

The Results of the Extraordinary General Assembly Meeting (First Meeting)

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

- 1- Reviewed and discussed the Board of Directors' report for the fiscal year ended 31 December 2022.
- 2- Approved the auditor's report for the fiscal year ended 31 December 2022.
- 3- Reviewed and discussed the financial statements for the fiscal year ended on 31 December 2022.
- 4- Approved the appointment of (KPMG) as the auditor based on the recommendation of the Audit Committee, to review and audit the quarters (Q2, Q3 and Q4), annual financial statements for 2023 and Q1 2024 financial statements, as well as determining their fees.
- 5- Approved discharging the Board of Directors members for the fiscal year ended 31 December 2022.
- 6- Approved the payment of SAR (3,758,333) as a remuneration to the Board members for the fiscal year ended 31 December 2022.
- 7- Approved the recommendation of the Board of Directors to distribute cash dividends to shareholders for the fiscal year 2022 amounting to (SAR 246,093,750) to (492,187,500) shares at (SAR 0.5) per share representing (5%) of the par value per share. The dividends entitlement to shareholders who own shares and are registered in the Depository Center (Edaa) at the end of the second trading day following the date of the extraordinary general meeting, noting that the dividend distribution will be on 16/07/2023 G corresponding to 28/12/1444 H through Riyadh Bank.
- 8- Approved the delegation of the Board of Directors 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- Approved 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 in capital 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
 - Reasons of increase: 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 Meeting (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.
 - Approved the amendment of Article (6) of the company's bylaws concerning the Capital.
- 10- Approved the amendment of Article (7) of the company's bylaws concerning the Subscription in Shares.
- 11- Approved the amendment of the regulations of the Audit Committee.
- 12- Approved 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- Approved the amendment of updating the Company's By-Laws to comply with the new Company's Law.

- 14- Approved the amendment of Article (1) of the company's bylaws concerning Establishment and Company's Name.
- 15- Approved the amendment of Article (2) of the company's bylaws concerning the Company's Head Office.
- 16- Approved the addition of Article (12) to the company's bylaws concerning the Treasury and Employee Shares.
- 17- Approved the amendment of Article (18) of the company's bylaws concerning the Chairman's Authority.
- 18- Approved the deletion of Article (9) of the company's bylaws concerning the Indivisible Shares.
- 19- Approved the addition of Article (10) to the company's bylaws concerning the Sale of Undervalued Shares.
- 20- Approved the addition of Article (11) to the company's bylaws concerning the Issuing Shares.
- 21- Approved the amendment of Article (13) of the company's bylaws concerning the Increasing the Capital.
- 22- Approved the amendment of Article (15) of the company's bylaws concerning the Company's Management.
- 23- Approved the amendment of Article (16) of the company's bylaws concerning the Board's Authority.
- 24- Approved the amendment of Article (34) of the company's bylaws concerning the Board Members' Remuneration.
- 25- Approved the addition of Article (22) to the company's bylaws concerning the Board Meetings.
- 26- Approved the amendment of Article (17) of the company's bylaws concerning the Board Meeting Quorum and its Resolutions.
- 27- Approved the addition of Article (24) to the company's bylaws concerning the Issuing Decisions on Urgent Matters from the Board.
- 28- Approved the amendment of Article (22) of the company's bylaws concerning the General Assembly Meeting.
- 29- Approved the amendment of Article (23) of the company's bylaws concerning the Associations of Invitation.
- 30- Approved the amendment of Article (24) of the company's bylaws concerning the General Assembly Invitation.
- 31- Approved the amendment of Article (25) of the company's bylaws concerning the Quorum of the Ordinary General Assembly Meeting.
- 32- Approved the amendment of Article (27) of the company's bylaws concerning the Quorum of the Extraordinary General Assembly Meeting.
- 33- Approved the addition of Article (32) to the company's bylaws concerning the Discussion in the Assembly.
- 34- Approved the addition of Article (33) to the company's bylaws concerning the Preparation of Meeting Minutes.

- 35- Approved the amendment of Article (29) of the company's bylaws concerning the Appointment of the Auditor.
- 36- Approved the addition of Article (35) to the company's bylaws concerning the Auditor's Authority.
- 37- Approved the amendment of Article (30) of the company's bylaws concerning the Fiscal Year.
- 38- Approved the amendment of Article (31) of the company's bylaws concerning the Financial Reports.
- 39- Approved the amendment of Article (32) of the company's bylaws concerning the Formation of Reserves and the Distribution of Profits.
- 40- Approved the amendment of Article (36) of the company's bylaws concerning the Dissolution of the Company.