United Carton Industries Company
P.O.Box 31503 , Industrial Area - Phase No. 5
Jeddah 21418 , Kingdom of Saudi Arabia
Tel.: +966 (012) 2244100
Fax: +966 (012) 6368789
E-mail: info@ucic.com.sa

UCIC

الشركة المتحدة لصناعات الكرتون
ص.ب ٣١٥٠٣ ، المدينة الصناعية المرحلة الخامسة
جدة ٢١٤١٨ ، المملكة العربية السعودية
تليفون : ٢٢٤٤١٠٠ (٠١٢) ٩٦٦ +
فاكس : ٦٣٦٨٧٨٩ (٠١٢) ٩٦٦ +
بريد الكتروني : info@ucic.com.sa

United Carton Industries Company

Listed Joint Stock Company

Agenda of the Ordinary General Assembly Meeting

(First Meeting)

Scheduled to be held, at 20:00 on Thursday 03/01/1448H corresponding to 18/06/2026G, through modern technology means.

Agenda Items of the Ordinary General Assembly Meeting of United Carton Industries Company

1.	Review and discuss the Board of Directors' Report for the fiscal year ended 31 December 2025. (Attached)
2.	Review and discuss the Company's consolidated financial statements for the fiscal year ended 31 December 2025. (Attached)
3.	Vote on the Company's external auditor's report for the fiscal year ended 31 December 2025, after discussion. (Attached)
4.	Vote on discharging the members of the Board of Directors from liability for the fiscal year ended 31 December 2025.
5.	Vote on the payment of remuneration and allowances to the members of the Board of Directors and the Board committees in a total amount of SAR 2,531,000, for the fiscal year ended 31 December 2025.
6.	Vote on the appointment of the Company's external auditor from among the candidates, based on the recommendation of the Audit Committee and the nomination of the Board of Directors, to examine, review and audit the financial statements for the second quarter, third quarter and annual financial statements of 2026, the first quarter, second quarter, third quarter and annual financial statements of 2027, the first quarter, second quarter, third quarter and annual financial statements of 2028, and the first quarter of 2029, and to determine the auditor's fees.
7.	Vote on authorizing the Board of Directors to distribute interim dividends on a semi-annual or quarterly basis for the fiscal year ending 31/12/2026.
8.	Vote on the business, contracts and transactions carried out between the Company and Zamil Air Conditioner and Home Appliances, in which Board members Mr. Adib Abdullah Hamad AlZamil and Mr. Sattam Abdulaziz Abdullah AlZamil have an indirect interest, consisting of sale of goods under purchase orders, noting that the transaction amount for 2025 amounted to SAR 1,918,396, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
9.	Vote on the business, contracts and transactions carried out between the Company and Zamil Plastic Industries Company, in which Board members Mr. Adib Abdullah Hamad AlZamil and Mr. Sattam Abdulaziz Abdullah AlZamil have an indirect interest, consisting of sale of goods for a one-year term, noting that the transaction amount for 2025 amounted to SAR 2,180,676, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
10.	Vote on the business, contracts and transactions carried out between the Company and Modern Plastics Industry Company, in which Board members Mr. Adib Abdullah Hamad AlZamil and Mr. Sattam Abdulaziz Abdullah AlZamil have an indirect interest,

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	consisting of sale of goods for a one-year term, noting that the transaction amount for 2025 amounted to SAR 1,444,524, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
11.	Vote on the business, contracts and transactions carried out between the Company and Zamil Central and Air Conditioner Company, in which Board members Mr. Adib Abdullah Hamad AlZamil and Mr. Sattam Abdulaziz Abdullah AlZamil have an indirect interest, consisting of sale of goods under purchase orders, noting that the transaction amount for 2025 amounted to SAR 97,925, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
12.	Vote on the business, contracts and transactions carried out between the Company and Zamil Central and Air Conditioner Company, in which Board members Mr. Adib Abdullah Hamad AlZamil and Mr. Sattam Abdulaziz Abdullah AlZamil have an indirect interest, consisting of purchase of goods under purchase orders, noting that the transaction amount for 2025 amounted to SAR 60,000, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
13.	Vote on the business, contracts and transactions carried out between the Company and Zamil Food Industries Limited, in which Board members Mr. Adib Abdullah Hamad AlZamil and Mr. Sattam Abdulaziz Abdullah AlZamil have an indirect interest, consisting of sale of goods for a one-year term, noting that the transaction amount for 2025 amounted to SAR 5,266,168, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
14.	Vote on the business, contracts and transactions carried out between the Company and Zamil Group Company for Trading and Services, in which Board members Mr. Adib Abdullah Hamad AlZamil and Mr. Sattam Abdulaziz Abdullah AlZamil have an indirect interest, consisting of purchase of goods under purchase orders, noting that the transaction amount for 2025 amounted to SAR 59,400, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
15.	Vote on the business, contracts and transactions carried out between the Company and National Food Industries Company, in which Board members Mr. Ibrahim Hayel Saeed Anam, Mr. Shawki Ahmed Hayel Saeed, Mr. Saeed Omar Kassem Alesayi, and Mr. Aidroos Hassan Omar Alesayi have an indirect interest, consisting of sale of goods for a one-year term, noting that the transaction amount for 2025 amounted to SAR 11,739,933, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
16.	Vote on the business, contracts and transactions carried out between the Company and National Food Industries Company, in which Board members Mr. Ibrahim Hayel Saeed Anam, Mr. Shawki Ahmed Hayel Saeed, Mr. Saeed Omar Kassem Alesayi, and Mr. Aidroos Hassan Omar Alesayi have an indirect interest, consisting of purchase of goods under purchase orders, noting that the transaction amount for 2025 amounted to SAR 31,375, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
17.	Vote on the business, contracts and transactions carried out between the Company and National Food Industries Company, in which Board members Mr. Ibrahim Hayel Saeed Anam, Mr. Shawki Ahmed Hayel Saeed, Mr. Saeed Omar Kassem Alesayi, and Mr. Aidroos Hassan Omar Alesayi have an indirect interest, consisting of staff and accommodation expenses reimbursement, noting that the transaction amount for 2025 amounted to SAR 1,632,355, under prevailing commercial terms and without any preferential terms or benefits. (Attached)

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18. Vote on the business, contracts and transactions carried out between the Company and National Biscuits and Confectionery Company, in which Board members Mr. Ibrahim Hayel Saeed Anam, Mr. Shawki Ahmed Hayel Saeed, Mr. Saeed Omar Kassem Alesayi, and Mr. Aidroos Hassan Omar Alesayi have an indirect interest, consisting of sale of goods for a one-year term, noting that the transaction amount for 2025 amounted to SAR 33,812,497, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
19. Vote on the business, contracts and transactions carried out between the Company and National Biscuits and Confectionery Company, in which Board members Mr. Ibrahim Hayel Saeed Anam, Mr. Shawki Ahmed Hayel Saeed, Mr. Saeed Omar Kassem Alesayi, and Mr. Aidroos Hassan Omar Alesayi have an indirect interest, consisting of staff and accommodation expenses reimbursement, noting that the transaction amount for 2025 amounted to SAR 1,611,903, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
20. Vote on the business, contracts and transactions carried out between the Company and Techno Val Information System, in which Board members Mr. Ibrahim Hayel Saeed Anam, Mr. Shawki Ahmed Hayel Saeed, Mr. Saeed Omar Kassem Alesayi, and Mr. Aidroos Hassan Omar Alesayi have an indirect interest, consisting of IT services under a one-year contract valid until April 2026, noting that the transaction amount for 2025 amounted to SAR 1,345,710, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
21. Vote on the business, contracts and transactions carried out between the Company and United Warehouse Company, in which Board members Mr. Ibrahim Hayel Saeed Anam, Mr. Shawki Ahmed Hayel Saeed, Mr. Saeed Omar Kassem Alesayi, and Mr. Aidroos Hassan Omar Alesayi have an indirect interest, consisting of sale of goods under purchase orders, noting that the transaction amount for 2025 amounted to SAR 32,652, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
22. Vote on the business, contracts and transactions carried out between the Company and United Warehouse Company, in which Board members Mr. Ibrahim Hayel Saeed Anam, Mr. Shawki Ahmed Hayel Saeed, Mr. Saeed Omar Kassem Alesayi, and Mr. Aidroos Hassan Omar Alesayi have an indirect interest, consisting of purchase of goods under a four-year contract valid until 30 September 2027, noting that the transaction amount for 2025 amounted to SAR 339,620, under prevailing commercial terms and without any preferential terms or benefits. (Attached)
23. Vote on the business, contracts and transactions carried out between the Company and Frimex International Investment Limited, in which Board members Mr. Ibrahim Hayel Saeed Anam and Mr. Shawki Ahmed Hayel Saeed have an indirect interest, consisting of expenses incurred on behalf of the Company, noting that the transaction amount for 2025 amounted to SAR 211,998, in accordance with the reimbursed amounts and the relevant arrangements set out in the attachment. (Attached)
24. Vote on the business, contracts and transactions carried out between the Company and Frimex Investment LLC, in which Board members Mr. Ibrahim Hayel Saeed Anam and Mr. Shawki Ahmed Hayel Saeed have an indirect interest, consisting of IPO-related expenses, noting that the transaction amount for 2025 amounted to SAR 3,065,025, in accordance with the IPO-related arrangements set out in the attachment. (Attached)

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25.	Vote on the business, contracts and transactions carried out between the Company and the founding foreign shareholder, Frimex Investment LLC, in which Board members Mr. Ibrahim Hayel Saeed Anam and Mr. Shawki Ahmed Hayel Saeed have an indirect interest, consisting of compensation/reimbursement for the additional income tax burden resulting from foreign ownership, pursuant to an undertaking agreement effective as of 1 January 2024 and thereafter, noting that an amount of SAR 7,370,128 was paid during the fiscal year ended 31 December 2025, in accordance with the arrangements set out in the attachment. (Attached)
26.	Vote on the business, contracts and transactions carried out between the Company and Omar Kassem Alesayi and Company, in which Board members Mr. Saeed Omar Kassem Alesayi and Mr. Aidroos Hassan Omar Alesayi have an indirect interest, consisting of IPO-related expenses, noting that the transaction amount for 2025 amounted to SAR 3,065,025, in accordance with the IPO-related arrangements set out in the attachment. (Attached)
27.	Vote on the business, contracts and transactions carried out between the Company and some of the Company's founding shareholders, namely Zamil Group Holding Company, Zamil Group Investment Company, and Eastern Industrial Investment Company, in which Board members Mr. Adib Abdullah Hamad AlZamil and Mr. Sattam Abdulaziz Abdullah AlZamil have an indirect interest, consisting of IPO-related expenses, noting that the transaction amount for 2025 amounted to SAR 4,086,699, in accordance with the IPO-related arrangements set out in the attachment. (Attached)
28.	Vote on authorizing the Board of Directors with the powers of the Ordinary General Assembly in relation to the authorization set out in paragraph (1) of Article (27) of the Companies Law, for a period of one year from the date of the General Assembly's approval or until the end of the term of the authorized Board of Directors, whichever is earlier, in accordance with the conditions set out in the Implementing Regulations of the Companies Law for Listed Joint Stock Companies.