

البنك العربي الوطني

ARAB NATIONAL BANK

نتائج اجتماع الجمعية العامة غير العادية Results Extra-Ordinary General Meeting

2022





1.) approval on Management's Report on Bank operations for the fiscal year ended 31/12/2021. 2) approval on the bank's financial statements as of 31/12/2021. 3) approval on the Auditor's Report for the fiscal year ended 31/12/2021. 4) approval on discharge of Board of Directors members for fiscal year 2021 5) approval on discharge of Board of Directors members for fiscal year 2021 5) approval on disbursement of SR 5,100,326.66) as bonus payment to Board members against fiscal year ended 31/12/2021. 6) approval on appointment of the External Auditors who will review, examine and audit the bank's financial statements for the 1st quarter, 2nd quarter, 3rd quarter and the closing annual statements of the fiscal year 2022, and the 1st quarter of fiscal year 2023, from among the list of external auditors recommended by the Audit Committee, and fix their remuneration 7) approval on Ordinary General Assembly's delegation of the authorization power vested in the Assembly under Para 1, Article 71 of the Companies Law, to the board of directors for a period of one year starting from the Ordinary General Assembly's approval date or the end date of the authorizated board of directors' term, whichever occurs earlier, in line with the terms cited under the organizational controls and procedures issued in implementation of the Companies Law which deals with publically listed joint stock companies. 8) approval on amendment of Article (5) of the bank's Articles of Association relating to the Company's Head Office. 9) approval on amendment of Article (9) of the bank's Articles of Association relating to change of the Saudi Arabian Monetary Agency's name. 10) approval on amendment of Article (13) of the bank's Articles of Association authorizing buy-back of Company shares.		
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ame and to the limit prescribed under the	
anking Control Law.	
ع) approval on amendment of Article (16) of	13- الموافقة على تعديل المادة (16) من نظام البنك الأساس
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ن، approval on amendment of Article (19) of	15- الموافقة على تعديل المادة (19) من نظام البنك الأساس
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hange of the Saudi Arabian Monetary Agency's	التجارة.
ame and the Ministry of Commerce name.	
وں (20) of approval on amendment of Article	16- الموافقة على تعديل المادة (20) من نظام البنك الأساس
ne bank's Articles of Association relating to	، والمتعلقة بمراعاة أحكام الأنظمة والتعليمات ذات العلاقة .
ompliance with the provisions of relevant laws,	
egulations and guidelines.	
ر approval on amendment of Article (22) of	17- الموافقة على تعديل المادة (22) من نظام البنك الأساس
ne bank's Articles of Association relating to grant	، والمتعلقة بإضافة صلاحيات لرئيس مجلس الإدارة وتعديل
f additional authorities to the Board Chairman	بعض مسميات الجهات ذات العلاقة .
nd amendment of the names of certain related	
ntities.	
8) approval on amendment of Article (24) of	18- الموافقة على تعديل المادة (24) من نظام البنك الأساس
ne bank's Articles of Association relating to	، والمتعلقة باستخدام وسائل التقنية الحديثة لموافقات قراراد
tilization of modern technology means in	مجلس الإدارة .
onnection with the board of directors'	
esolutions approval process.	
9) approval on amendment of Article (26) of	19- الموافقة على تعديل المادة (26) من نظام البنك الأساس
he bank's Articles of Association relating to	، والمتعلقة بمراعاة التعليمات الصادرة عن البنك المركزي
bservation of directives issued by the Saudi	السعودي .
entral Bank.	. •
ں approval on amendment of Article (30) of	20- الموافقة على تعديل المادة (30) من نظام البنك الأساس
he bank's Articles of Association relating to	، والمتعلقة بمراعاة أحكام نظام مراقبة البنوك .
ompliance with provisions of the Banking	- · · · · · · · · · · · · · · · · · · ·
ontrol Law.	



21) approval on amendment of Article (31) of the	21- الموافقة على تعديل المادة (31) من نظام البنك
bank's Articles of Association relating to provisions	الأساس ، والمتعلقة بأحكام نظام مراقبة البنوك .
of the Banking Control Law.	3 3 \ \ 3 &
22) approval on amendment of Article (32) of the	22- الموافقة على تعديل المادة (32) من نظام البنك
bank's Articles of Association relating to	الأساس، والمتعلقة بتعديل مسمى مؤسسة النقد العربي
amendment of the Saudi Arabian Monetary	السعودي ووزارة التجارة.
Agency's name and the Ministry of Commerce	
name .	
23) approval on amendment of Article (34) of the	23- الموافقة على تعديل المادة (34) من نظام البنك
bank's Articles of Association relating to correction	الأساس ، والمتعلقة بتصحيح رقم المادة المرجعية في نص
of the reference Article number incorporated in the	المادة المعدلة .
text of the amended Article.	
24) approval on amendment of Article (35) of the	24- الموافقة على تعديل المادة (35) من نظام البنك
bank's Articles of Association relating to correction	الأساس ، والمتعلقة بتصحيح رقم المادة المرجعية في نص
of the reference Article number incorporated in the	المادة المعدلة .
text of the amended Article.	
25) approval on amendment of Article (40) of the	25- الموافقة على تعديل المادة (40) من نظام البنك
bank's Articles of Association relating to observing	الأساس ، والمتعلقة بمراعاة أحكام التعليمات الصادرة عن
stipulations of guidelines and directives issued by	البنك المركزي السعودي .
the Saudi Central Bank.	
26) approval on amendment of Article (47) Para	26- الموافقة على تعديل المادة (47) الفقرة(3) من نظام
(3) of the bank's Articles of Association relating to	البنك الأساس، والمتعلقة بتعديل مسمى مؤسسة النقد
change of the Saudi Arabian Monetary Agency's	العربي السعودي ووزارة التجارة.
name and the Ministry of Commerce's name.	
27) approval on amendment of Article (48) of the	27- الموافقة على تعديل المادة (48) من نظام البنك
bank's Articles of Association relating to	الأساس ، والمتعلقة بتوزيع الأرباح السنوية أو المرحلية.
distribution of annual or interim dividends .	
28) approval on amendment of Article (51) of the	28- الموافقة على تعديل المادة (51) من نظام البنك
bank's Articles of Association relating to the	الأساس ، والمتعلقة بنظام مراقبة البنوك والتعليمات التي
Banking Control Law and guidelines/directives of	يصدرها البنك المركزي السعودي .
the Saudi Central Bank.	,
29) approval on authorizing the board of directors	29- الموافقة على تفويض مجلس الإدارة بتوزيع أرياح
to distribute interim (semiannual or quarterly)	مرحلية نصف أو ربع سنوي عن العام المالي 2022م، في حال
dividends for the fiscal year 2022, conditional upon	تمت الموافقة على البند رقم (27).
approval of Item No. (27).	
30) approval on the Board of Directors' resolution	30- الموافقة على قرار مجلس الإدارة بما تم توزيعه من
concerning distribution of a cash dividend to	أرباح على المساهمين عن النصف الأول من السنة المالية
shareholders against the first half of the fiscal year	2021 بواقع (0.35 هللة) للسهم الواحد المبلغ الموزع
2021 to the amount of (0.35 halallah) per share;	(525 مليون ريال) ما يعادل نسبة (3.5%) من قيمة السهم
total distributed amount of (SR 525 million), which	الاسمية .
represents (3.5%) of the share nominal value .	



31) approval on board of directors' recommendation to distribute a cash dividend against the second half of fiscal year 2021 to the amount of (0.45 halallah) per share; total recommended distribution amount of (SR 675 million), which represents (4.5%) of the share nominal value. The second half dividend payout eligibility shall be for the shareholders who own the shares at the close of the market on the day of ANB's Assembly Meeting date, and who are registered in ANB's shareholders' record at the Securities Depository Center Company (Edaa) at the end of the second trading day following the eligibility date. Disbursement of the dividend shall start on 21/04/2022.	13- الموافقة على توصية مجلس الادارة بتوزيع ارباح نقدية عن النصف الثاني من السنة المالية 2021 بواقع (0.45 هللة) للسهم الواحد المبلغ الاجمالي (675 مليون ربال) أي بنسبة (4,5%) من قيمة السهم الاسمية علماً بأن أحقية أرباح النصف الثاني سوف تكون من حق المساهمين المالكين للأسهم بنهاية تداول يوم انعقاد الجمعية والمقيدين في سجل مساهمي البنك لدى شركة مركز الإيداع في نهاية ثاني يوم تداول يلي تاريخ الاستحقاق، على أن يبدأ توزيع الأرباح اعتبارا من تاريخ 2022/ 04/21
32) approval on the adoption of the policy, procedures and standards of nomination for board of directors' membership.	32- الموافقة على إعتماد سياسة ومعايير وإجراءات الترشيح لعضوية مجلس الإدارة.
33) approval on amendment of the compensation policy of the Board of Directors, Board Committees and Executive Management.	33- الموافقة على تعديل سياسة مكافأت أعضاء مجلس الإدارة واللجان المنبثقة عنه والإدارة التنفيذية.
34) approval on amendment of the Audit Committee's Terms of Reference.	34- الموافقة على تعديل قواعد عمل لجنة المراجعة.
35) approval on amendment of the Nomination and Compensation Committee's Terms of Reference.	35- الموافقة على تعديل لائحة عمل لجنة الترشيحات والتعويضات.
36) approval on contracts and business dealings between the bank and Alkhaleej Training and Education Company, in which Board Chairman, Mr. Salah Rashid Alrashid, has an indirect interest, relating to manpower supply agreement (labor services) executed in the ordinary course of business (contract amount depends on numbers and quality of manpower provided) on no preferential prices or conditions, on annual contract basis. Total value of business dealings in 2021: SR 21,461,799.00	36- الموافقة على الاعمال والعقود التي تمت بين البنك وشركة الخليج للتدريب والتعليم والتي لرئيس مجلس الادارة السيد صلاح راشد الراشد مصلحة غير مباشرة فيها وهي عبارة عن اتفاقية تقديم خدمات عمالية (تعتمد على عدد ونوعية العمالة المقدمة) بعقد سنوي وقد بلغ مبلغ التعاملات مع البنك المقدمة) وبدون غلال العام 2021، وبدون شروط أو مزايا تفضيلية.



37) approval on contracts and business dealings between the bank and Walaa Cooperative Insurance Company in which Board Member, Mr. Hesham Abdullaif Aljabr, has an indirect interest being a board member of Walaa Cooperative Insurance Company, relating to renewal of insurance policies for the benefit of arab national bank, executed in the ordinary course of business on no preferential terms or conditions. Total value of business dealings in 2021: SR 53,104,172.00

37- الموافقة على الاعمال والعقود التي تمت بين البنك وشركة ولاء للتأمين التعاوني والتي لعضو مجلس الادارة السيد هشام عبد اللطيف الجبر مصلحة غير مباشرة فيها بصفته عضو مجلس إدارة شركة ولاء للتأمين التعاوني وهي عبارة عن تجديد لوثائق تأمين لصالح البنك العربي الوطني. وقد بلغ إجمالي التعاملات مع البنك خلال عام 2021 مبلغ 53,104,172.00 ريال سعودي، بدون شروط أو مزايا تفضيلية.

38) approval on contracts and business dealings between the bank and the Central Warehouses Company Limited, in which Board Chairman, Mr. Salah Rashid Alrashid, has an indirect interest, being rental charges of warehouses for the benefit of the bank, executed in the ordinary course of business on no preferential prices or conditions. Contract Start Date: 01/03/2022. Contract Expiry Date: 29/02/2032. Rental Amount: SR 17,243,100.00

38- الموافقة على الاعمال والعقود التي تمت بين البنك وشركة المستودعات المركزية المحدودة والتي لرئيس مجلس الادارة السيد صلاح راشد الراشد مصلحة غير مباشرة فيها وهي عبارة عن مصاريف استئجار مستودعات للبنك، ويبدأ العقد من 2022/03/01 وينتهي في 2032/02/29، بمبلغ17,243,100.00 ريال سعودي، بدون شروط أو مزايا تفضيلية.