

# The Extraordinary General Assembly Meeting (The first meeting and the second an hour after the first)

**Location:** Riyadh - Almarai headquarters – by means of modern technology

**Date:** Tuesday 21 April 2026

**Time:** 6:30 PM

## Agenda of the Extraordinary General Assembly Meeting

1. Review and discuss the Board of Directors' report for the year ending 31<sup>st</sup> December 2025.
2. Review and discuss the consolidated financial statements for the fiscal year ending 31<sup>st</sup> December 2025 .
3. To vote on and discuss the Auditors' Report for the fiscal year ending 31<sup>st</sup> December 2025.
4. To vote on the recommendation of the Board of Directors to distribute dividends, for the fiscal year ending 31<sup>st</sup> December 2025, of SAR 1.15 per share totaling SAR 1,150 million (This proposed cash dividend represents 11.5% of the capital share, based on 1,000 million shares), for shareholders who own shares on the date of the Extraordinary General Assembly Meeting and who are registered in the company's register at the Securities Depository Center by the end of the second trading day following the Extraordinary General Assembly meeting date, the date of the dividend payment will be confirmed after the approval of the Extraordinary General Assembly, and the dividend distribution will commence on or before May 3rd, 2026, corresponding to 16 Dhul Qidah 1447 AH.
5. To vote on the release of Board of Directors members from liability for the fiscal year ending 31<sup>st</sup> December 2025.
6. To vote on the payment of the remuneration of the Board of Directors, amounting in total to SAR 4,200,000.
7. To vote on an insurance contract that was done in 2025 with a value of SAR 222 million under the prevailing commercial terms and conditions between Almarai Company and Arabian Shield Insurance Company, 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 bin Abdelmuhsin Alsudeary (Independent Member), have an indirect interest.
8. To vote on a sales contract that was done in 2025, with a value of SAR 1,131 million under the prevailing commercial terms and conditions between Almarai Company and Panda Retail Company, in which Mr. Sulaiman bin Abdulkader Al Muhaideb (Non-Executive Member) and Mr. Bader bin Abdullah Al Issa (Non-Executive Member), have an indirect interest, and Mr. Waleed bin Khalid Fatani (former Non-Executive Member), had an indirect interest.

9. To vote on a sugar purchase contract that was done in 2025, with a value of SAR 38 million under the prevailing commercial terms and conditions, between Almarai Company and United Sugar Company, , in which Mr. Sulaiman bin Abdulkader Al Muhaideb (Non-Executive Member) and Mr. Bader bin Abdullah Al Issa (Non-Executive Member), have an indirect interest, and Mr. Waleed bin Khalid Fatani (former Non-Executive Member), had an indirect interest.
10. To vote on a sales contract that was done in 2025, with a value of SAR 861 million under the prevailing commercial terms and conditions between Almarai Company and Abdullah Al-Othaim Markets Company, in which the former board member Mr. Mohammed bin Mansour Al Mousa (former Non-Executive Member), had an indirect interest.
11. To vote on the telecommunication services contracts that were done in 2025, with a value of SAR 17 million under the prevailing commercial terms and conditions between Almarai Company and the Mobile Telecommunication Company Saudi Arabia (Zain), in which the Chairman of the Board of Directors HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer (Non-Executive Member), has an indirect interest.
12. To vote on the banking services contracts that were done in 2025, with a value of SAR 44 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 purchase contract that was done in 2025, with a value of SAR 121 million under the prevailing commercial terms and conditions, between Almarai Company and the International Food Industries Company, in which the board members Mr. Sulaiman bin Abdulkader Al Muhaideb (Non-Executive Member) and Mr. Bader bin Abdullah Al Issa (Non-Executive Member), have an indirect interest, and Mr. Waleed bin Khalid Fatani (former Non-Executive Member), had an indirect interest.
14. To vote on a purchase contract that was done in 2025, with a value of SAR 15 million under the prevailing commercial terms and conditions, between Almarai Company and Alkhorayef Lubricant Company, a subsidiary of Alkhorayef Group, in which the board member Engr. Ammar bin Abdulwahid Alkhodairi (Independent Member), has an indirect interest.
15. To vote on a purchase contract that was done in 2025, with a value of SAR 35 million under the prevailing commercial terms and conditions between Almarai Company and Alkhorayef Commercial Company Ltd, a subsidiary of Alkhorayef Group, in which the board member Engr. Ammar bin Abdulwahid Alkhodairi (Independent Member), has an indirect interest.
16. To vote on a sales contract that was done in 2025, with a value of SAR 19 million under the prevailing commercial terms and conditions between Almarai Company and Spinneys Company, in which the former board member Mr. Hossam bin Ali Al-Qurashi (former Independent Member), had an indirect interest.
17. To vote on the Company's purchase of up to a maximum of (10 million) shares, with a view to allocate the shares to the employees of the company within the employee equity program, and to have the purchase financed through the company's internal 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 requirements set out in the relevant laws and regulations.

18. 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 for Listed Joint Stock Companies.
19. To vote on the appointment of His Excellency Engr. Abdulrahman Abdulmohsen Al-Fadley (Non-Executive Member) as a member of the Board of Directors, starting from the date of his appointment on 17 November 2025, to complete the board term until the end of the current term on 6 August 2029, succeeding the former board member, Mr. Mohammed bin Mansour Al-Mousa (Non-Executive Member).
20. To vote on the participation of the board member, His Excellency Engr. Abdulrahman Abdulmohsen Al-Fadley (Non-Executive Member) in a competing activity as he is a board member of the National Agricultural Development Company (NADEC), which engages in a similar activity to that of Almarai Company within the dairy and juice segment.
21. To vote on the recommendation of the Audit Committee and the nomination of the Board of Directors to appoint the auditor for the Company from among the selected candidates. The auditor shall examine, review, and audit the (second, third, and fourth) quarters and annual financial statements of the fiscal year 2026, the (first, second, third, and fourth) quarters and annual financial statements of the fiscal year 2027, and the (first) quarter financial statements of 2028, and to determine the auditor's remuneration.
22. To vote on the amendment of Article (4) of the company's bylaws, related to the purposes of the company.
23. To vote on the amendment of Article (17) of the company's bylaws, related to the management of the company.
24. To vote on the amendment of Article (20) of the company's bylaws, related to the powers of the board of directors
25. To vote on the amendment of Article (22) of the company's bylaws, related to the power of chairman, vice chairman, managing directors, and secretary.
26. To vote on the amendment to the Corporate Governance Rules.