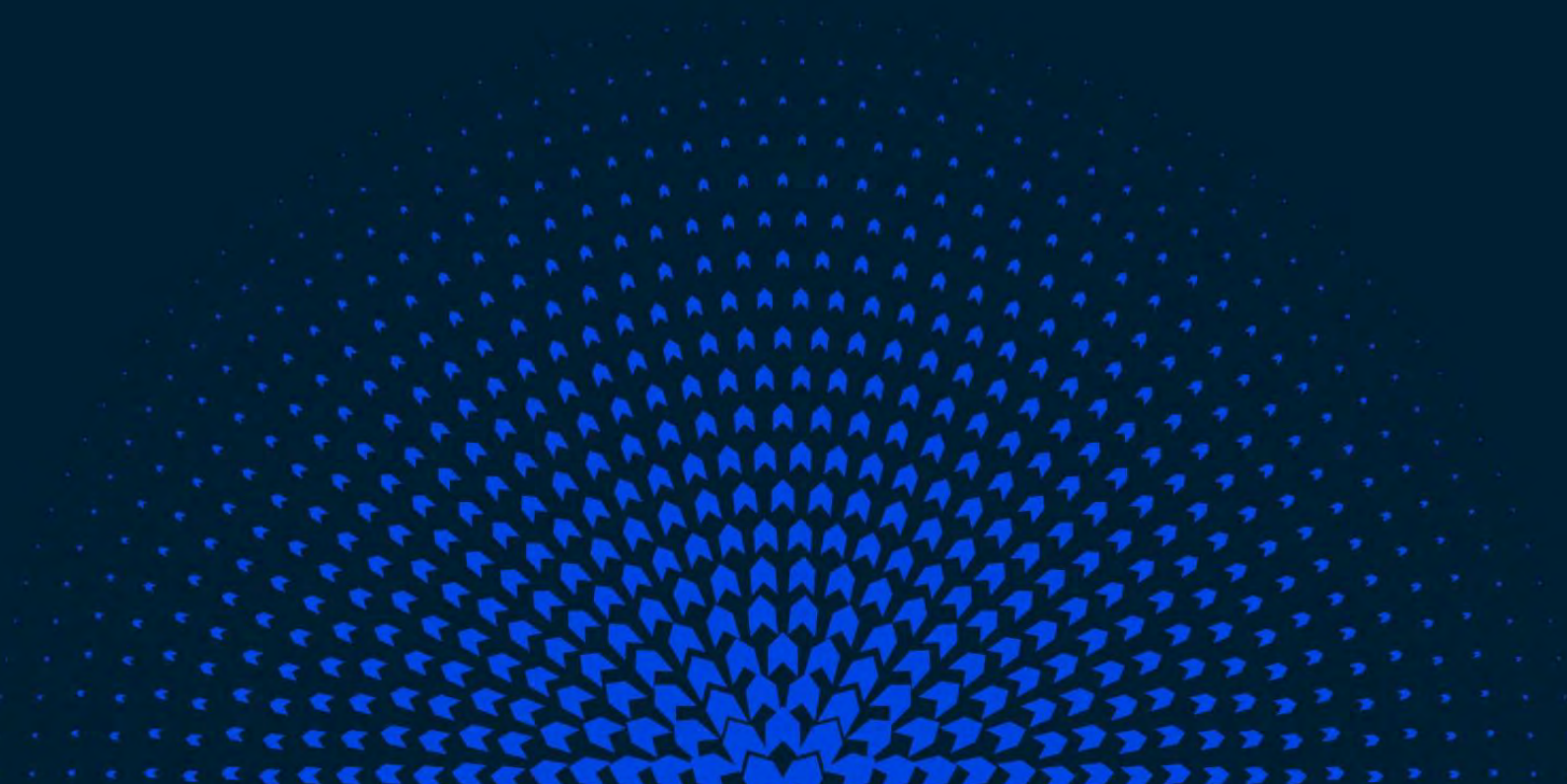


Saudi Tadawul Group Holding Co.
Extraordinary General Assembly Meeting
(First Meeting)

Location: Riyadh - via modern technology

Date: Thursday, May 12, 2022

Time: 08:00 PM

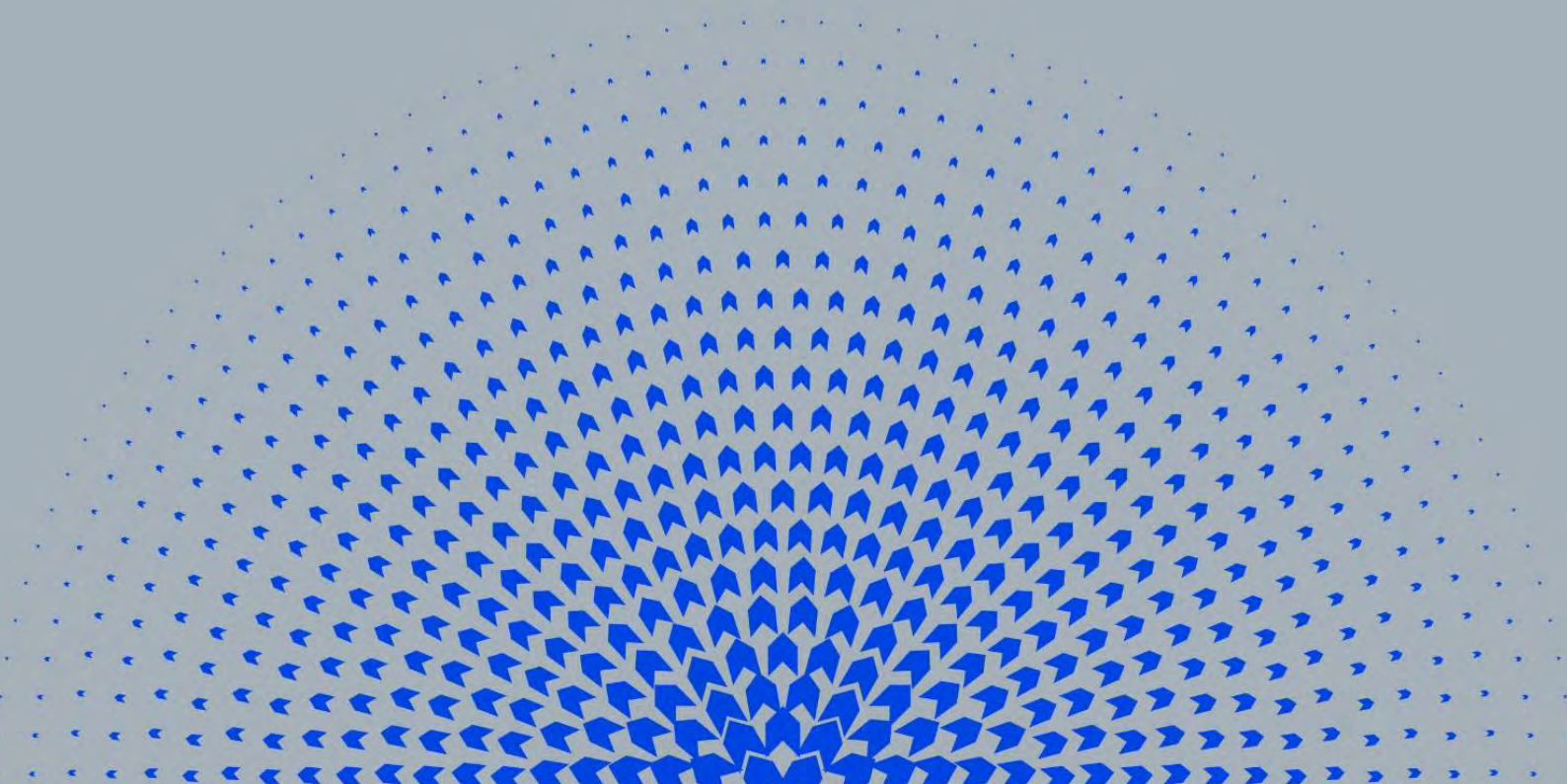


Agenda of the Extraordinary General Assembly Meeting

Saudi Tadawul Group HQ (Via Modern Technology), Thursday, May 12, 2022 at (08:00 PM)

- 1- Voting on the Board of Directors Report for the fiscal year ending on December 31, 2021.
- 2- Voting on the Company's Auditor's Report for the fiscal year ending on December 31, 2021.
- 3- Voting on the Financial Statement for the fiscal year ending on December 31, 2021.
- 4- Voting on agreeing to absolve the members of the Board of Directors from liability for the fiscal year ending on December 31, 2021.
- 5- Voting on the distribution of dividends to shareholders with a total amount of (360) million Saudi Riyals for the fiscal year ending on December 31, 2021, with (SAR 3) dividend per share and (30% Share Par Value) as the percentage of dividend, provided that the dividends eligibility is for the shareholders who own the Company's shares at the end of trading day on the day of the general assembly and registered in the Company's register at the Securities Depository Center Company (Edaa) by the end of the second trading day following the eligibility date. The distribution date will be announced later.
- 6- Voting on disbursing the amount of 5,863,142.86 Saudi Riyals as a remuneration for the board of directors for the fiscal year ending on December 31, 2021.
- 7- Voting on the appointing of the Company's Auditor from among the recommended candidates by the Audit Committee, to examine, review and audit the financial statements for Q2, Q3, annual statement for fiscal year 2022 and the Q1 of the year 2023 and determine its fees.
- 8- Voting on delegating the Board of Directors by the Extraordinary Assembly of its authorization power referred to in Paragraph (1) of Article (71) of the Companies Law, for a year from the date of the Extraordinary General Assembly's approval to the delegation or until the end of the current term of the Board of Directors, whichever is earlier. Such delegation shall be in accordance with the requirements stipulated in the Regulatory Rules and Procedure Issued pursuant to the Companies Law relating to Listed Joint Stock Companies.
- 9- Voting on the transactions and contracts performed between company and Riyadh Capital, which a member of the Board of Directors Mr. Sabty AlSabty has an indirect interest representing the Company's investments in (Riyad SAR Trade Fund). The nature of the transaction is an open ended contract that commenced on 18 December 2021 with closing balance amounting to 105,962,714 Saudi Riyals as of 31 December 2021 resulting from investment amounting to 374,618,668 Saudi Riyals, and this contract does not include preferential terms to the Board members (attached).
- 10- Voting on the amendments of Article (2) of the Company's Bylaws related to the Company's name (attached).
- 11- Voting on the amendment of Article (7) of the Company's Bylaws related to the Company's Capital (attached).

The Audit Committee Report for Fiscal Year 2021



The Audit Committee Report for Fiscal Year 2021

INTRODUCTION

In 2021, the Audit Committee (AC) has overseen efficiency and effectiveness of internal control environment at Saudi Tadawul Group Holding Company. To assess that, a number of meetings were held during 2021 with Chief Internal Audit Officer, Senior Management and External Auditors. This report briefly summarizes the AC roles and responsibilities, composition of the AC, meetings conducted, important outcomes and decisions, internal audit coverage and AC opinion on internal control system.

1. AC Composition and Meetings

The following are the details of the AC meetings held in 2021 for Saudi Tadawul Group Holding Company:

Name	Mr. Yazeed Al Humied	Mr. Hashem Al-Hekail	Dr. Abdullah AlShwer	Mr. Omar Alhoshan	Mr. Abdulrahman Alodan
Membership	Chairman of AC & Member of Board Directors Member	AC & Group Board of Directors Member	Independent AC Member	Independent AC Member	Independent AC Member
Attendance Record					
23.Mar.2021	Attended	Apologized	Attended	Attended	Attended
07.Jun.2021	Attended	Attended	Attended	Attended	Attended
09.Aug.2021	Attended	Attended	Attended	Attended	Attended
25.Oct.2021	Attended	Attended	Attended	Attended	Attended
Total	4	3	4	4	4

2. AC Roles and Responsibilities

Following are the main responsibilities of AC in line with the mandate assigned through its approved charter:

- Oversight of financial reporting, including i) reviewing the consolidated financial statements of Saudi Tadawul Group Holding Company; ii) providing technical opinions as to Board Report and financial statements in terms of their compliance with the regulatory requirements; iii) examining unusual transactions in the financial statements; iv) verifying accounting estimates; and (v) reviewing financial and accounting policies.
- Oversight of internal control systems, including: i) reviewing internal and financial control and risk management systems and ensuring their effectiveness through regular reports from the Internal Audit Division (or External and Regulatory Auditors) and following up on the implementation of recommended action; and iii) reporting to the Board of Directors in respect of adequacy of internal control systems.
- Oversight of Internal Audit, including: i) supervising the IAD and verifying its effectiveness in carrying out its role and responsibilities; ii) reviewing and approving the annual audit plan; iii) reviewing reports prepared by IAD and following up on the implementation of recommended actions; iv) ensuring independence of IAD; and v) evaluating performance of IAD and Chief of IAD.
- Oversight of external auditors, including: i) recommending the appointment or dismissal of the external auditor and determining their fee after assessing their performance, independence, scope of work and terms of engagement; ii) verifying the independence of the external auditor; iii) reviewing the external audit plan and

verifying its compliance with the applicable regulations; iv) answering external auditor's queries and providing requisite support for conducting the external auditing; and v) reviewing reports prepared by the external auditor and following up on the implementation of recommended actions.

- Oversight of compliance, including: i) reviewing reports prepared by regulatory bodies in respect of Saudi Tadawul Group Holding Company's compliance with the applicable regulations and following-up on the implementation of recommended actions; ii) establishing appropriate procedures for internal reporting of violations of internal control systems; and v) establishing appropriate procedures for follow-up on any reported violation (including independence of such procedures), and where relevant, making recommendations to Board of Directors in respect of the foregoing.

3. Accomplishments in 2021

Committee Governance:

- Reviewed and Updated the Committee Charter;
- Ensured Confirmation of Independence;
- Declared Potential Conflicts (where applicable).

Compliance Reports:

- Reviewed all Code of Conduct Violations Cases presented to AC.

Financial Statements:

- Reviewed Financial Policies;
- Reviewed Financial Auditors Selection Proposals.
- Endorsed the Consolidated Financial Statements for Saudi Tadawul Group Holding Company.

Internal Audit Governance:

- Ensured that Internal Audit Governance documents (charters, policies) are updated and relevant;
- Reviewed and Approved Internal Audit Divisional KPIs and Performance

Assessment.

Internal Audit Operations:

- The Internal Audit Division carried out planned audits in accordance with the Internal Audit plan and changes required during the year, as approved by the Saudi Tadawul Group Holding Company Audit Committee to evaluate, objectively and independently, the adequacy and effectiveness Of Internal Control Systems.
- Internal Audit Department reports functionally to Audit Committee and administratively to the Chief Executive Officer of Saudi Tadawul Group Holding Company. In carrying out its duties, Internal Audit ensured its independence and objectivity. The Internal Audit Division operates in accordance with International Internal Auditing Standards (IIA Standards). As part of its mandate, during the year, Audit Committee reviewed/approved following, but not limited to, deliverables/outputs:
 - o Reviewed and Approved Annual Risk Assessment
 - o Reviewed and Approved Internal Audit Plan;
 - o Reviewed Internal Audit Progress Reports; and
 - o Reviewed Resolution Progress of Observations
- Furthermore, Internal Audit maintains an internal quality assurance and improvement program, covering all aspects of the internal audit activities, to evaluate and continuously improve these activities.
- Internal Audit Division regularly issued audit progress reports to the Audit Committee during the year covering the audit plan progress, audit activities /outcome and overall update / view on internal controls effectiveness and related subjects. The Internal Audit continued its significant progress made in closing and verifying audit findings along with strengthening the follow-up /closure process.

4. Audit Committee Opinion

- The internal control system has an important role to play in the success of any organization. Saudi Tadawul Group Holding Company is committed to ensuring an effective internal control system to achieve regulatory objectives, asset protection, accurate internal and external reporting, risk reduction and adherence to regulatory requirements.

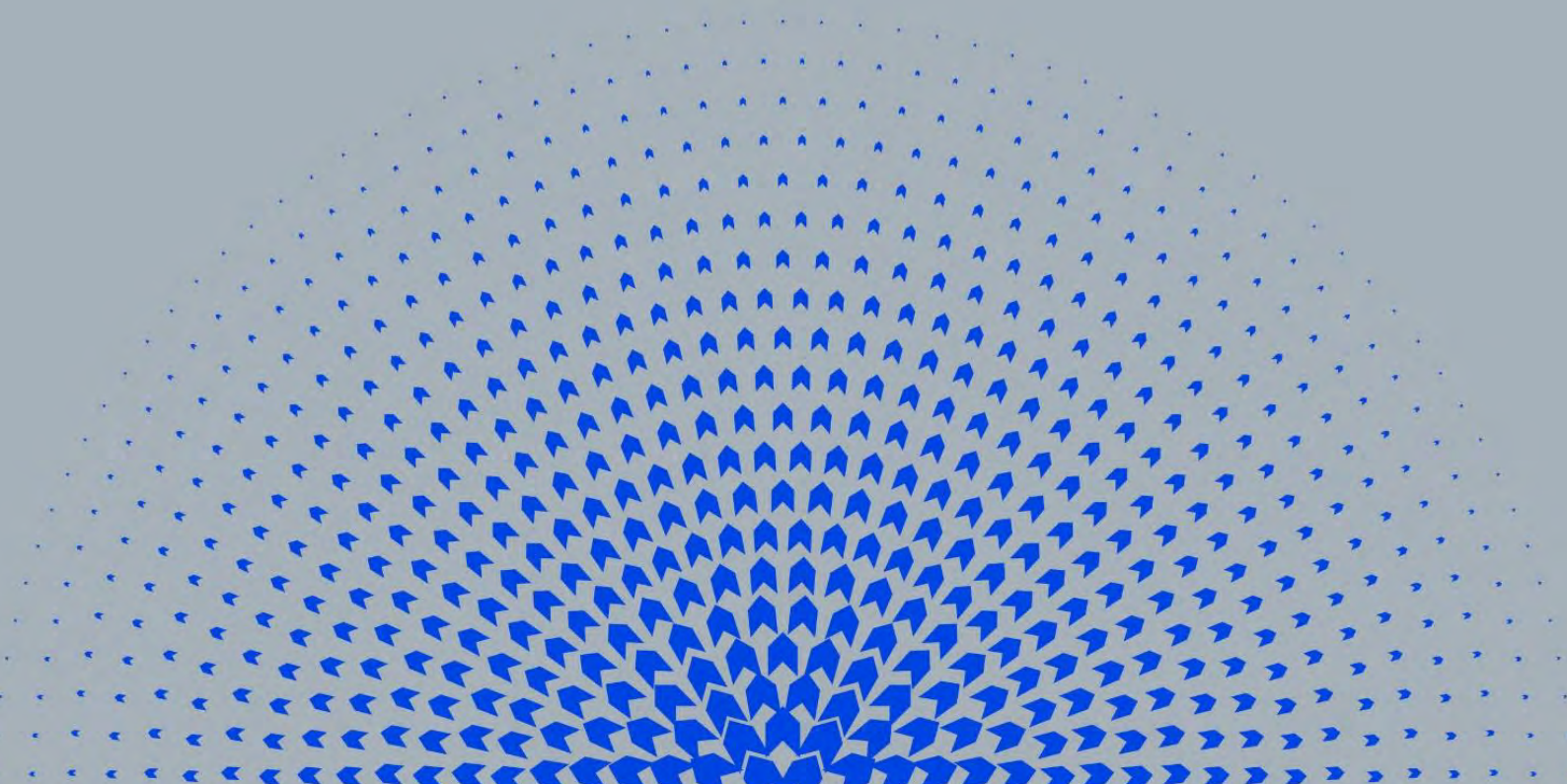
The Audit Committee oversees the Internal Audit work, which periodically reviews the adequacy and effectiveness of the internal control system, to provide a continuous assessment of the internal control system and its effectiveness. The Committee also reviews the External Auditor's reports and management letter, which might include any lack of internal control noted by the External Auditor as part of his internal controls assessment.

Based on the above, the Audit Committee believes that the internal control system within Saudi Tadawul Group Holding Company are appropriately designed and effectively serves organizational objectives, operational efficiency, financial reporting reliability and regulatory compliance without any material deficiency or material weakness.

The Audit Committee also extends its sincere thanks to the Board of Directors for its support to the Committee to fulfill its roles and responsibilities and the Executive Management for providing all the data requested to perform the duties of the Committee.

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**Statement of Board of Directors'
recommendation to distribute cash
dividends to the company's shareholders
for the fiscal year 2021**

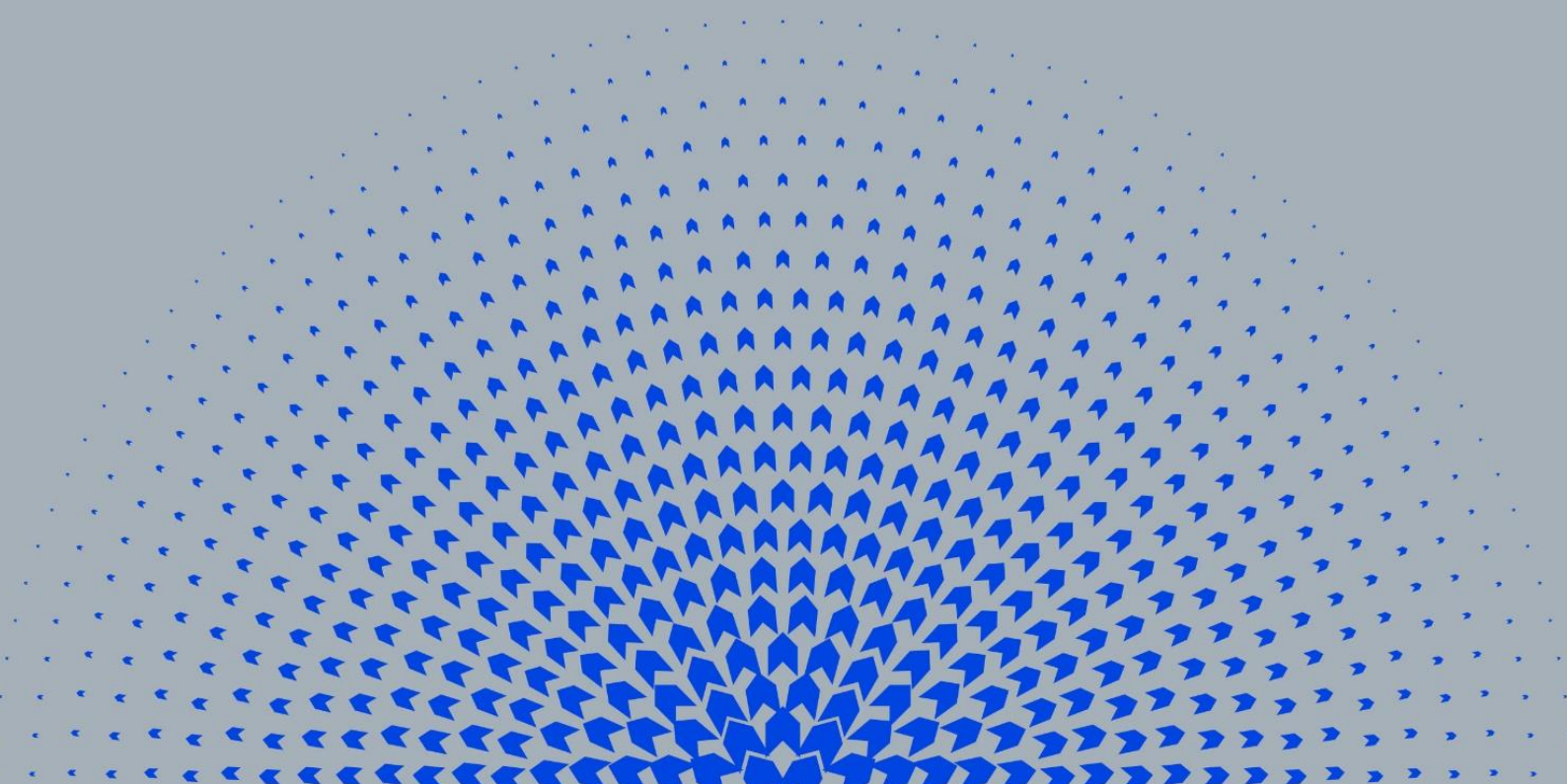


Statement of Board of Directors' recommendation to distribute cash dividends to the company's shareholders for the fiscal year 2021

Saudi Tadawul Group Holding Co. announced the issuance of its Board of Directors' resolution by circulation, which includes a recommendation to distribute cash dividends to the company's shareholders for the fiscal year 2021, as below:

Element	Explanation
Date of the board's decision	2022-03-05 Corresponding to 1443-08-02
The Total amount distributed	SAR 360 million
Number of Shares Eligible for Dividends	120 million shares
Dividend per share	SAR 3 per share
Percentage of Dividend to the Share Par Value (%)	30%
Eligibility date	The eligibility of dividends shall be for the Shareholders who own the Company's shares and registered in the Company's register at the Securities Depository Center Company (Edaa) by the end of the second trading day following the day of the Company's General Assembly meeting.
Distribution Date	the distribution of dividends date shall be within fifteen days from the Eligibility Date upon the General Assembly approval.
Additional Information	Saudi Tadawul Group would like to draw the attention of the non-resident foreign investors that the cash dividend distribution which is transferred by the resident financial broker is subject to a withholding tax of 5% according to the provisions of Article (68) of the Income Tax Law and Article (63) of its Implementing Regulations.

**Limited examination report and the
notification of the Chairperson of the Board
to the shareholders about business and
contracts that the members of the Board
have any direct or indirect interest in**





KPMG Professional Services

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Kingdom of Saudi Arabia
Commercial Registration No. 1010425494

Headquarters in Riyadh

كي بي إم جي للاستشارات المهنية

واجهة الرياض، طريق المطار
صندوق بريد ٩٢٨٧٦
الرياض ١١٦٦٣
المملكة العربية السعودية
سجل تجاري رقم ١٠١٠٤٢٥٤٩٤

المركز الرئيسي في الرياض

Independent Limited Assurance Report to Saudi Tadawul Group Holding Company on the Chairperson's Declaration on the Requirements of Article 71

To the Shareholders of Saudi Tadawul Group Holding Company

We were engaged by the management of Saudi Tadawul Group Holding Company (the "Company") to report on the Chairperson's declaration prepared by the Management in accordance with the requirements of Article 71 of the Regulations for Companies, which comprises the transactions carried out by the Company during the year ended 31 December 2021 in which any of the members of Board of Directors of the Company had direct or indirect personal interest as detailed below ("Subject Matter") and the accompanying management's statement thereon as set out in Appendix 1, in the form of an independent limited assurance conclusion that based on our work performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter is not properly prepared, in all material respects, based on the applicable criteria ("Applicable Criteria") below.

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Chairperson's declaration enclosed in the attached Appendix 1 (the "Declaration") prepared by the Management in accordance with the requirements of Article 71 of the Regulations for Companies and presented by the Chairperson of the Company, which comprises the transactions carried out by the Company during the year ended 31 December 2021 in which any of the members of Board of Directors of the Company had direct or indirect personal interest.

Applicable Criteria

We have used the following as the Applicable Criteria:

- Article 71 of the Saudi Arabian Regulations for Companies issued by MOC (1437H -2015).

Management Responsibility

The management of the Company is responsible for preparing the Subject Matter information (i.e. Appendix 1) that is free from material misstatement in accordance with the Applicable Criteria and for the information contained therein.

This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and presentation of the Subject Matter such that information is free from material misstatement, whether due to fraud or error. It also includes selecting the Applicable Criteria and ensuring that the Company complies with the Saudi Arabian Regulations for Companies issued by Ministry of Commerce ("MOC") issued on 22 Safar 1437H (corresponding to 4 December 2015); designing, implementing and effectively operating controls to achieve the stated control objectives; selecting and applying policies; making judgments and estimates that are reasonable in the circumstances; and maintaining adequate records in relation to the Subject Matter information.

The management of the Company is also responsible for preventing and detecting fraud and for identifying and ensuring that the Company complies with laws and regulations applicable to its activities. The management of the Company is responsible for ensuring that staff involved with the preparation of the Subject Matter information are properly trained, systems are properly updated and that any changes in reporting encompass all significant business units.

KPMG Professional Services, a professional closed joint stock company registered in the Kingdom of Saudi Arabia with the paid-up capital of SAR (25,000,000). Previously known as "KPMG Al Fozan & Partners Certified Public Accountants". A non-partner member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.

كي بي إم جي للاستشارات المهنية شركة مبنية مساهمة مسجلة في المملكة العربية السعودية، رأس ماله (٢٥,٠٠٠,٠٠٠) ريال سعودي، منفرد بالتكامل، المسجلة سابقاً كشركة كي بي إم جي للفرز والفوز وشركاه مساهمون ومراجعون قانونيون. وهي عضو غير شريك في الشبكة العالمية لشركات كي بي إم جي المستقلة والتابعة لشبكة كي بي إم جي العالمية المحدودة، شركة الجازبية محدودة بضمان. جميع الحقوق محفوظة.

Independent Limited Assurance Report to Saudi Tadawul Group Holding Company on the Chairperson's Declaration on the Requirements of Article 71

To the Shareholders of Saudi Tadawul Group Holding Company (continued)

Our Responsibility

Our responsibility is to examine the Subject Matter information prepared by the Company and to report thereon in the form of an independent limited assurance conclusion based on the evidence obtained. We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000, "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" endorsed in the Kingdom of Saudi Arabia and the terms and conditions for this engagement as agreed with the Company's management. That standard requires that we plan and perform our procedures to obtain a meaningful level of assurance about whether the Subject Matter information is properly prepared, in all material respects, as the basis for our limited assurance conclusion.

The firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of the Company in accordance with professional code of conduct and ethics that are endorsed in the Kingdom of Saudi Arabia that are relevant to our assurance engagement and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The procedures selected depend on our understanding of the Subject Matter and other engagement circumstances, and our consideration of areas where material misstatements are likely to arise.

In obtaining an understanding of the Subject Matter and other engagement circumstances, we have considered the process used to prepare the Subject Matter information in order to design assurance procedures that are appropriate in the circumstances, but not for the purposes of expressing a conclusion as to the effectiveness of the Company's process or internal control over the preparation and presentation of the Subject Matter information.

Our engagement also included: assessing the appropriateness of the Subject Matter, the suitability of the criteria used by the Company in preparing the Subject Matter information in the circumstances of the engagement, evaluating the appropriateness of the procedures used in the preparation of the Subject Matter information and the reasonableness of estimates made by the Company.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We did not perform procedures to identify additional procedures that would have been performed if this were a reasonable assurance engagement.

As part of this engagement, we have not performed any procedures by way of audit, review or verification of the Subject Matter information nor of the underlying records or other sources from which the Subject Matter information was extracted.

Procedures Performed

- Obtained the BOD Chairperson's list that includes all kind of business and contracts performed by any of the BOD members of the Company either directly or indirectly in the favor of the Company during the year; (Appendix 1);
- Reviewed the BOD's minutes of meetings that indicate member notification to the BOD on the business and contracts performed by the BOD member; and further that the concerned Board Member did not vote on the resolution issued in this regard at the meetings of the BOD;
- Obtained the required approvals on the transactions included in the Chairperson's declaration (Appendix 1);
- Obtained confirmation from the concerned BOD member on the business and contracts performed by the member during the year; and
- Ensured the total transactions' amounts included in the list prepared by the BOD Chairperson agreed to the total transactions' amounts included in the note 31 to the audited financial statements.



Independent Limited Assurance Report to Saudi Tadawul Group Holding Company on the Chairperson's Declaration on the Requirements of Article 71

To the Shareholders of Saudi Tadawul Group Holding Company (continued)

Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined in this report.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter information is not prepared, in all material respects, in accordance with the Applicable Criteria.

Restriction of Use of Our report

Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the Company and MOC for any purpose or in any context. Any party other than the Company and MOC who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the Company and MOC for our work, for this independent limited assurance report, or for the conclusions we have reached.

Our report is released to the Company and MOC on the basis that it shall not be copied, referred to or disclosed, in whole (save for the Company's own internal purposes) or in part, without our prior written consent.

KPMG Professional Services

Hani Hamzah A. Bedairi
License No: 460


Al Riyadh, 04 Ramadan 1443H
Corresponding to: 05 April 2022



Date: 31 March 2022

To the shareholders of Saudi Tadawul Group Holding Company,

With reference to the requirements of Article 71 of the Regulations for Companies issued by Ministry of Commerce ("MOC") 1437H as amended by Royal Decree No. (M/79) 1439H which stipulates that a board member may not have a direct or indirect interest in the Company's business contracts or transactions unless an authorization is obtained from the General Assembly, I confirm that the below information mentioned in Appendix 1 contains all business, contracts and other transactions between related parties of the Saudi Tadawul Group Holding Company which are governed by Article 71 of the Regulations for Companies for the financial year ended 31 December 2021.


Sarah Jammaz Al-Suhaimi
Chairperson of the Board

Page 1 of 2

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6897 King Fahad Road, Al Olaya - Unit 15 - Riyadh 12211-3388 - Kingdom of Saudi Arabia

شركة شخص واحد مساهمة مقفلة - رأس مالها: (1.200.000.000) ريال (مدفوع بالكامل) - س.ت. 1010241733

Tadawulgroup.sa | +966 92000 1919 One person closed shareholding company, capital value of 1,200,000,000 SAR (fully paid up), C.R. 1010241733

Appendix 1

The following represents investment in mutual funds in which directors of Saudi Tadawul Group Holding Company ("the Company") have direct or indirect interest as per the Article 71 of the Regulations for Companies issued by Ministry of Commerce ("MOC") 1437H as amended by Royal Decree No. (M/79) 1439H.

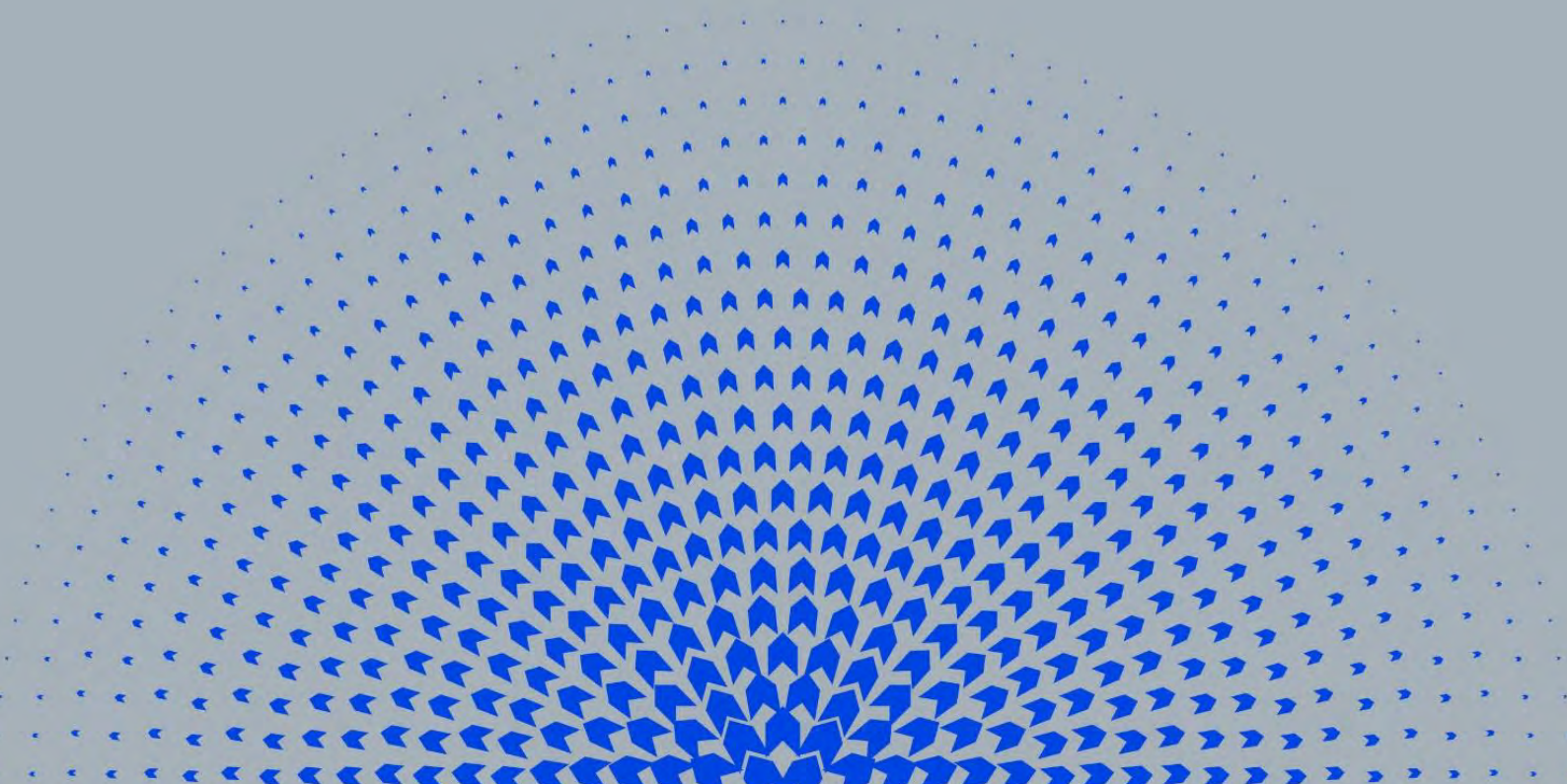
Nature of relationship	Opening Balance	Purchases/ (Disposals)	Realized and Unrealized gain	Ending Balance
Board of Directors	480,581,382	(378,349,918)	3,731,250	105,962,714

In addition to the the above, the Company, being the stock exchange* of the Kingdom of Saudi Arabia, entered into transactions with entities having common directors within the normal course of its business activities as disclosed in note 31 to the Company's audited financial statements for the year ended 31 December 2021.

* the company was the Stock Exchange of the Kingdom of Saudi Arabia until June 2021.

Handwritten signature in blue ink.

Recommended amendment of the Company's Bylaw



Recommended amendment of the Company's Bylaw

Clause	Current Provisions	Amendments Provisions
Clause 2: Company's Name	The Saudi Tadawul Holding, a Saudi closed joint stock company.	The Saudi Tadawul Holding, a Saudi closed listed joint stock company.

Clause	Current Provisions	Amendments Provisions
Clause 7: Capital	The Company's capital is one billion, two hundred million Saudi riyals (SR 1,200,000,000) divided into one hundred twenty million (120,000,000) shares, all of which are of equal value and the nominal value of each is ten (10) riyals. All the shares are cash shares and the Public Investment Fund has subscribed to all of which.	The Company's capital is one billion, two hundred million Saudi riyals (SR 1,200,000,000) divided into one hundred twenty million (120,000,000) shares, all of which are of equal value and the nominal value of each is ten (10) riyals. All the shares are cash shares and the Public Investment Fund has subscribed to all of which have been fully subscribed to and paid for.