



Minutes of Extraordinary General Assembly Meeting
for Shareholders of Abdullah Al-Othaim Markets Company
Which was held on Monday 16-11-1444H Correspondent to 05-06-2023G

Based on the invitation of the Board of Directors addressed to the Company's shareholders to attend the Extraordinary General Assembly Meeting, which was announced on the Saudi Stock Exchange website "Tadawul" on 25/10/1444H Correspondent 15/05/2023G and also it was also published on the Company's website with all documents related to the agenda items of the Assembly.

The meeting was held remotely through modern technology means in the company's headquarters in Riyadh using a Tadawulaty system at (6:30) PM on Monday 16/11/1444H Correspondent to 05/06/2023G in the presence of the chairman and members of the Board of Directors and heads of the Committees, as follows:

- 1) Mr. Abdullah Saleh Ali Al-Othaim (Assembly president and the chairman of the Board of Directors and Executive Committee's Chairman).
- 2) Eng. Bader Hamed Abdulrazak Alaujan (Vice Chairman of the Board).
- 3) Mr. Bandar Sulaiman M. Albohiry (Member of the Board of Directors).
- 4) Mr. Bandar Nasser Hamad Al Tamimi. (Member of the Board of Directors).
- 5) Dr. Raed Abdullah Ibrahim Al Hogail (Member of the Board of Directors & Chairman of the Audit Committee).
- 6) Mr. Saad Ibrahim Saad Al Mushawah (Member of the Board of Directors & Chairman of Remunerations and Nomination Committee).
- 7) Mr. Mohammed Hasan Ibrahim Al Shuhail (Member of the Board of Directors).
- 8) Dr. Abdulkarim Hamad Abdulkarim Al Nujaidi (Member of the Board of Directors).

Also, meeting was attended remotely by the representatives of the company's auditor, Messrs. Ernst & Young

The president of the Assembly opened the meeting welcoming the attendees, announcing that the attendees (electronic vote) and their number (350) shareholders, and he disclosed the number of shares represented in the meeting was (66,151,878) Shares which represents ((%73.50) of the total number of the company's shares which is (90,000,000). The meeting is valid according to Article (93) of the Companies Law and Article (36) of the Company's Articles of Association.

The president of the Assembly announced that Mr. Bandar Sulaiman M. Al-Bohiry was appointed as secretary of the Assembly, and members of the vote Collection and counting committee consisting of Mr. Alsadig Musa and Mr. Ayed Alshamary were also selected.

He also explained to the shareholders that the electronic voting will be closed at 07:00PM on the day of the assembly.

After that, reading the assembly's agenda items began as follows:

First Item: Voting on the auditor report on the Company's accounts for the fiscal year ending on 31/12/2022G.

Second Item: Review and discuss the financial statements for the fiscal year ending on 31/12/2022G.

After reviewing the first and second items, the representatives of the auditor, Ernst & Young, read their report on the audit of the company's (consolidated) financial statements for the fiscal year ending on 31/12/2022G,

No questions were received with regards to the auditor's reports, noting that the chance for questions and inquiries were previously opened with the assembly invitation that was published to the shareholders.

The President of the Assembly then thanked the representatives of the auditor and allowed them to leave the meeting.

Then the respected member of the Board -the Chairman of the Audit Committee Dr. Raed Abdullah Ibrahim Al-Hogail reciting the Audit Committee's report on its opinion on the effectiveness of the internal control system in the company and its work and tasks during the year 2022G.

After that, the rest of the agenda items was completed as follows:

Third Item: Review and discuss the Board of Directors' report for the fiscal year ending on 31/12/2022G.

Fourth Item: Voting on absolving the Members of the Board Directors from their liabilities for the fiscal year ending on 31/12/2022G.

Fifth Item: Voting on appointing the auditor for the Company from among the candidates based on the Audit Committee's recommendation, the appointed auditor/s shall examine, review and audit the second, third, fourth quarter and annual financial statements of the fiscal year 2023G, and the first quarter of the fiscal year 2024G and the determination of the auditor remuneration.

Sixth Item: Voting on delegating the Board of Directors to distribute interim dividends on a biannual/quarterly basis, for the fiscal year 2023G, and setting the eligibility and payment dates in accordance with Implementing Regulation of the Companies Law for Listed Joint Stock Companies.

Seventh Item: Voting on delegating to the Board of Directors the authorization powers of the General Assembly stipulated in paragraph (1) of Article (27) of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.

Eighth Item: Voting on the Board of the Director's resolution to appoint Mr. Bandar Suliman Mohammed Al-Bohiry as (a non-executive member) starting from the date of his appointment on 01/01/2023G to complete the Board term until the end of the current term on 02/10/2024G succeeding the former member Mr. Muwaffaq Mansour Mohammed Jamal- (non-executive member).

Ninth Item: Voting on amending the audit committee charter.

Tenth Item: Voting on amending the Remuneration policy for members of the Board of Directors, Committees and Executive Management.

Eleventh Item: Voting on the amendment of Article (3) of the Company's bylaws relating to the Company's Objectives.

Twelfth Item: Voting on the amendment of Article (4) of the Company's bylaws relating to Partnership and ownership in companies.

Thirteenth Item: Voting on the deletion of Article (6) from the Company's bylaws with regard to the Company Duration.

Fourteenth Item: Voting on the recommendation of the Board of Directors to the split of the company's shares according to the following:

- The nominal value of the share before the amendment: SR (10).
- The nominal value of the share after the adjustment: SR (1).
- The number of shares before the amendment: 90,000,000 shares.
- The number of shares after the adjustment: 900,000,000 shares.
- There is no change in the company's capital before and after the stock split.

Effective date: If the clause is approved, the division decision will be effective for all shareholders of the company who own shares on the day of the extraordinary general assembly and are registered in the company's shareholder register with the Securities Depository Center Company (Edaa center) at the end of the second trading day following the date of the extraordinary general assembly which decided to divide the shares.

The effect of the decision will be applied to the share price, starting from the business day following the meeting, provided that the decision will be implemented in relation to the number of shares in shareholders' portfolios on the second trading day following the date of the extraordinary general assembly in which it was decided to divide the shares.

- Amending article (7) of the company's bylaws related to the Company's capital and shares.

Fifteenth Item: Voting on the amendment of Article (8) of the Company's bylaws relating to the Company's Shareholders.

Sixteenth Item: Voting on the amendment of Article (9) of the Company's bylaws relating to the Issue of Company's Shares.

Seventeenth Item: Voting on the amendment of Article (10) of the Company's bylaws relating to the Sale of unsatisfied shares.

Eighteenth Item: Voting on the deletion of Article (11) from the Company's bylaws with regard to the Shares Trading.

Nineteenth Item: Voting on the amendment of Article (12) of the Company's bylaws relating to the Shareholders' Register.

Twentieth Item: Voting on the amendment of Article (13) of the Company's bylaws relating to the Capital Increase.

Twenty-First Item: Voting on the amendment of Article (14) of the Company's bylaws relating to the Capital Decrease.

Twenty-Second Item: Voting on the amendment of Article (15) of the Company's bylaws relating to the Bonds and Debt instruments.

Twenty-Third Item: Voting on the amendment of Article (16) of the Company's bylaws relating to the Purchase or Pledging of the Company's Shares.

Twenty-Fourth Item: Voting on the amendment of Article (17) of the Company's bylaws relating to the Company Management.

Twenty-Fifth Item: Voting on the amendment of Article (18) of the Company's bylaws relating to the Expiry of the Board Membership.

Twenty-Sixth Item: Voting on the amendment of Article (19) of the Company's bylaws relating to the Vacant post in the Board of Directors.

Twenty-Seventh Item: Voting on the amendment of Article (20) of the Company's bylaws relating to the Authorities of the Board of Directors.

Twenty-Eighth Item: Voting on the amendment of Article (21) of the Company's bylaws relating to the Remuneration of the Members of the Board of Directors.

Twenty-Ninth Item: Voting on the amendment of Article (22) of the Company's bylaws relating to the Board Chairman, Vice Chairman, Managing Director and Secretary.

Thirtieth Item: Voting on the amendment of Article (23) of the Company's bylaws relating to the Meetings of the Board of Directors.

Thirty-First Item: Voting on the amendment of Article (24) of the Company's bylaws relating to the Board Meeting's Quorum.

Thirty-Second Item: Voting on the amendment of Article (25) of the Company's bylaws relating to the Deliberations of the Board.

Thirty-Third Item: Voting on the addition of an Article to the Company's bylaws to be numbered (24) relating to the Evaluating the decisions of the Board of Directors.

Thirty-Fourth Item: Voting on the amendment of Article (26) of the Company's bylaws relating to the Executive Committee.

Thirty-Fifth Item: Voting on the amendment of Article (27) of the Company's bylaws relating to the Formation of Audit Committee.

Thirty-Sixth Item: Voting on the amendment of Article (28) of the Company's bylaws relating to the Remuneration and Nomination Committee.

Thirty-Seventh Item: Voting on the amendment of Article (29) related to the Attendance of Assemblies.

Thirty-Eighth Item: Voting on the deletion of Article (30) from the Company's bylaws with regard to the General Transformation Assembly.

Thirty-Ninth Item: Voting on the amendment of Article (31) of the Company's bylaws relating to the Authorities of the Ordinary General Assembly.

Fortieth Item: Voting on the amendment of Article (32) of the Company's bylaws relating to the Authorities of the Extraordinary General Assembly.

Forty-First Item: Voting on the amendment of Article (33) of the Company's bylaws relating to the Invitation for the General Assemblies

Forty-Second Item: Voting on the deletion of Article (34) from the Company's bylaws with regard to Assemblies Attendance Record.

Forty-Third Item: Voting on the amendment of Article (35) of the Company's bylaws relating to the Quorum of the Ordinary General Assembly Meeting.

Forty-Fourth Item: Voting on the amendment of Article (36) of the Company's bylaws relating to the Quorum of the Extraordinary General Assembly Meeting.

Forty-Fifth Item: Voting on the amendment of Article (37) of the Company's bylaws relating to Voting in Assemblies.

Forty-Sixth Item: Voting on the amendment of Article (38) of the Company's bylaws relating to the Assemblies Resolutions.

Forty-Seventh Item: Voting on the amendment of Article (39) of the Company's bylaws relating to Discussions in the Assemblies.

Forty-Eighth Item: Voting on the amendment of Article (40) of the Company's bylaws relating to the General Assemblies Presiding and Minutes Preparation.

Forty-Ninth Item: Voting on the amendment of Article (41) of the Company's bylaws relating to the Appointment of the Account's Auditor's.

Fiftieth Item: Voting on the amendment of Article (42) of the Company's bylaws relating to the Authorities of the Accounts Auditor.

Fifty-First Item: Voting on the amendment of Article (43) of the Company's bylaws relating to the Auditor's Report.

Fifty-Second Item: Voting on the amendment of Article (44) of the Company's bylaws relating to the Fiscal Year.

Fifty-Third Item: Voting on the amendment of Article (45) of the Company's bylaws relating to Financial Documents.

Fifty-Fourth Item: Voting on the amendment of Article (46) of the Company's bylaws relating to the Profits Distribution.

Fifty-Fifth Item: Voting on the deletion of Article (47) from the Company's bylaws with regard to Interim Dividends.

Fifty-Sixth Item: Voting on the amendment of Article (48) of the Company's bylaws relating to the Dividends Entitlement.

Fifty-Seventh Item: Voting on the amendment of Article (49) of the Company's bylaws relating to the Company's Losses.

Fifty-Eighth Item: Voting on the amendment of Article (50) of the Company's bylaws relating to the Responsibility Claim.

Fifty-Ninth Item: Voting on the amendment of Article (51) of the Company's bylaws relating to the Expiry of the Company.

Sixtieth Item: Voting on the amendment of Article (52) of the Company's bylaws relating to the Companies Law.

Sixty-First Item: Voting on the deletion of Article (53) from the Company's bylaws with regard to Publication.

Sixty-Second Item: Voting on the transfer of the balance of the statutory reserve until the date of the Extraordinary General Assembly to the balance of retained profits which amounting to SR (247,787,676) on 31/12/2022G.

Sixty-Third Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim and the Board of Member Mr. Bandar Suliman Mohammed Al-Bohairy) they have an indirect interest, the transaction is contract for selling a land owned by the company in Riyadh city with amount of SR (186,568,704), there are no preferential conditions in this transaction.

Sixty-Fourth Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim and the Board of Member Mr. Bandar Suliman Mohammed Al-Bohairy) they have an indirect interest, the transaction is a leasing contract for administrative offices for one year, with amount of SR (1,452,550), there are no preferential conditions in this transaction.

Sixty-Fifth Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al Othaim, and the Board of Member Mr. Bandar Suliman Mohammed Al-Bohairy) they have an indirect interest, the transaction is a leasing contract for electricity services and common benefits in the leased branches for one year, with amount of SR (4,561,917), the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.

Sixty-Sixth Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim and the Board of Member Mr. Bandar Suliman Mohammed Al-Bohairy) they have an

indirect interest, the transaction is contract for electricity services for billboards in the commercial complexes for one year, with amount of SR (36,000), there are no preferential conditions in this transaction.

Sixty-Seventh Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al Othaim, and the Board of Member Mr. Bandar Suliman Mohammed Al-Bohairy) they have an indirect interest, the transaction is contract for location inside AL-Othaim mull-in Al-Khafji city for (15) years, with amount of SR (12,694,500) annually, there are no preferential conditions in this transaction.

Sixty-Eighth Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Fashion Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a lease contract for administrative offices for (5) years, with amount of SR (82,450) Annually, there are no preferential conditions in this transaction.

Sixty-Ninth Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Fashion Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a leasing contract for administrative offices for (4) years, with amount of SR (93,075) Annually, there are no preferential conditions in this transaction.

Seventieth Item: Voting on the transactions and contracts that will concluded between the company and Abdullah Al Othaim Entertainment Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a leasing contract for Entertainment Center Oqba (37) for (4) years and (3) months, with amount of SR (417,225) Annually there are no preferential conditions in this transaction.

Seventy-First Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Entertainment Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a leasing contract for Entertainment Center Swaidi (39) for (10) years, with amount of SR (1,031,073) Annually, there are no preferential conditions in this transaction.

Seventy-Second Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Entertainment Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is contract for Common services for one year, with amount of SR (381,081), the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.

Seventy-Third Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Food Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is contract for Common services for one year, with amount of SR (11,500), the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.

Seventy-Fourth Item: Voting on the transactions and contracts that will be concluded between the company and Seven Service Company “a subsidiary company”, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a contract commissions for selling goods for one year, with amount of SR (2,535,783) It is among the normal business that takes place between the company and its subsidiaries, the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.

Seventy-Fifth Item: Voting on the transactions and contracts that will be concluded between the company and Shorfat AL-Jazeera’s Company for operation and maintenance “a subsidiary company”, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a contract labor services rental for one year, with amount of SR (3,516,612), It is among the normal business that takes place between the company and its subsidiaries, the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.

Seventy-Sixth Item: Voting on the transactions and contracts that will be concluded between the company and Marafeg AL-Ttashgeel Company “a subsidiary company”, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a contract labor services rental for one year, with amount of SR (8,016,540), It is among the normal business that takes place between the company and its subsidiaries, the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.

Seventy-Seventh Item: Voting on the transactions and contracts that will be concluded between the company and Al-Jouf Agricultural Company, where the Vice Chairman of the Board of Directors Mr. Bader Hamed Abdulrazaq Al-Aujan has an indirect interest, the transaction is a contract of purchasing material food for one

year, with amount of SR (26,038,513), the value is variable and will be calculated at the end of the year, its ongoing commercial transactions that take place in the ordinary course of business and according to the prevailing commercial terms without any preferential terms.

Seventy-Eighth Item: Voting on the transactions and contracts that will be concluded between the company and Arab Company for Agricultural Services, where the Vice Chairman of the Board of Directors Mr. Bader Hamed Abdulrazaq Al-Aujan has an indirect interest, the transaction is a contract of purchasing material food for one year, with amount of SR (27,951,420) the value is variable and will be calculated at the end of the year, its ongoing commercial transactions that take place in the ordinary course of business and according to the prevailing commercial terms without any preferential terms.

Seventy-Ninth Item: Voting on the transactions and contracts that will be concluded between the company and Almarai Company, where the Member of the Board Mr. Muhammad Hassan Ibrahim Al-Shuhail has an indirect interest, the transaction is a contract for supplying food products one year, with amount of SR (470,223,631) the value is variable and will be calculated at the end of the year, its ongoing commercial transactions that take place in the ordinary course of business and according to the prevailing commercial terms without any preferential terms.

Then, after presenting the items, the chance for questions was opened to the shareholders and they were as follows:

The First Question: What is the main objective of transferring the statutory reserve to the item of retained earnings?

The Answer: The Transfer is considered an accounting procedure to transfer the balance between the equity items, which allows more freedom for the company to dispose it as needed.

The Second Question: When are the shares deposited after the split in Tadawul?

The Answer: The number of additional shares resulting from the split shall be deposited in the shareholders' portfolios after the second trading day and after the assembly's approval of the split.

The Third Question: Where do we get the option to vote on items?

The Answer: Voting on the articles of the assembly takes place through the Tadawulat website.

The Fourth Question: How many free float shares will be traded tomorrow at the new price, 90 million or 900 million?

The Answer: If the question is about the trading price of the share after the approval of the assembly, it will be based on the nominal value of the share after the split.

The Fifth Question: What is the goal of split the share price?

The Answer: The main reason is to increase the investor base, which enables them to own shares in the company.

The Sixth Question: Is the expansion plan to reach 600 hundred branches inside Saudi Arabia only?

The Answer: Yes, as disclosed in the Annual Board of Directors' report for the year 2022G.

The Seventh Question: How long does it take for the Company to reach 600 hundred branches?

The Answer: According to the company's strategy, it is planned for five years, God willing.

The Eighth Question: Can I buy new shares tomorrow, or can not buy before adding the Split shares after two trading sessions?

The Answer: Yes, the purchasing is available at any time.

The Ninth Question: Will the company buy its shares?

The Answer: The company's purchase its shares is subject to the estimates of the Board of Directors and the approval of the shareholders General Assembly, and no decision has been announced in this regard so far.

The Tenth Question: What is the impact of the Egyptian pound exchange rate on the Company's branches in Egypt?

The Answer: The company in Egypt enjoys a strong financial position, and the investment in the Company used in fixed assets, and there is no effect as a result of the exchange rate of the Egyptian pound on the company's operations in Egypt because all the company's operations are carried out in Egyptian pounds.

The Eleventh Question: What is the benefit of selling real estate to Abdullah Al-Othaim Investment Company?

The Answer: As previously announced and through the regular channels of disclosure, the reason for selling real estate and the company's investment in Abdullah Al-Othaim Investment Company is to focus on the company's main activity and its complementary activities. The company has redirected its investments as it invested in the Flour Mills Company because its complementary to the company's main activity.

The Twelfth Question: How many branches of the company have been opened as per its future's plan to reach 600 branches?

The Answer: The plans to achieve the targets of the branches are proceeding as planned, as 36 branches were opened during the year 2022 AD, and 10 branches were opened during the first quarter of the current year 2023 AD, and we expect that the expansion plans will continue with openings to reach the branches planned in the strategy.

The Thirteenth Question: Can I sell the remaining shares in the portfolio tomorrow?

The Answer: The number of shares in the portfolio can be sold before the assembly, and the additional shares resulting from the split will be added after two trading days from the approval of the assembly according to the Saudi Stock Exchange and related regulations.

The Fourteenth Question: Can we see bonus shares in the coming years?

The Answer: The Board of Directors did not decide on this matter yet, and it is subject to the Board's discretion when the company needs to increase its capital.

The Fifteenth Question: Will the profits from the sale of the company's land in Riyadh to Abdullah Al-Othaim Investment Company can be included in the profits of this second quarter 2023G?

The Answer: After the approval of the General Assembly, this depends on the signing of the sale agreement with the buying party, which will be subject to its terms, as the receipt of the value will be within 90 days from the date of the approval of the Assembly, and if the procedures are completed during this period, profits can be included in the second quarter of 2023G.

The Sixteenth Question: Does the company have a direction to increase capital?

The Answer: The question has been answered previously.

The Seventeenth Question: Does the company have any other investments that are currently being studied for sale?

The Answer: Currently There is no direction.

The Eighteenth Question: Was the reason for the write-off of other activities due to losses, or to focus on retail?

The Answer: There are no losses from the investments that were exited from, as the reason for the exit was to focus on the company's main activity and its complementary activities.

The Nineteenth Question: Are there plans to offer the companies in which the company invests (Mueen Human Resources) or (The Flour Mills Company)?

The Answer: No decisions have been taken in this regard so far.

The Twentieth Question: Does the company have direction for expansion and investment in the Gulf countries?

The Answer: There is currently no direction for that.

The Twenty-First Question: Are the company's branches owned or rented by a related party?

The Answer: The majority of the branches are rented, and a small part of them is owned by the company, and the rented from the related parties very limited without any preferential conditions and according to the regular procedures.

The Twenty-Second Question: Will the company continue to distribute profits on quarterly bases in the future?

The Answer: It is customary for the company to distribute profits on a semi-annual basis, and distributed quarterly profits as an exceptional, and it is keen to continue in a stable direction for distributing profits.

The Twenty-Third Question: Is the company thinking of appointing a market maker, as announced by some joint-stock companies?

The Answer: There is no current decision or direction towards that, and when a decision is taken in this regard, it will be disclosed according to the regulations.

After the electronic voting was closed, the voting results were sorted and came as follows, as they were read to the shareholders during the meeting:

Item	Agree	Disagree	Abstaining
First Item: Voting on the auditor report on the Company's accounts for the fiscal year ending on 31/12/2022G.	65,576,882 %99.13	1,269 %0.00	573,727 %0.87
Second Item: Review and discuss the financial statements for the fiscal year ending on 31/12/2022G.			
Third Item: Review and discuss the Board of Directors' report for the fiscal year ending on 31/12/2022G.			
Fourth Item: Voting on absolving the Members of the Board Directors from their liabilities for the fiscal year ending on 31/12/2022G.	65,529,043 %99.07	24,102 %0.03	593,743 %0.90
Fifth Item: Voting on appointing the auditor for the Company from among the candidates based on the Audit Committee's recommendation, the appointed auditor/s shall examine, review and audit the second, third, fourth quarter			

Item	Agree	Disagree	Abstaining
and annual financial statements of the fiscal year 2023G, and the first quarter of the fiscal year 2024G and the determination of the auditor remuneration.			
First Nominee: Ernst & Young Company.	60,347,833 %91.22		
Second Nominee: Baker and Tilly Company.	48 %0.00		
Third Nominee: Ibrahim Ahmed Al Bassam & Co.	37,287 %0.06	-	5,101,223 %7.71
Fourth Nominee: Dr. Muhammad Al Amri & Co.	665,437 %1.01		
Sixth Item: Voting on delegating the Board of Directors to distribute interim dividends on a biannual/quarterly basis, for the fiscal year 2023G, and setting the eligibility and payment dates in accordance with Implementing Regulation of the Companies Law for Listed Joint Stock Companies.	66,026,015 %99.81	835 %0.00	125,028 %0.19
Seventh Item: Voting on delegating to the Board of Directors the authorization powers of the General Assembly stipulated in paragraph (1) of Article (27) of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.	64,335,974 %97.27	373,867 %0.56	1,433,047 %2.17
Eighth Item: Voting on the Board of the Director's resolution to appoint Mr. Bandar Suliman Mohammed Al-Bohiry as (a non-executive member) starting from the date of his appointment on 01/01/2023G to complete the Board term until the end of the current term on 02/10/2024G succeeding the former member Mr. Muwaffaq Mansour Mohammed Jamal-(non-executive member).	64,745,650 %97.87	410,253 %0.62	995,975 %1.51
Ninth Item: Voting on amending the audit committee charter.	63,345,582 %95.76	2,239,413 %3.38	566,883 %0.86
Tenth Item: Voting on amending the Remuneration policy for members of the Board of Directors, Committees and Executive Management.	65,267,348 %98.66	300,053 %0.46	584,477 %0.88
Eleventh Item: Voting on the amendment of Article (3) of the Company's bylaws relating to the Company's Objectives.	63,634,447 %96.19	1,914,511 %2.90	602,920 %0.91
Twelfth Item: Voting on the amendment of Article (4) of the Company's bylaws relating to Partnership and ownership in companies.	65,582,986 %99.14	2,149 %0.00	566,743 %0.86
Thirteenth Item: Voting on the deletion of Article (6) from the Company's bylaws with regard to the Company Duration.	65,582,892 %99.14	2,223 %0.00	566,763 %0.86
Fourteenth Item: Voting on the recommendation of the Board of Directors to the split of the company's shares according to the following: <ul style="list-style-type: none"> - The nominal value of the share before the amendment: SR (10). - The nominal value of the share after the adjustment: SR (1). - The number of shares before the amendment: 90,000,000 shares. - The number of shares after the adjustment: 900,000,000 shares. - There is no change in the company's capital before and after the stock split. Effective date: If the clause is approved, the division decision will be effective for all shareholders of the company who own shares on the day of the extraordinary general assembly and are registered in the company's shareholder register with the Securities Depository Center Company (Edaa center) at the end	65,640,467 %99.23	6,088 %0.01	505,323 %0.76

<p>of the second trading day following the date of the extraordinary general assembly which decided to divide the shares.</p> <p>The effect of the decision will be applied to the share price, starting from the business day following the meeting, provided that the decision will be implemented in relation to the number of shares in shareholders' portfolios on the second trading day following the date of the extraordinary general assembly in which it was decided to divide the shares.</p> <ul style="list-style-type: none"> - Amending article (7) of the company's bylaws related to the Company's capital and shares. 			
Fifteenth Item: Voting on the amendment of Article (8) of the Company's bylaws relating to the Company's Shareholders.	65,542,080 %99.08	2,196 %0.00	607,602 %0.92
Sixteenth Item: Voting on the amendment of Article (9) of the Company's bylaws relating to the Issue of Company's Shares.	65,542,107 %99.08	2,160 %0.00	607,611 %0.92
Seventeenth Item: Voting on the amendment of Article (10) of the Company's bylaws relating to the Sale of unsatisfied shares.	65,542,194 %99.08	2,244 %0.00	607,440 %0.92
Eighteenth Item: Voting on the deletion of Article (11) from the Company's bylaws with regard to the Shares Trading.	65,541,997 %99.08	2,124 %0.00	607,757 %0.92
Nineteenth Item: Voting on the amendment of Article (12) of the Company's bylaws relating to the Shareholders' Register.	65,542,144 %99.08	2,124 %0.00	607,610 %0.92
Twentieth Item: Voting on the amendment of Article (13) of the Company's bylaws relating to the Capital Increase.	65,542,223 %99.08	2,124 %0.00	607,531 %0.92
Twenty-First Item: Voting on the amendment of Article (14) of the Company's bylaws relating to the Capital Decrease.	65,541,282 %99.08	2,945 %0.00	607,651 %0.92
Twenty-Second Item: Voting on the amendment of Article (15) of the Company's bylaws relating to the Bonds and Debt instruments.	65,537,006 %99.07	2,176 %0.00	612,696 %0.93
Twenty-Third Item: Voting on the amendment of Article (16) of the Company's bylaws relating to the Purchase or Pledging of the Company's Shares.	65,536,901 %99.07	7,176 %0.01	607,801 %0.92
Twenty-Fourth Item: Voting on the amendment of Article (17) of the Company's bylaws relating to the Company Management.	65,542,104 %99.08	2,172 %0.00	607,602 %0.92
Twenty-Fifth Item: Voting on the amendment of Article (18) of the Company's bylaws relating to the Expiry of the Board Membership.	65,537,096 %99.07	2,212 %0.00	612,570 %0.93
Twenty-Sixth Item: Voting on the amendment of Article (19) of the Company's bylaws relating to the Vacant post in the Board of Directors.	65,537,060 %99.07	2,216 %0.00	612,602 %0.93
Twenty-Seventh Item: Voting on the amendment of Article (20) of the Company's bylaws relating to the Authorities of the Board of Directors.	65,537,056 %99.07	2,252 %0.00	612,570 %0.93
Twenty-Eighth Item: Voting on the amendment of Article (21) of the Company's bylaws relating to the Remuneration of the Members of the Board of Directors.	65,523,023 %99.05	3,975 %0.01	624,880 %0.94
Twenty-Ninth Item: Voting on the amendment of Article (22) of the Company's bylaws relating to the Board Chairman, Vice Chairman, Managing Director and Secretary.	65,537,100 %99.07	3,305 %0.01	611,473 %0.92
Thirtieth Item: Voting on the amendment of Article (23) of the Company's bylaws relating to the Meetings of the Board of Directors.	65,537,100 %99.07	2,246 %0.00	612,532 %0.93
Thirty-First Item: Voting on the amendment of Article (24) of the Company's bylaws relating to the Board Meeting's Quorum.	65,537,064 %99.07	2,282 %0.00	612,532 %0.93
Thirty-Second Item: Voting on the amendment of Article (25) of the Company's bylaws relating to the Deliberations of the Board.	65,537,062 %99.07	2,272 %0.00	612,544 %0.93
Thirty-Third Item: Voting on the addition of an Article to the Company's bylaws to be numbered (24) relating to the Evaluating the decisions of the Board of Directors.	65,537,096 %99.07	2,228 %0.00	612,554 %0.93
Thirty-Fourth Item: Voting on the amendment of Article (26) of the Company's bylaws relating to the Executive Committee.	65,537,064 %99.07	2,276 %0.00	612,538 %0.93

Thirty-Fifth Item: Voting on the amendment of Article (27) of the Company's bylaws relating to the Formation of Audit Committee.	63,300,278 %95.69	2,239,070 %3.38	612,530 %0.93
Thirty-Sixth Item: Voting on the amendment of Article (28) of the Company's bylaws relating to the Remuneration and Nomination Committee.	65,521,006 %99.05	18,246 %0.02	612,626 %0.93
Thirty-Seventh Item: Voting on the amendment of Article (29) related to the Attendance of Assemblies.	63,341,556 %95.75	2,197,792 %3.32	612,530 %0.93
Thirty-Eighth Item: Voting on the deletion of Article (30) from the Company's bylaws with regard to the General Transformation Assembly.	65,537,098 %99.07	2,250 %0.00	612,530 %0.93
Thirty-Ninth Item: Voting on the amendment of Article (31) of the Company's bylaws relating to the Authorities of the Ordinary General Assembly.	65,530,604 %99.06	8,782 %0.01	612,492 %0.93
Fortieth Item: Voting on the amendment of Article (32) of the Company's bylaws relating to the Authorities of the Extraordinary General Assembly.	65,537,100 %99.07	2,282 %0.00	612,496 %0.93
Forty-First Item: Voting on the amendment of Article (33) of the Company's bylaws relating to the Invitation for the General Assemblies.	63,405,093 %95.85	2,175,010 %3.29	571,775 %0.86
Forty-Second Item: Voting on the deletion of Article (34) from the Company's bylaws with regard to Assemblies Attendance Record.	65,577,715 %99.13	2,382 %0.01	571,781 %0.86
Forty-Third Item: Voting on the amendment of Article (35) of the Company's bylaws relating to the Quorum of the Ordinary General Assembly Meeting.	63,569,330 %96.10	2,011,798 %3.04	570,750 %0.86
Forty-Fourth Item: Voting on the amendment of Article (36) of the Company's bylaws relating to the Quorum of the Extraordinary General Assembly Meeting.	65,577,715 %99.13	2,384 %0.01	571,779 %0.86
Forty-Fifth Item: Voting on the amendment of Article (37) of the Company's bylaws relating to Voting in Assemblies.	65,577,715 %99.13	2,388 %0.01	571,775 %0.86
Forty-Sixth Item: Voting on the amendment of Article (38) of the Company's bylaws relating to the Assemblies Resolutions.	65,577,751 %99.13	2,314 %0.01	571,813 %0.86
Forty-Seventh Item: Voting on the amendment of Article (39) of the Company's bylaws relating to Discussions in the Assemblies.	65,577,635 %99.13	2,400 %0.01	571,843 %0.86
Forty-Eighth Item: Voting on the amendment of Article (40) of the Company's bylaws relating to the General Assemblies Presiding and Minutes Preparation.	65,577,753 %99.13	2,346 %0.01	571,779 %0.86
Forty-Ninth Item: Voting on the amendment of Article (41) of the Company's bylaws relating to the Appointment of the Account's Auditor's.	65,577,853 %99.13	2,246 %0.01	571,779 %0.86
Fiftieth Item: Voting on the amendment of Article (42) of the Company's bylaws relating to the Authorities of the Accounts Auditor.	65,577,817 %99.13	2,282 %0.01	571,779 %0.86
Fifty-First Item: Voting on the amendment of Article (43) of the Company's bylaws relating to the Auditor's Report.	65,577,853 %99.13	2,246 %0.01	571,779 %0.86
Fifty-Second Item: Voting on the amendment of Article (44) of the Company's bylaws relating to the Fiscal Year.	65,577,865 %99.13	2,198 %0.01	571,815 %0.86
Fifty-Third Item: Voting on the amendment of Article (45) of the Company's bylaws relating to Financial Documents.	65,577,815 %99.13	2,286 %0.01	571,777 %0.86
Fifty-Fourth Item: Voting on the amendment of Article (46) of the Company's bylaws relating to the Profits Distribution.	65,577,838 %99.13	2,186 %0.01	571,854 %0.86
Fifty-Fifth Item: Voting on the deletion of Article (47) from the Company's bylaws with regard to Interim Dividends.	65,537,083 %99.07	2,190 %0.00	612,605 %0.93
Fifty-Sixth Item: Voting on the amendment of Article (48) of the Company's bylaws relating to the Dividends Entitlement.	65,577,889 %99.13	2,246 %0.01	571,743 %0.86
Fifty-Seventh Item: Voting on the amendment of Article (49) of the Company's bylaws relating to the Company's Losses.	65,535,048 %99.06	3,661 %0.01	613,169 %0.93
Fifty-Eighth Item: Voting on the amendment of Article (50) of the Company's bylaws relating to the Responsibility Claim.	63,309,443 %95.70	2,229,827 %3.37	612,608 %0.93

Fifty-Ninth Item: Voting on the amendment of Article (51) of the Company's bylaws relating to the Expiry of the Company.	65,537,032 %99.06	3,283 %0.01	611,563 %0.93
Sixtieth Item: Voting on the amendment of Article (52) of the Company's bylaws relating to the Companies Law.	63,646,307 %96.21	1,894,004 %2.86	611,567 %0.93
Sixty-First Item: Voting on the deletion of Article (53) from the Company's bylaws with regard to Publication.	65,537,072 %99.06	3,283 %0.01	611,523 %0.93
Sixty-Second Item: Voting on the transfer of the balance of the statutory reserve until the date of the Extraordinary General Assembly to the balance of retained profits which amounting to SR (247,787,676) on 31/12/2022G.	65,584,013 %99.14	2,158 %0.00	565,707 %0.86
Sixty-Third Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim and the Board of Member Mr. Bandar Suliman Mohammed Al-Bohairy) they have an indirect interest, the transaction is contract for selling a land owned by the company in Riyadh city with amount of SR (186,568,704), there are no preferential conditions in this transaction.	65,104,543 %98.42	4,697 %0.01	1,038,638 %1.57
Sixty-Fourth Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim and the Board of Member Mr. Bandar Suliman Mohammed Al-Bohairy) they have an indirect interest, the transaction is a leasing contract for administrative offices for one year, with amount of SR (1,452,550), there are no preferential conditions in this transaction.	65,104,445 %98.42	4,695 %0.01	1,038,738 %1.57
Sixty-Fifth Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al Othaim, and the Board of Member Mr. Bandar Suliman Mohammed Al-Bohairy) they have an indirect interest, the transaction is a leasing contract for electricity services and common benefits in the leased branches for one year, with amount of SR (4,561,917), the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.	65,104,445 %98.42	9,697 %0.01	1,033,736 %1.57
Sixty-Sixth Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim and the Board of Member Mr. Bandar Suliman Mohammed Al-Bohairy) they have an indirect interest, the transaction is contract for electricity services for billboards in the commercial complexes for one year, with amount of SR (36,000), there are no preferential conditions in this transaction.	65,104,597 %98.42	4,647 %0.01	1,038,634 %1.57
Sixty-Seventh Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al Othaim, and the Board of Member Mr. Bandar Suliman Mohammed Al-Bohairy) they have an indirect interest, the transaction is contract for location inside AL-Othaim mull-in Al-Khafji city for (15) years, with amount of SR (12,694,500) annually, there are no preferential conditions in this transaction.	65,104,543 %98.42	9,699 %0.01	1,033,636 %1.57
Sixty-Eighth Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Fashion Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a lease contract for administrative offices for (5) years,	65,108,557 %98.42	4,699 %0.01	1,038,622 %1.57

with amount of SR (82,450) Annually, there are no preferential conditions in this transaction.			
Sixty-Ninth Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Fashion Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a leasing contract for administrative offices for (4) years, with amount of SR (93,075) Annually, there are no preferential conditions in this transaction.	65,108,605 %98.42	4,647 %0.01	1,038,626 %1.57
Seventieth Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Entertainment Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a leasing contract for Entertainment Center Oqba (37) for (4) years and (3) months, with amount of SR (417,225) Annually there are no preferential conditions in this transaction.	65,107,965 %98.42	5,285 %0.01	1,038,628 %1.57
Seventy-First Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Entertainment Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a leasing contract for Entertainment Center Swaidi (39) for (10) years, with amount of SR (1,031,073) Annually, there are no preferential conditions in this transaction.	65,107,216 %98.42	11,038 %0.02	1,033,624 %1.56
Seventy-Second Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Entertainment Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is contract for Common services for one year, with amount of SR (381,081), the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.	62,871,229 %95.04	2,242,027 %3.39	1,038,622 %1.57
Seventy-Third Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Food Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is contract for Common services for one year, with amount of SR (11,500), the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.	62,873,208 %95.04	2,240,044 %3.39	1,038,626 %1.57
Seventy-Fourth Item: Voting on the transactions and contracts that will be concluded between the company and Seven Service Company “a subsidiary company”, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a contract commissions for selling goods for one year, with amount of SR (2,535,783) It is among the normal business that takes place between the company and its subsidiaries, the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.	63,100,259 %95.39	2,017,987 %3.05	1,033,632 %1.56
Seventy-Fifth Item: Voting on the transactions and contracts that will be concluded between the company and Shorfat AL-Jazeera’s Company for operation and maintenance “a subsidiary company”, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a contract labor services rental for one year, with amount of SR (3,516,612), It is among the normal business that takes place between the company and its subsidiaries, the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.	63,100,263 %95.39	2,017,987 %3.05	1,033,628 %1.56

<p>Seventy-Sixth Item: Voting on the transactions and contracts that will be concluded between the company and Marafeg AL-Ttashgeel Company “a subsidiary company”, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a contract labor services rental for one year, with amount of SR (8,016,540), It is among the normal business that takes place between the company and its subsidiaries, the value is variable and will be calculated at the end of the year, there are no preferential conditions in this transaction.</p>	<p>65,108,600 %98.42</p>	<p>9,650 %0.01</p>	<p>1,033,628 %1.57</p>
<p>Seventy-Seventh Item: Voting on the transactions and contracts that will be concluded between the company and Al-Jouf Agricultural Company, where the Vice Chairman of the Board of Directors Mr. Bader Hamed Abdulrazaq Al-Aujan has an indirect interest, the transaction is a contract of purchasing material food for one year, with amount of SR (26,038,513), the value is variable and will be calculated at the end of the year, its ongoing commercial transactions that take place in the ordinary course of business and according to the prevailing commercial terms without any preferential terms.</p>	<p>65,108,665 %98.42</p>	<p>4,602 %0.01</p>	<p>1,038,611 %1.57</p>
<p>Seventy-Eighth Item: Voting on the transactions and contracts that will be concluded between the company and Arab Company for Agricultural Services, where the Vice Chairman of the Board of Directors Mr. Bader Hamed Abdulrazaq Al-Aujan has an indirect interest, the transaction is a contract of purchasing material food for one year, with amount of SR (27,951,420) the value is variable and will be calculated at the end of the year, its ongoing commercial transactions that take place in the ordinary course of business and according to the prevailing commercial terms without any preferential terms.</p>	<p>65,108,661 %98.42</p>	<p>4,606 %0.01</p>	<p>1,038,611 %1.57</p>
<p>Seventy-Ninth Item: Voting on the transactions and contracts that will be concluded between the company and Almarai Company, where the Member of the Board Mr. Muhammad Hassan Ibrahim Al-Shuhail has an indirect interest, the transaction is a contract for supplying food products one year, with amount of SR (470,223,631) the value is variable and will be calculated at the end of the year, its ongoing commercial transactions that take place in the ordinary course of business and according to the prevailing commercial terms without any preferential terms.</p>	<p>65,108,617 %98.42</p>	<p>4,646 %0.01</p>	<p>1,038,615 %1.57</p>

The meeting ended at 07:30 PM, when the president of the Assembly, on behalf of the company's board of directors and all its employees, thanked everyone for the active participation in this meeting.

Assembly Secretary
Mr. Bandar S. Albohiry

Assembly President
Mr. Abdullah Saleh Al-Othaim

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