on a semi-/quarterly basis for the fiscal year 2024.
20. Voting on disbursing an amount of 2,750,000 riyals as a remuneration to members of the Board of Directors for the financial year ending on 12/31/2023 AD.
21. Voting on amending the Audit Committee Charter. (Attached).
22. Voting on amending the regulations for the work of the Nominations and Remuneration Committee. (Attached).
23. Voting on amending the Standards and procedures for board membership Policy. (Attached).
24. Voting on amending the Remuneration and Compensation Policy for the board members and its committees and the executive management. (Attached).
25. Voting on amending Article (4) of the company's Bylaw, regarding the company's purposes.
26. Voting on amending Article (6) of the company's Bylaw, regarding the company's duration.
27. Voting on amending the company's Bylaw to align with the new Companies Law and renumbering the articles to correspond to the proposed amendments. (Attached).

	28. Voting on transferring the statutory reserve amount of 520,172,845 Saudi Riyals, as stated in the financial statements for the year ended on December 31, 2023, to the retained earnings account
Proxy Form	Attached
The shareholder right in discussing the assembly agenda topics, asking questions, and exercising the voting right	The shareholder has the right to register attendance at the assembly meeting, which ends at the time of the assembly meeting. In addition to the right to vote on the assembly's items for the attendees, which ends when the sorting committee finishes counting the votes. The shareholder also has the right to discuss the topics on the .assembly's agenda and ask questions
Details of the electronic voting on the Assembly's agenda	The right to record attendees for the meeting ends at the beginning of the Assembly's meeting and the right to vote on the terms of the Assembly for those who expire when the sorting committee ends. Accordingly, the donated shareholders will be able to vote electronically on the agenda items from (1:00) AM on Sunday 19-05-2024G, corresponding to 11-11-1445H as of the end of the meeting on Thursday ,23-05-2024G. Therefore the Company invite its shareholders to use electronic voting remotely through the website of the "Tadawulaty" <a href="http://tadawulaty.com.sa">http://tadawulaty.com.sa</a> as registration in the "Tadawulaty" and voting will be available free of charge to all .shareholders
Method of Communication in Case of Any Enquiries	If there are any inquiries, please contact Shareholders Relations Department: Tel: 012690999 EXT: 8866 E-mail: <a href="mailto:mdhaifallah@saudiags.com">mdhaifallah@saudiags.com</a> .
Attached Documents	