

The Extraordinary General Assembly Meeting (First Meeting)

Location: Riyadh - Almarai headquarter - via modern technology

Date: Tuesday 2 April 2024

Time: 10:00 PM

Agenda of the Extraordinary General Assembly Meeting

1. Discussing the Auditors' Report for the fiscal year ending 31st December 2023 and approving the same.
2. Reviewing and deliberating on the consolidated financial statements for the fiscal year ending 31st December 2023 .
3. Reviewing and deliberating on the Board report for the fiscal year ending 31st December 2023 .
4. To vote on the recommendation of the Board of Directors to pay dividends, for the fiscal year ending 31st December 2023, of SAR 1.00 per share totaling SAR 1000 million (This proposed cash dividend represents 10.0% of the capital share, based on 1,000 million shares), for shareholders who own shares on the date of the Extraordinary General Assembly Meeting which will be registered at the Securities Depository Center Company at the market closing of the second working day after the date of the cash dividend payment will be confirmed after the approval of the Extraordinary General Assembly, and the dividend distribution date will be announced later;
5. To vote on the release of Board of Directors members from liability for the fiscal year ending 31st December 2023.
6. To vote on the payment of the remuneration of the Board of Directors amounting in total to SAR 1,800,000 where SAR 200,000 will be distributed to each director on a pro-rated basis for the fiscal year ending 31st December 2023.
7. To vote on an insurance contract, that was done in 2023, with a value of SAR 187 million at the prevailing commercial terms between Almarai Company and Arabian Shield Insurance Co. in which the Chairman of the Board of Directors HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer (Non-Executive Member) and Mr. Salman Abdelmuhsin Alsudeary (Independent) has an indirect interest.
8. To vote on a Sales contract, that was done in 2023, with a value of SAR 802 million under the prevailing terms and conditions between Almarai Company and Panda Retail Company in

which Savola Group, one of Almarai Company's main shareholders and who is represented in the board of directors, holds significant shares. Savola board representatives at Almarai include Mr. Sulaiman bin Abdulkader Al Muhaideb (Non-Executive Member), Mr. Bader bin Abdullah Al Issa (Non-Executive Member) and Mr. Waleed Fatani (Non-Executive Member), have indirect interest;

9. To vote on a sugar purchase contract, that was done in 2023, with a value of SAR 73 million at the prevailing commercial terms and conditions, between Almarai Company and United Sugar Co. in which Savola Group, one of Almarai Company's main shareholders and who is represented in the board of directors, holds significant shares. Savola board representatives at Almarai Company include Mr. Sulaiman bin Abdulkader Al Muhaideb (Non-Executive Member), Mr. Bader bin Abdullah Al Issa (Non-Executive Member) and Mr. Waleed Fatani (Non-Executive Member) have indirect interest.
10. To vote on a Sales contract, that was done in 2023, with a value of SAR 605 million under the prevailing terms and conditions between Almarai Company and Abdullah Al-Othaim Markets Company in which the board member Mr. Mohammed Mansour Al Mousa (Non-Executive Member), has an indirect interest.
11. To vote on the telecommunication services contracts, that was done in 2023, with a value of SAR 11 million under the prevailing commercial terms between Almarai Company and Mobile Telecommunication Company Saudi Arabia (Zain), in which the Chairman of the Board of Directors Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer (Non-Executive Member) has an indirect interest.
12. To vote on a banking services, that was done in 2023, with a value of SAR 15 million at the prevailing commercial terms and conditions, between Almarai Company and Banque Saudi Fransi in which the board member Mr. Bader bin Abdullah Al Issa (Non-Executive Member) has an indirect interest;
13. To vote on the Sales contract, that was done in 2023, with a value of SAR 81 million under the prevailing commercial terms between Almarai Company and International Food Industries Co, in which the which the board member Mr. Bader bin Abdullah Al Issa (Non-Executive) has an indirect interest.
14. To vote on a Sales contract, that was done in 2023, with a value of SAR 11 million under the prevailing commercial terms between Almarai Company and Alkhorayef Lubricant Co, in which the which the board member Mr. Ammar Alkhodairi (Independent) has an indirect interest.

15. To vote on a Sales contract, that was done in 2023, with a value of SAR 30 million under the prevailing commercial terms between Almarai Company and Al Khorayef Commercial Co.Ltd, in which the board member Mr. Ammar Alkhodairi (Independent) has an indirect interest.
16. To vote on the Company's purchase of up to a maximum of (10 million) shares with a view to allocating them to the employees of the company within the employee equity program. The purchase will be financed through the company's own resources, and to authorize the Board of Directors to complete the purchase within a maximum period of (12) months from the date of the Extraordinary General Assembly approval. The company will retain the shares purchased for a period not exceeding 7 years from the date of approval of the Extraordinary General Assembly until they are allocated to eligible employees. After this period, the company will follow the procedures and controls set out in the relevant laws and regulations.
17. To vote on delegating the authorization powers of the General Assembly stipulated in Paragraph (1) of Article (27) of the Companies Law to the Board of Directors, for one year from the date of approval by the General Assembly to delegate its powers to the Board of Directors, or until the end of the period of the delegated Board of Directors, whichever is earlier, in accordance with the requirements stipulated in the Implementing Regulations of the Companies Law relating to Listed Joint Stock Companies;
18. To vote on the participation of Mr. Waleed Fatani (Non-Executive Board Member) in competing activity as he is a board member of Al Kabeer Group which engages in a similar activity of the Almarai Company within the poultry segment.
19. To vote on the proposed amendment of the Bylaws to be consistent with the new Companies Law.
20. To vote on amendment of the Audit Committee Charter.