

Anaam International Holding Group Co. announces inviting its shareholders to attend the Extraordinary General Assembly Meeting which includes increasing the company's capital through modern technological means . (Third Meeting)

Element List	Explanation
Introduction	The Board of Directors of Anaam International Holding Group Company is pleased to invite the honorable shareholders to participate and vote in the Extraordinary General Assembly meeting (the third meeting) which is scheduled to be held through modern technology, God Almighty, at exactly Six thirty Tuesday 18:30 p.m., 24-01-1446 corresponding to 30-07-2024 AD, to discuss and vote on the agenda of the Assembly.
City and Location of the Extraordinary General Assembly's Meeting	The company's headquarters - Jeddah – Prince Sultan Street, Al Rawdah District (by means of modern technology) .
Hyperlink of the Meeting Location	www.tadawulaty.com.sa
Date of the Extraordinary General Assembly's Meeting	30-07-2024
Time of the Extraordinary General Assembly's Meeting	18:30 pm
Methodology of Convening the General Assembly's Meeting	Via Modern Technology means .
Attendance Eligibility, Registration Eligibility, and Voting End	Shareholders who are registered in the issuers shareholders record at the Depository Center by the end of the trade session prior to the general assembly meeting and in accordance with the laws and regulations. The right to register a name to attend the general assembly meeting ends at the time of convening the general assembly meeting. The attendees right to vote on the items of the assembly's agenda ends upon the end of screening the votes by the Screening Committee.
Quorum for Convening the General Assembly's Meeting	In accordance with Article (30) of the company's bylaws, the third extraordinary general assembly meeting is valid regardless of the number of shares represented in it.

Meeting Agenda

1/ Voting on the Board of Directors' recommendation to increase the company's capital by offering priority rights shares according to the following:

- The total amount of the increase: 236,250,000 Saudi riyaIs .
- Capital increase percentage : 75%.
- **Reason for increasing capital** : with the aim of financing working capital, reducing the loans rates, and supporting the business growth of the company .
- Method of increasing capital : offering and listing priority rights shares (472,500,000) ordinary shares .
- Eligibility date: If the clause is approved, eligibility will be for shareholders who own shares on the day of the extraordinary general assembly and who are registered in the company's shareholder registry with the Securities Depository Center Company (Edaa) at the end of the second trading day following the date of the extraordinary general assembly that was decided.
- Amending Article No. (6) of the company's bylaws relating to the company's capital (attached).
- Amending Article No. (7) of the company's bylaws related to subscription to shares (attached).

2/ To vote on amending Article (20) of the company's bylaws related to (Board of Directors Authorities). (attached)

3/ To vote on amending Article (22) of the company's bylaws related to (Authority of the Chairman, Vice-Chairman, Managing Director and Secretary) . (attached).

4/ Vote on amending the work regulations of the Audit Committee. (attached) .

5/ Voting on amending the work list regulations of the Remuneration and Nominations Committee. (attached) .

6/ Voting on amending the list of Policies, Standards and Procedures for membership in the Board of Directors. (attached) .

7/ Voting on amending the list of member policies, standards, controls and procedures for compensation and rewards , Board of Directors , its committees, and the executive management. (attached) .

8/ Voting on the list of policies, on Competition Controls and Standards .(attached)

Proxy Form

Attached

The shareholder right in discussing the assembly agenda topics, asking questions, and exercising the voting right.

The shareholder has the right to discuss the topics on the assembly's agenda, ask questions, and vote remotely on the assembly's items through the Tadawulaty service via the link:

www.tadawulaty.com.sa

Details of the electronic voting on the Assembly's agenda

Shareholders registered in Tadawulaty services will be able to vote remotely on the assembly's items starting from one o'clock in the morning on Friday 20/01/1446 AH corresponding to 26/07/2024 AD, until the end of the meeting time. Registration and voting in Tadawulaty services will be available and free for all shareholders using the link: www.tadawulaty.com.sa

Method of Communication in Case of Any Enquiries

In the event of an inquiry, we hope to contact the Shareholder Relations Department, phone 0126623000, ext. 201 or 450 - email: skhair@anaamgroup.com

Amendments on Item of Article of Associate (Comparison)

	Current text:	New text:
Article (6): Company Capital	The Company's capital is set at three hundred and fifteen million Saudi Riyals (315,000,000 SAR) divided into six hundred and thirty million nominal shares (630,000,000) of equal value, each share is at the value of half Saudi Riyal (0.50) and all of the shares are ordinary shares, fully paid.	The Company's capital is set at five hundred and fifty-one million two hundred and fifty thousand Saudi Riyals (551,250,000 SAR) divided into one billion one hundred and two million five hundred thousand nominal shares (1,102,500,000) of equal value, each share is at the value of half Saudi Riyal (0.50) and all of the shares are ordinary shares, fully paid.
Article (7): IPOs	The Shareholder subscribed to the entire issued capital of six hundred and thirty million shares (630,000,000), with a value of Three Hundred and Fifteen Million Saudi Riyals (315,000,000 SAR), paid in full.	The Shareholder subscribed to the entire issued capital of one billion one hundred and two million five hundred thousand shares, (1,102,500,000) with a value of Five hundred and fifty one million two hundred fifty thousand Saudi Riyals (551,250,000 SAR) paid in full.
Article (20): Board of Directors Authorities	<p>Taking into account the terms of reference of the General Assembly, the Board of Directors shall have the widest powers in managing the company in a manner that achieves its objectives, with the exception of acts or actions excluded by a special provision in the Companies Law or this Law that fall within the competence of the General Assembly, and it has the following:</p> <ol style="list-style-type: none"> 1. Supervising and implementing the general policy of the company and setting the administrative and technical plans necessary to conduct its business and achieve its objectives. 2. In its decision to sell, the council should specify the reasons and justifications for it <ol style="list-style-type: none"> a. In its decision to sell, the council should specify the reasons and justifications for it b. That the sale be determined close to the similar price. c. That the sale be present except in cases of necessity and with sufficient guarantees. d. That this behavior does not result in the company being charged with other obligations. 3. Loans contract with government funding funds and institutions, regardless of their duration, and he has the right to contract commercial loans whose terms do not exceed the end of the company's term, taking into account the following conditions for contracting loans whose terms exceed three years: 	<p>Subject to the competencies prescribed for the General Assembly, the Board of Directors shall have the widest authority in managing the Company, supervising its business and funds, and conducting its affairs inside and outside the Kingdom of Saudi Arabia in order to achieve its objectives, which includes, but not limited to:</p> <ol style="list-style-type: none"> 1. Opening, operating, managing, updating, closing, writing off and liquidating all bank or investment accounts of the Company and the Company's subsidiaries and signing all necessary documents in this regard, including investment portfolios, investment funds, subscriptions and IPO's related thereto. 2. Opening, managing and closing all types of bank accounts, including investment, signing credits, transfers, financial documents, withdrawals and deposits with banks, signing all and all operations with all banks, institutions and financial and investment companies inside or outside the Kingdom of Saudi Arabia, including but not limited to depositing, withdrawing, internal or external transfer, buying or selling international currencies, requesting and receiving checkbooks, receiving checks of all kinds, cashing them or depositing them in the Company's account, requesting Account statements, requesting and receiving ATM cards and their security numbers, signing all necessary documents related to such operations, and appointing authorized signatories and determining their authorities. 3. Opening letters of credit, requesting the issuance of bank guarantees of all kinds, and signing all documents and commercial papers resulting therefrom. 4. Sign all the necessary documents for the registration of the Company and approve the signatures of the authorized persons on behalf of the Company at the Chamber of Commerce and Industry in the Kingdom of Saudi Arabia. 5. Signing all contracts and agreements on behalf of the Company, including without limitation lease, sale, assignment, purchase, acceptance, mortgage, loans, customer offers and/or commercial agencies and other contracts, agreements and documents with any other party on behalf of the Company for the benefit of the Company, including conveyance, selling, buying, leasing, mortgage, releasing and receiving the mortgage, receiving the price, receiving and delivering, extracting, modifying and renewing deeds and replacing lost, or damaged ones, dividing, merging, sorting and marginalizing before all public

	<p>a. The value of loans that the board may conclude during the company's fiscal year should not exceed 50% of the company's capital.</p> <p>b. The Board of Directors shall determine in its decision the aspects of using the loans and the method of their repayment.</p> <p>c. To take into consideration, in the conditions of the loan and the guarantees provided to him, that there is no harm to the company and its shareholders, and the general guarantees of the creditors.</p> <p>4. Opening documentary credits, bank guarantees and accounts, withdrawing from them and closing them.</p> <p>5. Entering tenders and auctions necessary for the company's business, and reviewing and awarding submitted offers.</p> <p>6. The right to make peace, assignment, contract, commitment and association in the name of the company and on its behalf.</p> <p>7. The right to conclude the liability of the company's debtors from their obligations in accordance with what achieves its interest, provided that the minutes of the board of directors include the reasons for its decision, taking into account the following conditions:</p> <p>a. That the discharge be after three full years have passed since the origin of the debt, as a minimum, provided that the company has exhausted all legal means to recover it.</p> <p>b. That the release be for a specific amount as a maximum per year for one debtor.</p> <p>c. Exoneration is a right of the council that cannot be delegated.</p> <p>8. The Board of Directors may assign or delegate on its behalf, within the limits of its competence, a chairman or any member or more of the members of the Board with all or some of his powers</p>	<p>notaries and competent authorities for all real estates, buildings and lands, and signing all contracts and agreements for the benefit of the Company.</p> <p>6. Documenting and signing Bylaws and partners resolutions to amend the Bylaws in the companies in which the Company participates or contributes, whether they are operating or special purpose companies, and whether they are existing or new companies, which include, but are not limited to, amending the terms of their management, increasing or decreasing their capital, selling, assigning, buying and accepting shares or stocks, whether fully or partially, transferring their legal entity or any other amendments before the public notary, as well as signing Resolutions of Boards of Directors, partners, Shareholder' assemblies or partners, as well as representing the Company, voting, objecting, discussing and signing on its behalf all necessary documents in all types of assemblies, including the Ordinary or Extraordinary General Assembly and others.</p> <p>7. Appointing employees, managers, heads of departments and other employees of the Company with their various titles and grades, determining their positions and wages, granting them the necessary powers or dismissing them without prejudice to their rights.</p> <p>8. Recruiting workers, employees and/or consultants and others from outside the Kingdom of Saudi Arabia, submitting and receiving visa applications, issuing, canceling and/or renewing residence permits, transferring and waiving sponsorships, reviewing all embassies and consulates, and signing all necessary documents.</p> <p>9. The Board of Directors shall have the right to entrust any of its authorities to its Chairman and/or to the Managing Director, any member of the Board of Directors, any committee composed of members of the Board, any employee of the Company or any third party, and all of these have the right, jointly or solely, to delegate third parties.</p> <p>10. The Board of Directors may request loans and credit facilities in accordance with Sharia regulations from all banks, government funds and financial institutions or other lenders inside and outside the Kingdom of Saudi Arabia, approve them, sign their contracts, agreements and all required documents, regardless of their duration or amount, and on the terms that the Board deems appropriate, and may exercise all the authorities of the Company in borrowing, collecting funds, sign and providing all necessary guarantees, including legal guarantees to guarantee the facilities of these loans, such as Real estate mortgages, promissory notes and other commercial papers or share certificates and other guarantees in property or cash, subject to the following conditions, namely:</p> <p>a. This shall be done by a unanimous decision of the Board.</p> <p>b. The Board shall specify in its resolution the reasons and justifications for it.</p> <p>11. The Board of Directors may sell or mortgage the Company's real estate and assets for the benefit of the Company, subject to the following conditions, namely:</p> <p>a. The Board shall specify in the sale decision the reasons and justifications therefor.</p> <p>b. The sale should be close to the price of the proverb.</p> <p>c. The sale shall be present except in cases of necessity and with sufficient guarantees.</p> <p>d. Such conduct shall not result in the cessation of some of the Company's activities or incurring other obligations.</p>
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<p>Article (22): Authority of the Chairman, Vice-Chairman, Managing Director and Secretary</p>	<p>The Board of Directors shall appoint from among its members a Chairman and Vice-Chairman, and may appoint a Managing Director. It is not permissible to combine the position of Chairman of the Board of Directors with any executive position in the company, and the Vice-Chairman of the Board of Directors shall replace the Chairman of the Board of Directors in his absence.</p> <p>1- The Chairman of the Board of Directors or the Vice-Chairman shall have the powers to call the Board for a meeting, preside over the meetings of the Board and the meetings of the General Assembly of shareholders, and ratify and sign the Board's decisions and extracts from them.</p>	<p>The Board of Directors shall, at its first meeting, appoint from among its members a Chairman and Vice-Chairman, and may appoint from among its members a Managing Director, and the position of Chairman of the Board may not be combined with any executive position in the Company.</p> <p>The Chairman of the Board of Directors may preside over the meetings of the Board of Directors or delegate whomever he deems appropriate to preside over the meetings of the Board of Directors, supervise the affairs of the Company and its administrative bodies, and carry out the tasks entrusted to him by the Board of Directors, in addition to the Chairman and his Vice-Chairman in the absence of the Chairman shall enjoy the following authorities, including, but not limited to, namely:</p> <ul style="list-style-type: none"> 1. Representing the Company and acting on its behalf, claiming, defending, pleading, conciliation, waiver, comment, acknowledgment, denial, acceptance and denial of verdicts, requesting and returning the oath, hearing and responding to lawsuits, denying lines and seals, challenging them by forgery, hearing, accepting and refuting evidence, attending the investigation, reporting attending hearings, making statements and observations, submitting and accepting memorandums, litigation and its response, requesting the shaving of

	<p>2-The chairman of the board also represents the company and signs on its behalf in its relationship with third parties, before the judiciary, government agencies, the notary public, the General Authority for Investment, the Capital Market Authority, courts, dispute settlement committees of all kinds, judicial bodies, arbitration bodies, development funds, government and private financing funds, chambers of commerce and industry, private bodies, banks, companies and institutions, as well. Different types and signing all types of contracts, documents and papers, including, but not limited to, signing on behalf of the company on the founding contracts of companies in which the company participates with their amendments and appendices, whatever the purposes of the amendments included in them, including the amendments related to assignments of shares and shares in companies and the sale of those Shares and shares or acceptance thereof, sale and purchase of movable property, real estate and land, acceptance of purchase and transfer, acceptance of transfer, payment of the price or receipt of the price, mortgage, release of mortgage, development of real estate, signing of contracts, agreements, deeds and transfers before the notary public and official authorities, declaration on behalf of the company, signing of loan and financing agreements, guarantees, guarantees and mortgages and their dissolution, opening and operation Bank accounts, documentary credits, issuance of legal powers of attorney on behalf of the company, appointment of agents and lawyers and delegating them with the necessary powers. The company and defining the powers entrusted to it, according to legal powers of attorney that are organized by the notary public in this regard.</p> <p>3-The managing director, if appointed, is responsible for implementing the policy drawn up by the company's board of directors, supervising the work of the general manager and the rest of the company's managers, and conducting the daily business of the company, in addition to other competencies and powers that the board of directors authorizes from time to time to the managing director.</p>	<p>the complementary or decisive oath, returning or accepting it, reconciliation, reconciliation, clearance, acknowledgment, denial, annulment, acceptance of verdicts, decisions and terminations and objecting to them. And appeal, request for reconsideration, petition for reconsideration, request for execution receipt of verdicts, objecting on verdicts, request for travel ban and lifting, marginalization of verdicts, request for entry and overlap, and request the application of the articles of the Sharia pleadings system before all courts and judicial, quasi-judicial, governmental and semi-governmental committees and the secretariats of the committees for the resolution of disputes of various degrees and names inside and outside the Kingdom, for example, but not limited to the general, administrative and commercial courts and committees for the resolution of insurance disputes and tax and zakat disputes. Customs and banking dispute settlement committees, committees for the resolution of securities disputes, arbitration bodies, follow-up on every case filed by the Company or against it or from companies in which the Company is a partner on behalf of the Company, and the appointment or dismissal of consultants and experts, including lawyers, accountants and arbitrators, before all the aforementioned courts, committees, governmental and semi-governmental bodies, committees, courts and judicial authorities of various names and degrees inside or outside the Kingdom of Saudi Arabia, including, but not limited to, administrative courts, Sharia courts, courts of appeal, arbitration committees, labor courts and committees of various degrees, the Commercial Papers Committee, the Banking Disputes Settlement Committee of the Saudi Central Bank, the Committee for the Resolution of Securities Disputes of various degrees, customs committees of various degrees, and all committees established by any entity or institution and others, the Saudi Central Bank, the Capital Market Authority, the Public Prosecution, the police, the Emirates of the regions, the General Department of Civil Rights in the Ministry of Interior, the Ministry of Foreign Affairs and the Chamber of Commerce Industrial, municipalities, Secretariat, labor and recruitment offices, the General Directorate of Passports, licensed telecommunications companies in the Kingdom of Saudi Arabia, the General Organization for Social Insurance, the Zakat, Tax and Customs Authority, all governmental, semi-governmental and private bodies or bodies, and institutions of various names, types and specializations, whether inside or outside the Kingdom of Saudi Arabia, including the delivery and receipt of all papers, transactions, judgments, decisions, instruments, all documents and registration certificates .</p> <p>2 Sign all the necessary documents for the registration of the Company and approve the signatures of the authorized persons on behalf of the Company at the Chamber of Commerce and Industry in the Kingdom of Saudi Arabia.</p> <p>3. Signing all contracts of local or international agencies in accordance with the commercial agencies system of all kinds and all the documents and commercial papers resulting therefrom, and registering power of attorney's or trademarks in the name and for the Company.</p> <p>4. Signing all contracts and agreements on behalf of the Company, including without limitation leasing contracts and/or customer offers and other contracts, agreements and documents with any other party on behalf of the Company; and he also has the right to deal with the electronic system (Ejar) of the Ministry of Housing and sign and document contracts through it.</p> <p>5. Documenting and signing the Bylaws and partners resolutions and amending the Bylaws of companies in which the Company participates or contributes, whether they are existing or new companies, which include, but are not limited to, amending the terms of its management, increasing or decreasing its capital.</p>
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