



The Ordinary General Assembly Meeting (First Meeting)

Location: Jeddah – at SADAFCO's Headquarters via modern technology

Date: Monday 15/11/1445H corresponding to 13/05/2024G

Time: 6:30 PM



Agenda of the Ordinary General Assembly Meeting

- 1– Review and discuss the Board of Directors Annual Report for the short fiscal year ended on 31-12-2023.
- 2– Review and discuss the Company's Financial Statements for the short fiscal year ended on 31-12-2023.
- 3– Voting on the External Auditors Report for the short fiscal year ended 31-12-2023, after discussing it.
- 4– Voting on appointing an external auditor for the Company among the nominees based on the recommendation of the Audit Committee, to review and audit the Company's quarterly and annual financial statements for the second, third and annual periods of financial year ended 31-12-2024. In addition, the first quarter of financial year ended 31-12-2025, and determine their fees.
- 5– Voting on the Board of Directors' recommendation to distribute dividends amounting to SAR 191,998,500 at SAR 6 per share, equivalent to 60% of the nominal share value for the quarter three (Q3) of the short financial year ended 31-12-2023, payable to shareholders at the closing of trading on Assembly Meeting Day, and for the Shareholders registry of the Securities Depository Center at the end of the second trading day following the eligibility date, dividends distribution date will be announced later.
- 6– Voting to pay (SAR 3,600,000) as remuneration for the former Board Members for the period from 01-04-2023 to 31-03-2024.
- 7– Voting to absolve the former Board Members from their liability for the period from 01-04-2023 to 31-03-2024.
- 8– Voting on authorizing the Board of Directors to distribute interim dividends, either semi-annually or quarterly, for the upcoming financial year ended 31-12-2024.
- 9– Voting to authorize the Board of Directors with the authority of the General Assembly as stated in paragraph (1) of Article 27 of the Companies Law for a period of one year from the date of the approval of the General Assembly or until the end of the term of the authorized Board of Directors, whichever is earlier, in accordance with the conditions set forth in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.

- 10–** Voting on the transactions and agreements made with Buruj Cooperative Insurance Co. (Saudi Arabia), where the former Vice-Chairman, Mr. Faisal Al Ayyar, and the Board Member Mr. Ahmed Al Marzouki have an indirect interest in it, this agreement provides insurance services without preferential terms. These transactions for the short fiscal year from 01-04-2023 to 31-12-2023 had a total value of SAR 6,756,784. (Attached)
- 11–** Voting on the transactions and agreements with PKC Advisory, where the Chairman, Sheikh Hamad Sabah Al Ahmed, the former Vice-Chairman, Mr. Faisal Hamad Al Ayyar, and the Board Member, Sheikh Sabah Mohammed Al-Sabah have indirect interest in it. This agreement provides consultancy services without preferential terms. These transactions for the short fiscal year from 01-04-2023 to 31-12-2023 had a total value of SAR 1,469,418. (Attached)
- 12–** Voting on the transactions and agreements made with AXA Cooperative Insurance Co. (Saudi Arabia), where the Chairman, Sheikh Hamad Sabah Al Ahmed, the former Vice-Chairman, Mr. Faisal Hamad Al Ayyar, and the Board Member, Sheikh Sabah Mohammed Al-Sabah have indirect interest in it. This agreement provides insurance services without preferential terms. These transactions for the short fiscal year from 01-04-2023 to 31-12-2023 had a total value of SAR 515,949. (Attached)
- 13–** Voting on the transactions and agreements made with Alternative Energy Projects Co., where the Chairman, Sheikh Hamad Sabah Al Ahmed, the former Vice-Chairman, Mr. Faisal Hamad Al Ayyar, and the Board Member, Sheikh Sabah Mohammed Al-Sabah have indirect interest in it. This agreement to supply, install, test, commissioning of and operation & maintenance for solar rooftop photovoltaic energy system at Jeddah central warehouse without preferential terms. These transactions for the short fiscal year from 01-04-2023 to 31-12-2023 had a total value of SAR 541,891. (Attached)
- 14–** Voting on the transactions and agreements made with Specialized Food Services Co. (SFS), where the current Vice-Chairman, Mr. Saied Ahmed Saied Basamh have direct interest in it. This agreement to distribute specific SADAFCO products by SFS in the Foodservice channel without preferential terms. These transactions for the short fiscal year from 01-04-2023 to 31-12-2023 had a total value of SAR 149,780. (Attached)
- 15–** Voting on the participation of the current Vice-Chairman Mr. Saied Ahmed Saied Basamh in a business competing with the Company's business. (Attached)