

Agenda of the Extraordinary Assembly Meeting (First Meeting)

Bahri HQ (Via Modern Technology), Sunday Evening at 7:15 PM, 01 Thul-Hijjah 1444H Corresponding to 19 June 2023G

- 1- Viewing and discussing the report of the Board of Directors for the fiscal year ended 31 December 2022.
- 2- Voting on the auditor report for the fiscal year ended 31 December 2022.
- 3- Viewing and discussing the consolidated financial statements for the fiscal year ended 31 December 2022.
- 4- Voting on the recommendation of the Audit Committee, on the appointment of the auditor, from among nominees, to audit the quarterly (Q2, Q3 and Q4) and annual financial statements for 2023, in addition to Q1 2024 financial statements, as well as determining their fees. (Attached).
- 5- Voting on the discharge of the Board of Directors members for the fiscal year ended 31 December 2022.
- 6- Voting on the payment of an amount of SAR (3,758,333) as a remuneration for the members of the Board of Directors, for the fiscal year ended 31 December 2022.
- 7- Voting on the recommendation of the Board of Directors to distribute cash dividends to shareholders for the year 2022 amounting to (SAR 246,093,750) to (492,187,500) shares at (SAR 0.5) per share representing (5%) of the book value per share. The dividends entitlement date is the general assembly date and is to be distributed to shareholders who own shares at the closing time on the general assembly meeting date and are registered in the Depository Center (Edaa) at the end of the second trading day following the date of the general assembly, corresponding to 16/07/2023 after the company's general assembly approves this recommendation.
- 8- Voting on the Board of Directors' delegation to distribute quarterly or semi-annual dividends for the fiscal year 2023, and to determine the maturity date in accordance with the Implementing Regulation of the Companies Law for Listed Joint Stock Companies, and commensurate the Company's financial position, cash flows and expansion and investment plans.
- 9- Voting on the recommendation of the Board of Directors regarding the increase of the Company's capital by granting bonus shares to the shareholders of the Company according to the following:
 - Capital before increase: SAR 4,921,875,000
 - Capital after increase: SAR 7,382,812,500
 - Increase percentage: 50%

- Number of shares before increase: 492,187,500 shares
 - Number of shares after increase: 738,281,250 shares
 - Number of shares granted: one bonus share for every two shares owned
 - This recommendation aims to increase capital aligning with the Company's strategy to strengthen its capital base in line with future prospects for growth and expansion, and long-term value creation through investments in available opportunities.
 - The capital will be increased by capitalizing SAR 351,749,161 from the Statutory Reserve and SAR 2,109,188,339 from the retained earnings.
 - The eligibility date of the bonus shares for the Company's shareholders who own the shares will be at the day of the Extraordinary General Assembly (01/12/1444H corresponding to 19/06/2023G) and who are registered in the Company's shareholders register with the Securities Depository Center Company (Depository Center) at the end of the second trading day following the eligibility date.
 - In the event of any bonus shares having fractions, the Company will collect all fractions in one portfolio for all shareholders to be sold at market price, then the amount will be distributed to eligible shareholders proportionately as per ownership percentage within a period not exceeding 30 days from the date of determining the due shares for each shareholder.
 - Voting on amending Article (6) of the company's bylaws concerning the Capital. (Attached).
- 10- Voting on amending Article (7) of the company's bylaws concerning the Subscription in Shares. (Attached).
- 11- Voting on the amendment of the regulations of the Audit Committee (Attached).
- 12- Voting on authorizing the Board of Directors with the authority of the General Assembly provided for in paragraph (1), Article (27) of the Companies Law for a period of one year from the date of approval by the General Assembly or until the end of the session 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.
- 13- Approval of updating the Company's By-Laws to comply with the new Company's Law.
- 14- Voting on amending Article (1) of the company's bylaws concerning Establishment and Company's Name. (Attached).
- 15- Voting on amending Article (2) of the company's bylaws concerning the Company's Head Office. (Attached).

- 16- Voting on the addition of Article (12) to the company's bylaws concerning the Treasury and Employee Shares. (Attached).
- 17- Voting on amending Article (18) of the company's bylaws concerning the Chairman's Authority. (Attached).
- 18- Voting on deletion Article (9) of the company's bylaws concerning the Indivisible Shares. (Attached).
- 19- Voting on the addition of Article (10) to the company's bylaws concerning the Sale of Undervalued Shares. (Attached).
- 20- Voting on the addition of Article (11) to the company's bylaws concerning the Issuing Shares. (Attached).
- 21- Voting on amending Article (13) of the company's bylaws concerning the Increasing the Capital. (Attached).
- 22- Voting on amending Article (15) of the company's bylaws concerning the Company's Management. (Attached).
- 23- Voting on amending Article (16) of the company's bylaws concerning the Board's Authority. (Attached).
- 24- Voting on amending Article (34) of the company's bylaws concerning the Board Members' Remuneration. (Attached).
- 25- Voting on the addition of Article (22) to the company's bylaws concerning the Board Meetings. (Attached).
- 26- Voting on amending Article (17) of the company's bylaws concerning the Board Meeting Quorum and its Resolutions. (Attached).
- 27- Voting on the addition of Article (24) to the company's bylaws concerning the Issuing Decisions on Urgent Matters from the Board. (Attached).
- 28- Voting on amending Article (22) of the company's bylaws concerning the General Assembly Meeting. (Attached).
- 29- Voting on amending Article (23) of the company's bylaws concerning the Associations of Invitation. (Attached).
- 30- Voting on amending Article (24) of the company's bylaws concerning the General Assembly Invitation. (Attached).
- 31- Voting on amending Article (25) of the company's bylaws concerning the Quorum of the Ordinary General Assembly Meeting. (Attached).
- 32- Voting on amending Article (27) of the company's bylaws concerning the Quorum of the Extraordinary General Assembly Meeting. (Attached).
- 33- Voting on the addition of Article (32) to the company's bylaws concerning the Discussion in the Assembly. (Attached).
- 34- Voting on the addition of Article (33) to the company's bylaws concerning the Preparation of Meeting Minutes. (Attached).
- 35- Voting on amending Article (29) of the company's bylaws concerning the Appointment of the Auditor. (Attached).
- 36- Voting on the addition of Article (35) to the company's bylaws concerning the Auditor's Authority. (Attached).
- 37- Voting on amending Article (30) of the company's bylaws concerning the Fiscal Year. (Attached).

- 38- Voting on amending Article (31) of the company's bylaws concerning the Financial Reports. (Attached).
- 39- Voting on amending Article (32) of the company's bylaws concerning the Formation of Reserves and the Distribution of Profits. (Attached).
- 40- Voting on amending Article (36) of the company's bylaws concerning the Dissolution of the Company. (Attached).