



**Minutes of Extraordinary General Assembly Meeting
for Shareholders of Abdullah Al-Othaim Markets Company
Held on Tuesday 28-03-1446H Correspondent to 01-10-2024G**

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 01/03/1446H Correspondent 04/09/2024G 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 (07:00) PM on Tuesday 28/03/1446H Correspondent to 01/10/2024G 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 Alaujan (Vice Chairman of the Board).
- 3) Mr. Bandar Sulaiman Albohiry (Member of the Board of Directors).
- 4) Mr. Bandar Nasser Al Tamimi. (Member of the Board of Directors).
- 5) Dr. Raed Abdullah Al Hogail (Member of the Board of Directors & Chairman of the Audit Committee).
- 6) Mr. Saad Ibrahim Al Mushawah (Member of the Board of Directors & Chairman of Remunerations and Nomination Committee).
- 7) Mr. Mohammed Hasan Al Shuhail (Member of the Board of Directors).
- 8) Dr. Abdulkarim Hamad Al Nujaidi (Member of the Board of Directors).
- 9) Eng. Muaffaq Abdullah Mubarah (Member of the Board & CEO).

Also, meeting was attended remotely by the representative of the Capital Market Authority Mr. Mohammad Ibrahim Al-Rabie.

The president of the Assembly opened the meeting welcoming the attendees, announcing that the attendees (electronic vote) and their number (495) shareholders, and he disclosed the number of shares represented in the meeting was (633,353,680) Shares which represents (%70.37) of the total number of the company's shares which is (900,000,000). The meeting is valid according to Article (93) of the Companies Law and Article (33) of the Company's Articles of Association. The president of the Assembly announced that Mr. Bandar Sulaiman Mohammed Al-Bohiry was appointed as secretary of the Assembly, and members of the vote Collection and counting committee consisting of Mr. Alsadig Yousif Al-Hasan and Mr. Ayed Khalf Alshamary were also selected.

He also explained to the shareholders that the electronic voting will be closed at 07:30PM on the day of the assembly.

After that, the items on the agenda of the meeting were read, as follows:

First Item: Voting on the amendment of Article (1) of the company's bylaws relating to transformation.

Second Item: Voting on the amendment of Article (3) of the company's bylaws relating to company objectives.

Third Item: Voting on the amendment of Article (8) of the company's bylaws relating to issuance of the company shares.

Fourth Item: Voting on the amendment of Article (9) of the company's bylaws relating to sale of shares of unpaid value.

Fifth Item: Voting on the amendment of Article (12) of the company's bylaws capital decrease.

Sixth Item: Voting on the amendment of Article (13) of the company's bylaws relating to issuance of debt instruments and financing sukuk.

Seventh Item: Voting on the amendment of Article (15) of the company's bylaws relating to company management.

Eighth Item: Voting on the amendment of Article (20) of the company's bylaws relating to chairman of the board of directors, his deputy, the managing director and secretary.

Ninth Item: Voting on the amendment of Article (30) of the company's bylaws relating to powers of the authorities of the extraordinary general assembly.

Tenth Item: Voting on the payment of amount SR (4,097,055) as a remuneration to the Board of Directors for the fiscal year ended on 31/12/2023G.

Eleventh Item: Voting on amending the policy remuneration for members of the Board of Directors, committees and executive management.

Twelfth Item: Voting on the election of board members from among the candidates for the next term, commencing from 03/10/2024G for a term of three years, ending on 02/10/2027G.

Thirteenth Item: Voting on delegating the elected Board of Directors with the authority of the Ordinary General Assembly stipulated in Paragraph (1) of Article Twenty-Seven 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 term of the authorized Board of Directors, whichever comes first, in accordance with the conditions contained in the executive regulations of the Companies Law for listed joint stock companies.

Fourteenth Item: Voting on delegating the Board of Directors to distribute interim dividends on a semi-annual/quarterly, for the fiscal year 2025G.

Fifteenth Item: Voting on the transactions and contracts has been concluded between the company and the General Organization for Social Insurance, where the Member of the Board of Directors Mr. Bandar Nasser Hamad Al Tamimi has an indirect interest, the transaction is the lease contract for the land on which a commercial shopping mall is built located in the city of Dammam for a period of (15) years, with amount of SR (331,537,879), with the prevailing commercial conditions.

Sixteenth Item: Voting on the transactions and contracts has been concluded between the company and the General Organization for Social Insurance, where the Member of the Board of Directors Mr. Bandar Nasser Hamad Al Tamimi has an indirect interest, the transaction is the lease contract for the land with a commercial lounges built on it located in the city of Dammam for a period of (15) years, with amount of SR (91,171,835), with the prevailing commercial conditions.

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

First Question: Can you explain what the new purposes of the Company are?

Answer: Two new activities have been added to the company's objectives, namely "renting trucks with a driver, and retail sale of domestic fuel, coal and firewood."

Second Question: Regarding agenda no (15) in the assembly's agenda does the Company rent the land and lease it to others?

Answer: A commercial complex is built on the land and is rented to others.

Third Question: Can you clarify the relationship of the related party, Mr. Al-Tamimi, and the position he holds in social insurance?

Answer: Mr. Bandar Al-Tamimi - is a member of the Board of Directors of Abdullah Al-Othaim Markets Company and at the same time a senior executive at the General Organization for Social Insurance - where he holds the position of CEO of Human Capital at the organization.

Fourth Question: Is there will be a capital reduction soon?

Answer: The company does not have any decision from its Board of Directors regarding reduction of the company's capital.

Fifth Question: Excuse me, where is the questionnaire?

Answer: If the questionnaire means "voting card", it is available on my Tadawuly platform when you enter to participate and vote in the assembly.

Sixth question: It is noted that many of the articles request amendments without stating what the text of the requested amendment is?

Answer: The amendments to the company's bylaws which presented to shareholders during this meeting were announced on the Saudi Stock Exchange website "Tadawul" and the company's website at the of announcing the assembly invitation, and they show the bylaws before and after the amendment.

Seventh Question: We hope to develop a future for the company within the next five years, at least.

Answer: The company has a strategic plan, and its features were previously announced on the Saudi Stock Exchange website "Tadawul" and the company's website. A summary of it is also published in the annual report of the Board of Directors, and you can refer to what was mentioned.

Eighth Questions: A while ago, a stock grant was announced, but it was not implemented.

Answer: No stock grants have been announced by the company.

Ninth Question: My understanding of the item authorizing the board to distribute profits is the request to approve granting the board powers to be quarterly or semi-annual. Currently, the distribution is quarterly. Is it expected that the distribution period will be amended to become annual for the year 2025 G?

Answer: The Board of Directors' authority to distribute interim dividends is, according to the regulations, to be included in the agenda among the items of the general assembly annually, since the delegation period is limited to one year from the date of the previous general assembly's approval, whether the distribution is quarterly or annually, as long as they are interim dividends.

Tenth Question: Where can I find Tadawulaty platform? How do we open it?

Answer: The link to enter Tadawulaty platform was placed in the announcement of the invitation to the General Assembly.

Eleventh Question: Will entering debt instruments stop the increase in branches? What are the plans for the branches in the Northern Borders? Thank you.

Answer: There is no relationship between debt instruments and stopping the increase in branches. According to its strategic plan, the company is continuously expanding its branches on the widest scale in the Kingdom of Saudi Arabia.

Twelfth Question: What is the purpose of having one of the voting agenda to approve the reduction of capital?

Answer: There is nothing related to reducing the company's capital within the articles of the general assembly, but there is only an improvement amendment to the wording of Article No. (12) related to the capital' reduction.

Thirteenth Question: Does the company plan to continue distributing quarterly profits?

Answer: The company has previously announced on the Saudi Stock Exchange website "Tadawul" a policy for distributing dividends to its shareholders, which includes all the details about the distribution of dividends, and you can refer to it.

Fourteenth Question Are there any plans for the company to grow, increase profits and invest?

Answer: The company has previously announced, as we mentioned, a summary of its strategy, and a summary of it is presented in the annual report of the Board of Directors, noting that the company is in continuous expansion, praise be to God, and approximately (32) branches have been opened during the year 2024G up to date, and the company is focusing on its continuous expansion and enhancing its profitability.

Fifteenth Question: Can you provide more details about Al-Othaim Markets' share of the capital gains from the Fourth Mills Company's IPO, and the expected impact?

Answer: The company has previously announced on the Saudi Stock Exchange website "Tadawul" the latest developments in the process of IPO the Fourth Mills Company, and it was indicated that the expected financial impact is around SR(160) million to Abdullah Al-Othaim Markets Company.

Sixteenth Question: What is the percentage of Al-Othaim Company in the retail sector market among companies, and is there an acquisition plan in other fields?

Answer: Abdullah Al Othaim Markets Company's share has increased to approximately (20%) of the organized trade in the Kingdom to date, and the company is targeting faster growth than the market. Regarding the acquisition plan in other areas, the company has a specialized team that follows up on suitable opportunities and studies them.

Seventeenth Question: Voting is closed? And when does it end?

Answer: Electronic voting is open according to the company's announcement in the invitation to shareholders that was published previously to attend the assembly. Electronic voting was also opened to shareholders four days before the assembly meeting, and it will close at 7:30 pm today.

Eighteenth Question: How many branches are there and what is the percentage of Saudization?

Answer: The number of branches to date has reached approximately (382) branches, and the Saudization rate has reached (48%).

Nineteenth Question: Could you please provide more details about the justifications for the decline in Othaim Markets' profits by about (-69%) in the second quarter of 2024, and whether the expansion in branches is currently taking place, and will result in an increase in expenses and a decrease in profitability in the coming short period, in addition to the capital gains from the mills company?

Answer: Although the operating profits grew by 14.87%, but the net profit declined by 68.96% mainly because the results of the corresponding quarter included nonrecurring capital gains from selling a land amounting to 96.99 million after zakat. And despite the increase in the expenses associated with the new stores opening, mainly, finance cost of lease contracts by SR 5.6 million, and the decline in the gains of investing cash in Islamic sharia compliant deposits by SR 4.2 million, but the improvement in the profit margin and the improved operating efficiency pushed the net profits to grow by 1.99% when excluding the effect of nonrecurring capital gains.

Twentieth Question: Is it possible to clarify item No. 5 regarding the reduction of capital?

Answer: This was previously explained in the answer to the fourth question above.

Twenty-one Question: Is there an intention to buy the company's shares? This may help stabilize and improve the value of the company's shares?

Answer: There is no decision from the company's board of directors regarding this issue yet.

Twenty-two Question: The most important point for any company is short-term and long-term liabilities and debts. What is their percentage of the capital now?

Answer: Currently, the loans are estimated at approximately (45%) of the company's capital, and there are no long-term loans. All of them are short-term and are used to finance the company's operations.

Twenty third Question: Is there any thought of modifying the business model to reduce expenses and thus increase the competitive advantage, for example, making the working hours from 4 pm to 12 am?

Answer: It is known that there are fixed expenses such as site rents, which make us aim for most sales to be in the morning, and changing working hours from 4 pm to 12 AM is not in the best interest of the business as we see it.

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 amendment of Article (1) of the company's bylaws relating to transformation. | 617,325,940 %97.47 | 10,340,189 %1.63 | 5,687,551 %0.90 |
| Second Item: Voting on the amendment of Article (3) of the company's bylaws relating to company objectives | 617,313,968 %97.47 | 10,339,755 1.63 | 5,699,957 %0.90 |
| Third Item: Voting on the amendment of Article (8) of the company's bylaws relating to issuance of the company shares | 617,362,517 %97.48 | 10,343,522 %1.63 | 5,647,641 %0.89 |
| Fourth Item: Voting on the amendment of Article (9) of the company's bylaws relating to sale of shares of unpaid value | 617,365,538 %97.48 | 10,333,206 %1.63 | 5,654,936 %0.89 |
| Fifth Item: Voting on the amendment of Article (12) of the company's bylaws capital decrease | 617,248,755 %97.46 | 10,481,525 %1.65 | 5,623,400 %0.89 |
| Sixth Item: Voting on the amendment of Article (13) of the company's bylaws relating to issuance of debt instruments and financing sukuk | 614,096,765 %96.96 | 10,425,511 %1.65 | 8,831,404 %1.39 |
| Seventh Item: Voting on the amendment of Article (15) of the company's bylaws relating to company management | 617,158,601 %97.44 | 10,398,202 %1.64 | 5,796,877 %0.92 |
| Eighth Item: Voting on the amendment of Article (20) of the company's bylaws relating to chairman of the board of directors, his deputy, the managing director and secretary | 617,153,001 %97.44 | 10,363,486 %1.64 | 5,837,193 %0.92 |
| Ninth Item: Voting on the amendment of Article (30) of the company's bylaws relating to powers of the authorities of the extraordinary general assembly | 617,338,949 %97.47 | 10,353,055 %1.64 | 5,661,676 %0.89 |
| Tenth Item: Voting on the payment of amount SR (4,097,055) as a remuneration to the Board of Directors for the fiscal year ended on 31/12/2023G | 617,019,883 %97.45 | 271,452 %0.04 | 15,868,582 %2.51 |
| Eleventh Item: Voting on amending the policy remuneration for members of the Board of Directors, committees and executive management | 617,023,485 %97.42 | 243,382 %0.04 | 16,086,813 %2.54 |
| Twelfth Item: Voting on the election of board members from among the candidates for the next term, commencing from 03/10/2024G for a term of three years, ending on 02/10/2027G | | | |
| # | Nominees Names | Number of Votes | Percentage % |
| 1) | Abdullah Saleh Ali Al Othaim | 84,472,578.20 | %13.33735 |
| 2) | Bader Hamed Abdulrazaq Alaujan | 84,450,035.97 | %13.33379 |
| 3) | Saad Ibrahim Saad Al mushawah | 83,633,008.44 | %13.20479 |
| 4) | Raed Abdullah Ibrahiem Al hogail | 83,625,609.39 | %13.20362 |
| 5) | Muaffaq Abdullah Mohammed Mubarah | 83,523,509.64 | %13.1875 |
| 6) | Bandar Sulaiman Mohamed Al bohiry | 83,483,801.11 | %13.18123 |
| 7) | Bander Nasser Hamad Al Tamimi | 77,573,289.20 | %12.24802 |
| 8) | Mohammed Ali Hizam Al Qarni | 3,151,065.00 | %0.49752 |

| # | Nominees Names | Number of Votes | Percentage % |
|---|---|-----------------|---------------------|
| 9) | Fahad Ibrahim Abdullah Al hussain | 242,531.10 | %0.03829 |
| 10) | Bassam Muhammad Ibrahim Al Bassam | 200,041.24 | %0.03158 |
| 11) | Abdullah Abdulrahman Abdullah Al Sheikh | 178,003.74 | %0.0281 |
| 12) | Khaled Ali Abdulrahman Al Khudairi | 176,753.30 | %0.02791 |
| 13) | Muhammad Siddiq Abdulrahman Qassab | 175,334.40 | %0.02768 |
| 14) | Fahad Saad Abdullah Al huwamial | 175,233.55 | %0.02767 |
| 15) | Mahdi Naser Jedaee Al dawsry | 143,346.85 | %0.02263 |
| 16) | Ahmed Khedr Abd Allah Al baqshi | 70,907.61 | %0.0112 |
| 17) | Ibrahim Saleh Ibrahim Al Dakhil | 64,891.35 | %0.01025 |
| 18) | Mohammed Abdulaziz Ali Al naeem | 35,089.50 | %0.00554 |
| 19) | Faisal Fahad Mohammed Al othaim | 29,318.94 | %0.00463 |
| 20) | Bader Ali Ahmad Al rabiah | 28,034.94 | %0.00443 |
| 21) | Sami Ahmed Sulaiman Al babtain | 23,992.70 | %0.00379 |
| 22) | Wael Abdulrahman Hamad Al bassam | 22,382.08 | %0.00353 |
| 23) | Mohammed Khaled Mohammed Hanawi | 20,775.15 | %0.00328 |
| 24) | Saeed Abdullah Meather Al meather | 20,687.50 | %0.00327 |
| 25) | Saleh Abdulrahman Saleh Al rasheed | 12,495.60 | %0.00197 |
| 26) | Mohammed Abdulaziz Ali Al Ghafees | 12,301.20 | %0.00194 |
| 27) | Essam Abdelaziz Saleh Al Sugair | 12,298.00 | %0.00194 |
| 28) | Faisal Abdullah Al Abdulsalam | 12,295.00 | %0.00194 |
| 29) | Ahmed Farouk Ibrahim Youssef | 12,130.30 | %0.00192 |
| 30) | Abdulrahman Ibrahim Al Hadlaq | 11,515.80 | %0.00182 |
| 31) | Fahd Attia Al Qasimi Al Dhafeeri | 11,432.05 | %0.00181 |
| 32) | Hassan Khalf Algasim Al faoury | 11,270.95 | %0.00178 |
| 33) | Wahaj Hamed Hassan Mutawa | 11,161.65 | %0.00176 |
| 34) | Fahad Abdullah Ali Al semaih | 11,018.64 | %0.00174 |
| 35) | Rayed Yaqoup Mohammed Mushtaq | 10,995.80 | %0.00174 |
| 36) | Saleh Hassan Saleh Al-Yami | 10,966.10 | %0.00173 |
| 37) | Abdulaziz Ahmed Abdulmohsin Al rashoud | 10,906.50 | %0.00172 |
| 38) | Mohammed Hamad Hassan Al Quraishah | 10,852.40 | %0.00171 |
| 39) | Abdulwahab Musab Abu Kwaik | 10,795.20 | %0.0017 |
| 40) | Abdualziz Muzeed Al humaid | 64.90 | %0.00001 |
| - | Abstains | 47,660,959.00 | %7.52517 |
| Item | Agree | Disagree | Abstaining |
| Thirteenth Item: Voting on delegating the elected Board of Directors with the authority of the Ordinary General Assembly stipulated in Paragraph (1) of Article Twenty-Seven 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 term of the authorized Board of Directors, whichever comes first, in accordance with | 617,009,857 %97.45 | 27,809 %0.00 | 16,122,251 %2.55 |

| Item | Agree | Disagree | Abstaining |
|---|-----------------------|------------------|---------------------|
| the conditions contained in the executive regulations of the Companies Law for listed joint stock companies. | | | |
| Fourteenth Item: Voting on delegating the Board of Directors to distribute interim dividends on a semi-annual/quarterly, for the fiscal year 2025G. | 627,835,543 %99.13 | 6,701 %0.00 | 5,511,436 %0.87 |
| Fifteenth Item: Voting on the transactions and contracts has been concluded between the company and the General Organization for Social Insurance, where the Member of the Board of Directors Mr. Bandar Nasser Hamad Al Tamimi has an indirect interest, the transaction is the lease contract for the land on which a commercial shopping mall is built located in the city of Dammam for a period of (15) years, with amount of SR (331,537,879), with the prevailing commercial conditions | 611,211,367 %96.50 | 164,343 %0.03 | 21,977,970 %3.47 |
| Sixteenth Item: Voting on the transactions and contracts has been concluded between the company and the General Organization for Social Insurance, where the Member of the Board of Directors Mr. Bandar Nasser Hamad Al Tamimi has an indirect interest, the transaction is the lease contract for the land with a commercial lounges built on it located in the city of Dammam for a period of (15) years, with amount of SR (91,171,835), with the prevailing commercial conditions | 611,226,201 %96.51 | 149,593 %0.02 | 21,977,886 %3.47 |

Accordingly, the Board of Directors members were elected for its sixth session of (6) six members starting from 10/03/2024 for a period of three years from the following names:

- 1) Mr. Abdullah Saleh Al-Othaim (Non-Executive).
- 2) Eng. Bader Hamed Abdulrazaq Alaujan(Non-Executive).
- 3) Mr. Bandar Sulaiman Mohamed Al bohiry (Non-Executive).
- 4) Dr. Raed Abdullah Ibrahiem Al hogail (Independent)
- 5) Mr. Saad Ibrahim Saad Al mushawah (Independent)
- 6) Eng. Muaffaq Abdullah Mohammed Mubarah

The meeting ended at 8:00 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 Sulaiman Albohiry

Assembly President
Mr.Abdullah Saleh Al-Othaim

Signature

Signature.....