



- **Resolution (1):** To vote on the Board of Directors Report for the year ended 31/12/2019G.
- **Resolution (2):** To vote on the Auditors' Report for the year ended 31/12/2019G.
- **Resolution (3):** To vote on the Annual Financial Statements for the year ended 31/12/2019G.
- **Resolution (4):** To vote on the selection of the external auditors from the nominees based on the Audit Committee recommendation, so that the said external auditors are assigned to review the annual financial statements for the fiscal year 2020, and the 2020 first, second, third and fourth quarters' quarterly reports, and the 2021 first quarter quarterly report, and to determine their fees.
- **Resolution (5):** To vote on the Board member's remuneration at SR3,098K for the year ended 31/12/2019G.
- **Resolution (6):** To vote on the absolving of the Board of Directors of their responsibility for managing the company for the year ended 31/12/2019G.
- **Resolution (7):** To vote on the delegation of the authority to the Board to approve an interim dividend to the shareholders, on a semi-annual or quarterly basis, if required and approved by the Company, and provided approved by the relevant regulator(s).
- **Resolution (8):** To vote on the purchase of the LTIP shares, by the Company, in order to fulfil the current LTIP Cycle's required shares purchase, being an approval of the purchase of LTIP shares, by the Company, to a maximum value of SR14,275,332 to a maximum number of shares of 220,000, for its LTIP scheme, for its entitled LTIP employees. The allocation will be done within a maximum period of 12 (twelve) months from the date of the Extraordinary General Assembly meeting which approves the LTIP shares purchase and the purchase will be financed through company's fund. To authorise the Board to finalise the share buy-back transaction(s), in one or several phases, and to authorise the execution of the LTIP shares transactions, and/or the delegation of the authority to authorise the execution of the LTIP shares transactions.
- **Resolution (9):** To vote on the appointment of Mrs. Joy Linton as member of the Board of Directors, effective 01/12/2019G.
- **Resolution (10):** To vote on the appointment of one Board member, to fill the current Board member vacancy, effective from 01/07/2020G, to complete the current three-year Board term, of from 01/07/2019G to 30/06/2022G, through cumulative voting, through selection from the candidates (attached).
- **Resolution (11):** To vote on the update of the Board Committee Member Remuneration Policy (attached).



- **Resolution (12):** To vote on the update of the Board Member Remuneration Policy (attached).
- **Resolution (13):** To vote on the ratification of the business and contracts, for the year 2019G, with Bupa Insurance Limited, for contracts linked to the Bupa Global Market Unit, without any preferential treatment, noting that Mr. David Martin Fletcher, Mr. Martin Houston, Mr. Simeon Preston and Mrs. Joy Linton have/had/will have an interest as members of the Board of Directors. Noting that the value in 2019 was 36,423 thousand Saudi Riyals.
- **Resolution (14):** To vote on the ratification of the business and contracts, for the year 2019G, with My Clinic International Medical Company Limited, for providing on-site clinic services for Bupa Arabia employees on the Bupa Arabia premises, noting that Mr. Loay Nazer and Mr. Tal Nazer have/had/will have an interest as owners of My Clinic International Medical Company Limited. Noting that the value of this contract in 2019 was 132 Thousand Saudi Riyals.
- **Resolution (15):** To vote on the ratification of the business and contracts, for the year 2019G, with NCB Capital, for investment services fees noting that Dr. Adnan A. Soufi has/had/will have an interest, as a Board member of NCB Capital. Noting that the value in 2019 was 715 Thousand Saudi Riyals.
- **Resolution (16):** To vote on the ratification of the business and contracts, for the year 2019G, with the Nazer Medical Clinics, for expenses charged/re-charged, without any preferential treatment, noting an interest for Eng. Loay Nazer and Mr. Tal Nazer, as owners of Nazer companies. Noting that the value in 2019 was 673 thousand Saudi Riyals.
- **Resolution (17):** To vote on the ratification of the business and contracts, for the year 2019G, with Bupa Investments Overseas Limited, in relation to the Tax Equalization adjustment, without any preferential treatment, noting that Mr. David Martin Fletcher and Mr. Martin Houston and Mr. Simeon Preston and Mrs. Joy Linton have/had/will have an interest as members of the Board of Directors. Noting that the value in 2019 was 2,988 thousand Saudi Riyals.
- **Resolution (18):** To vote on the ratification of the business and contracts, for the year 2019G, with Bupa Investments Overseas Limited, in relation to Board and Board Committee member remunerations, being the value of the Board and Board Committee Member Remuneration amounts for its Bupa Arabia Board and Board Committee member representatives services during 2019, without any preferential treatment, noting that Mr. David Martin Fletcher and Mr. Martin Houston and Mr. Simeon Preston and Mrs. Joy Linton have/had/will have an interest as members of the Board of Directors. Noting that the value in 2019 was 700 thousand Saudi Riyals.
- **Resolution (19):** To vote on the ratification of the business and contracts, for the year 2019G, with Bupa Insurance Limited, being the value of shared insurance contract premium, without any preferential treatment, noting that Mr. David Martin Fletcher and Mr. Martin Houston and Mr. Simeon Preston and Mrs. Joy Linton have/had/will have an interest as members of the Board of Directors. Noting that the value in 2019 was 6,009 thousand Saudi Riyals.



- **Resolution (20):** To vote on the ratification of the business and contracts, for the year 2019G, with Bupa Middle East Holdings Two W.L.L., relating to brand fees, without any preferential treatment, noting that Eng. Loay Nazer, Mr. Tal Nazer, Mr. David Martin Fletcher and Mr. Martin Houston and Mr. Simeon Preston and Mrs. Joy Linton have/had/will have an interest as members of the Board of Directors. Noting that the value in 2019 was 23,608 thousand Saudi Riyals.
- **Resolution (21):** To vote on the ratification of the business and contracts, for the year 2019G, with Bupa Arabia for Cooperative Insurance Company, being the cost of providing health insurance to its employees, without any preferential treatment, noting that Mr. Tal Nazer has an interest as the CEO of Bupa Arabia for Cooperative Insurance. Noting that the value in 2019 was 19,155 thousand Saudi Riyals.
- **Resolution (22):** To vote on the ratification of the business and contracts, for the year 2019G, with Nazer Group Limited, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer has/will have an interest as an owner and as the Chairman of the Nazer Group Limited, and Mr. Tal Nazer has/will have an interest as an owner. Noting that the value in 2019 was 656 thousand Saudi Riyals.
- **Resolution (23):** To vote on the ratification of the business and contracts, for the year 2019G, with Nazer Medical Clinics Company and Nazer Pharmacies businesses, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer and Mr. Tal Nazer have/will have an interest as owners. Noting that the value in 2019 was 2,774 thousand Saudi Riyals.
- **Resolution (24):** To vote on the ratification of the business and contracts, for the year 2019G, with Nazer for Dialysis and Advanced Health Services Limited, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer as owner and the Chairman of Nazer for Dialysis and Advanced Health Services Limited, and Mr. Tal Nazer as owner, have/will have an interest. Noting that the value in 2019 was 6,286 thousand Saudi Riyals.
- **Resolution (25):** To vote on the ratification of the business and contracts, for the year 2019G, with Nawah Healthcare Company, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer as owner and the Chairman of Nawah Healthcare Company, and Mr. Tal Nazer as owner, have/will have an interest. Noting that the value in 2019 was 535 thousand Saudi Riyals.
- **Resolution (26):** To vote on the ratification of the business and contracts, for the year 2019G, with the Nazer Medical Clinics Company and the Nazer Pharmacies businesses, in order to provide some medical and professional services, noting that prices will be comparable with the prices prevailing with other service providers and so without any preferential treatment, noting that there is/there will be an interest for Eng. Loay Nazer and Mr. Tal Nazer as owners. Noting that the value in 2019 was 2,945 thousand Saudi Riyals.
- **Resolution (27):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with the National Commercial Bank (NCB), being the cost of medical insurance for its



employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a member of the Board of Directors. Noting that the value in 2019 was 151,004 Thousand Saudi Riyals.

- **Resolution (28):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Gulf International Bank (GIB), being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a member of the Board of Directors. Noting that the value of the transactions in 2019 was 9,423 thousand Saudi Riyal.
- **Resolution (29):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with AlRajhi Steel Company, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a member of the Board of Directors. Noting that the value in 2019 was 6,878 thousand Saudi Riyals.
- **Resolution (30):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Etihad Etisalat Company (Mobily), being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2019 was 76,456 thousand Saudi Riyal.
- **Resolution (31):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with MA'ADEN Corporate (Saudi Arabian Mining Company), being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2019 was 11,092 thousand Saudi Riyal.
- **Resolution (32):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Saudi Industrial Investment Group, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2019 was 236 thousand Saudi Riyal.
- **Resolution (33):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Bawan Wood Industries Co., being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2019 was 1,457 thousand Saudi Riyal.
- **Resolution (34):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Bawan Metal Industries Company, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2019 was 1,266 thousand Saudi Riyal.



- **Resolution (35):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Al Rajhi Bank, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2019 was 101,163 thousand Saudi Riyal.
- **Resolution (36):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Riyadh Cables Group Company, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2019 was 8,329 thousand Saudi Riyal.
- **Resolution (37):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Careem, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Dr. Abdullah Elyas as a CEO and member of the Board of Directors. Noting that the value in 2019 was 1,162 Thousand Saudi Riyals.
- **Resolution (38):** To vote on the ratification of the business and contracts, for the year 2019G, with NCB Capital, to provide medical insurance for its employees, without any preferential treatment, noting an interest for Dr. Adnan A. Soufi as a Board Member in NCB Capital. Noting that the value in 2019 was 4,813 thousand Saudi Riyals.
- **Resolution (39):** To vote on the ratification of the business and contracts, for the year 2019G, with Saudi Economy Development Co. Holding (SEDCO), to provide medical insurance for its employees, without any preferential treatment, noting an interest for Dr. Adnan A. Soufi as a Board Member in SEDCO Holding. Noting that the value in 2019 was 3,237 thousand Saudi Riyals.
- **Resolution (40):** To vote on the ratification of the business and contracts, for the year 2019G, with Faitihi Group (Faitihi), to provide medical insurance for its employees, without any preferential treatment, noting an interest for Dr. Adnan A. Soufi as a Board Member in Faitihi. Noting that the value in 2019 was 1,487 thousand Saudi Riyals.
- **Resolution (41):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Mr. Abdulhadi Ali Shayif, being the cost of medical insurance for family members and employees, without any preferential treatment, noting an interest for Mr. Abdulhadi Ali Shayif as a member of the Board of Directors of Bupa Arabia. Noting that the value in 2019 was 64 thousand Saudi Riyals.
- **Resolution (42):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Water Bottling Co. Ltd., being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Mr. Abdulhadi Ali Shayif as a member of the Board of Directors. Noting that the value in 2019 was 3,379 thousand Saudi Riyals.



- **Resolution (43):** To vote on the ratification of the business and contracts, for the year 2019G, with NCB and NCB Capital, in relation to investment services fees, without any preferential treatment, noting an interest for Dr. Adnan A. Soufi as a Board Member in NCB Capital, and Mr. Zaid Algwaiz as Board member of NCB. Noting that the value of the service fees in 2019 was estimated as 1,429 thousand Saudi Riyals.
- **Resolution (44):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Saudi Steel Pipe Company, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest Nader Ashoor as a member of the Board of Directors. Noting that the value in 2019 was 4,140 thousand Saudi Riyals.
- **Resolution (45):** To vote on the ratification of the medical insurance contracts, for the year 2019G, with Ahmed Mohammed Baeshen Co (AMB), being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Ali Sheneamer as a member of the Board of Directors. Noting that the value of the transactions in 2019 was 2,999 thousand Saudi Riyal.
- **Resolution (46):** To vote on the ratification of the sponsoring contract for the year 2019G, with Al-Ittihad Football Club (ITTIHAD), without any preferential treatment, noting an interest for Loay Hisham Nazer as the ex-Chairman of the Board of Directors for Al-Ittihad. Noting that the value of the contract is 2,538 Thousand Saudi Riyals.
- **Resolution (47):** To vote on the ratification of the sponsoring contract for the year 2019G, with Al-Hilal Football Club (Hilal), without any preferential treatment, noting an interest for Suliman Alhatlaan Alkahtani as a previous member of the Board of Directors for Al-Hilal. Noting that the value of the contract is 3,170 Thousand Saudi Riyals.
- **Resolution (48):** To vote on the changes in Article 1 of the Company's By-Laws (attached)
- **Resolution (49):** To vote on the changes in Article 3 of the Company's By-Laws (attached)
- **Resolution (50):** To vote on the changes in Article 4 of the Company's By-Laws (attached)
- **Resolution (51):** To vote on the changes in Article 11 of the Company's By-Laws (attached)
- **Resolution (52):** To vote on the changes in Article 12 of the Company's By-Laws (attached)
- **Resolution (53):** To vote on the changes in Article 13 of the Company's By-Laws (attached)
- **Resolution (54):** To vote on the changes in Article 14 of the Company's By-Laws (attached)
- **Resolution (55):** To vote on the changes in Article 15 of the Company's By-Laws (attached)
- **Resolution (56):** To vote on the changes in Article 16 of the Company's By-Laws (attached)
- **Resolution (57):** To vote on the changes in Article 17 of the Company's By-Laws (attached)



- **Resolution (58):** To vote on the changes in Article 18 of the Company's By-Laws (attached)
- **Resolution (59):** To vote on the changes in Article 19 of the Company's By-Laws (attached)
- **Resolution (60):** To vote on the changes in Article 20 of the Company's By-Laws (attached)
- **Resolution (61):** To vote on the changes in Article 21 of the Company's By-Laws (attached)
- **Resolution (62):** To vote on the changes in Article 22 of the Company's By-Laws (attached)
- **Resolution (63):** To vote on the changes in Article 24 of the Company's By-Laws (attached)
- **Resolution (64):** To vote on the changes in Article 25 of the Company's By-Laws (attached)
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- **Resolution (68):** To vote on the changes in Article 30 of the Company's By-Laws (attached)
- **Resolution (69):** To vote on the changes in Article 33 of the Company's By-Laws (attached)
- **Resolution (70):** To vote on the changes in Article 39 of the Company's By-Laws (attached)
- **Resolution (71):** To vote on the changes in Article 41 of the Company's By-Laws (attached)
- **Resolution (72):** To vote on the changes in Article 45 of the Company's By-Laws (attached)
- **Resolution (73):** To vote on the changes in Article 46 of the Company's By-Laws (attached)
- **Resolution (74):** To vote on the changes in Article 49 of the Company's By-Laws (attached)
- **Resolution (75):** To vote on the changes in Article 50 of the Company's By-Laws (attached)
- **Resolution (76):** To vote on the changes in Article 51 of the Company's By-Laws (attached)