

Ordinary General Assembly's Meeting Agenda

The Board of Directors of Al-Sagr Cooperative Insurance Company is pleased to invite the shareholders to participate and vote in the (regular) general assembly meeting (the first meeting), which is scheduled to take place, God willing, at 06:30 pm on Thursday 07/11/1442 AH corresponding to 17/06/2021 G, by means of modern technology using the Tadwulaty system, in the interest of the safety of shareholders and within the support of preventive and precautionary efforts and measures by the competent and relevant health authorities to address the emerging corona virus (COVID-19), and as an extension of the continuous efforts made by all government agencies in the Kingdom Saudi Arabia to take the necessary preventive measures to prevent its spread)

The General Assembly Location link: (Tadawulaty link www.tadawulaty.com.sa - Dammam via modern technical means)

Item 1: Voting on the financial statements for the fiscal year ending 12/31/2020.

Item 2: Voting on the auditor's report for the fiscal year ending 12/31/2020.

Item 3: Voting on the Board of Directors' report for the fiscal year ending 12/31/2020.

Item 4: Voting on appointing auditors for the company from among the candidates based on the recommendation of the audit committee to examine, review and audit the financial statements for the second quarter, third and annual quarter of the fiscal year 2021 AD and the first quarter of the fiscal year 2022 AD, and determine their fees.

Item 5: Vote on amending the policy of nomination criteria for membership of the Board of Directors (attached).

Item 6: Voting on amending the remuneration policy for the Board of Directors, committees and executive management (attached).

Item 7: Vote on distributing an amount of SR 3,846,667 as a reward to the members of the Board of Directors for the fiscal year ending on December 31, 2020.

Item 8: Voting on the business and contracts concluded between the company and Abdul Rahman Ali Al-Turki Group of Companies, in which a member of the Board of Directors Mr. Fahd bin Abdul Rahman Al-Turki has an indirect interest in it, which are insurance policies for a period of one year in exchange for (13,707,906) Saudi riyals. This agreement does not have any preferential conditions.

Item 9: Voting on the business and contracts concluded between the company Abdul Rahman Ali Al-Turki Group of Companies, in which a member of the Board of Directors Mr. Fahd bin Abdul Rahman Al-Turki has an indirect interest in it, which is a share of the total claims for a period of one year in exchange for (2,220,870) Saudi riyals. This agreement does not have any Preferential terms.

Item 10: Voting on the business and contracts concluded between the company and Abdul Rahman Ali Al-Turki Group of Companies, in which a member of the Board of Directors Mr. Fahd bin Abdul Rahman Al-Turki has an indirect interest in it, which is a rent of offices for a period of one year in exchange for (1,174,472) Saudi riyals.

Item 11: Voting on the business and contracts concluded between the company and Al-Sagr National Cooperative Insurance Company (Dubai), in which a member of the Board of Directors Mr. Abdullah Bin Jumah Al-Sarri has an indirect interest in it, which is a one-year reinsurance premium for (461,381) Saudi riyals. This agreement does not have any Preferential terms.

Item 12: Voting on the business and contracts concluded between the company and Al-Sagr National Cooperative Insurance Company (Dubai), in which a member of the board of directors Mr. Majid bin Abdullah Al-Sari has an indirect interest in it, which is a share of reinsurers from the paid claims for a period of one year for (194,301) Saudi riyals. This agreement has no preferential terms.

Item 13: Voting on the business and contracts concluded between the company and Al Saqr National Cooperative Insurance Company (Dubai), in which a member of the Board of Directors Mr. Abdul Mohsen Bin Nafez Jaber has an indirect interest in it, which are commissions for reinsurance for a period of one year in exchange for (32,940) Saudi riyals. The agreement has no preferential terms.

Items 14: voting on the business and contracts concluded between the company and Al-Sagr National Cooperative Insurance Company (Dubai), in which a member of the board of directors Mr. Abdulmohsen bin Nafez Jaber has an indirect interest in it, which is a consultancy agreement for a period of one year for (552,278) Saudi riyals and no This agreement has no preferential terms.

Item 15: voting on the business and contracts that have been concluded between the company and the Tariq Abdullah Al-Bassam group of companies, in which the former board member Mr. Tariq bin Abdullah Al-Bassam has an indirect interest in it, which is a one-year insurance premium for (133,617) Saudi riyals. The agreement has no preferential terms.

Item 16: voting on the business and contracts concluded between the company and Tariq Abdullah Al-Bassam group of companies in which the former board member Mr. Tariq bin Abdullah Al-Bassam has an indirect interest in it, which is a claim in a one-year insurance policy for (40,828) Saudi riyals and no This agreement has no preferential terms.

Item 17: voting on the business and contracts concluded between the company and Nasser Ahmad Al-Binali Holding Group of Companies, in which the former board member Mr. Bassam bin Ahmed Al-Binali has an indirect interest in it, and it consists of insurance policies for a period of one year for (664,267) Saudi riyals. The agreement has no preferential terms.

Item 18: voting on the business and contracts concluded between the company Nasser Ahmad Al-Binali Holding Group of Companies, in which the former board member Mr. Bassam bin Ahmed Al-Binali has an indirect interest in it, and it consists of insurance claims for a period of one year for (119,705) Saudi riyals. This agreement has any preferential terms.

Item 19: voting on the business and contracts concluded between the company and Mr. Abdul Mohsen Al-Sunaid, in which he has a direct interest, and it is an insurance policy for a period of one year in exchange for (11,778) Saudi riyals. This agreement does not have any preferential terms.

Item 20: voting on the business and contracts concluded between the company and Mr. Abdul Mohsen Al-Sunaid, in which he has a direct interest in it, which is a one-year insurance claim in exchange for (15,571) Saudi riyals. This agreement does not have any preferential terms.

Each shareholder who is registered in the company's shareholders' register at the Depository Center has the right to attend the meeting of the Assembly at the end of the trading session preceding the General Assembly meeting according to the rules and regulations.

The Ordinary General Assembly meeting (the first meeting) is valid if attended by shareholders representing at least a quarter of the capital. If the quorum required for holding this meeting is not available, the second meeting will be held one hour after the end of the period specified for the first meeting, and the second meeting will be valid regardless of the number of shares represented in it.

Note that the eligibility to register attendance at the assembly meeting ends at the time of the assembly, and the right to vote on the assembly's items for the attendees ends when the counting committee finishes counting the votes.

Shareholders registered in Tadawulati services will be able to vote remotely on the items of the Agenda starting at (10:00) AM on Sunday 03/11/1442 corresponding to 13/06/2021 until the end of the assembly time.

The registration and voting in Tadawulati services will be available and free for all Shareholders by using the following link: www.tadawulaty.com.sa

Note that registration in Tadawulati services and voting is available free of charge to all shareholders.

Shareholders 'questions and inquiries about the assembly's items will be received with the company's board of directors, starting from three o'clock in the afternoon on the assembly's day, Thursday 17 June 2021, until the end of the assembly's time, via the numbers and e-mail below:

Phone: 0138369555 Ext .: 256

Mobile: 0563355111

Or email: m.alfaris@alsagr.com

In case of any inquiries, you can contact the phone (920001043) or e-mail (info@alsagr.com) to answer them.

التاريخ: ١٤٤٢/٠٩/١٤ هـ

الموافق: ٢٠٢١/٠٤/٢٦ م

التقرير السنوي عن رأي اللجنة في مدى كفاية نظام الرقابة الداخلية للشركة، والأنشطة الرئيسية للجنة التي تقع ضمن نطاق عملها

بدأت الدورة الجديدة للجنة المراجعة الحالية بتاريخ ٢٠٢٠/٠٦/١٦ م والتي تم اعتمادها خلال إجتماع الجمعية العمومية المنعقدة بتاريخ ٢٠٢٠/١٠/٢٧ م، واستكمالاً لما بدأت به لجنة المراجعة السابقة والتي تم إنتهاء عضويتها بتاريخ ٢٠٢٠/٠٦/١٥ م.

وقامت لجنة المراجعة خلال العام المالي ٢٠٢٠ م بالمهام التالية لتأكيد فعالية الرقابة الداخلية:

- مناقشة القوائم المالية السنوية والربع سنوية الأولية للعام ٢٠٢٠ م مع المراجعين الخارجيين والإدارة العليا للشركة قبل إصدارها. كما قامت اللجنة برفع التوصية لمجلس الإدارة بعد دراسة ومراجعة القوائم المالية لمناقشتها والنظر في اعتمادها.
- دراسة عروض شركات مراجعي الحسابات والتوصية بتعيين مراجع الحسابات للعام المنتهي في ٢٠٢٠/١٢/٣١ م.
- مراجعة واعتماد خطة المراجعة الداخلية للعام المالي ٢٠٢٠ م
- الإشراف على إدارة المراجعة الداخلية وإدارة الالتزام ومتابعة تنفيذ خطة المراجعة المعتمدة للعام ٢٠٢٠ م للإدارتين.
- مناقشة تقارير المراجعة الداخلية ومتابعة تنفيذ التوصيات الهامة الواردة في تقارير إدارة المراجعة الداخلية.
- دراسة تقارير إدارة الالتزام التي تعكس مدى التزام الشركة بالمتطلبات النظامية، ومتابعة تنفيذ التوصيات المتضمنة في التقارير.
- دراسة مدى فاعلية عملية تحديد المخاطر الهامة لنشاط الشركة وتقييمها، وأسلوب إدارة الشركة لتلك المخاطر، ورفع التوصيات المناسبة في هذا الصدد إلى مجلس الإدارة.
- مراجعة السياسات والممارسات المحاسبية الهامة بما في ذلك مدى ثبات هذه السياسات سنوياً.

هذا بالإضافة الى المسؤوليات المذكورة بعاليه، تأخذ لجنة المراجعة على عاتقها تنفيذ أي مهام أخرى يوكلها إليها مجلس إدارة الشركة، وتقدم للمجلس تقاريراً دورياً عما قامت به اللجنة من عمليات فحص، وتوصياتها في هذا الشأن. وأخيراً وبناء على ما ذكر أعلاه ومن نطاق أعمال لجنة المراجعة، فإننا نعتقد بأن الشركة لديها نظام رقابة داخلية ومالية سليم وفعال بدرجة ملائمة من حيث التصميم والتطبيق، ولا يوجد شك يذكر في قدرة الشركة على مواصلة أعمالها وتحقيق أهدافها وخلال عام ٢٠٢٠ م لم يكن هناك ملاحظات جوهرية تتعلق بفعالية نظام وإجراءات الرقابة الداخلية في الشركة. ويجري العمل بشكل مستمر على وضع خطط للتحسين والتطوير في أنظمة الرقابة الداخلية للشركة ومتابعة ذلك من قبل لجنة المراجعة.



سلطان بن خالد التركي
رئيس لجنة المراجعة