



RESULTS OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING (First Meeting).

- **Resolution (1):** Approved the Board of Directors Report for the year ended 31/12/2017G.
- **Resolution (2):** Approved the Auditors' Report for the year ended 31/12/2017G.
- **Resolution (3):** Approved the Annual Financial Statements for the year ended 31/12/2017G.
- **Resolution (4):** Approved the selection of the external auditors from the nominees based on the Audit Committee's recommendation, for the review of the annual financial statements for the fiscal year 2018, and the 2018 first, second, third and fourth quarters' quarterly reports, and the 2019 first quarter quarterly report, and to determine their fees.
- **Resolution (5):** Approved the dividend distribution of SR2.00 per share, totaling Saudi Riyals one hundred and sixty million (SR160,000,000), representing 20% of the paid up capital, to the shareholders owning shares as per the securities depository centre shareholder registry two days after the date of the Extraordinary General Assembly Meeting, and to be distributed within 15 days of the date as per this General Assembly Meeting approval.
- **Resolution (6):** Approved the Board member's remuneration at SR2,900K for the year ended 31/12/2017G, in accordance with Article 19 of the Company By-Laws.
- **Resolution (7):** Approved the absolving of the Board of Directors of their responsibility for managing the company for the year ended 31/12/2017G.
- **Resolution (8):** Approved 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 SR11,494,500, to a maximum number of shares of 153,000, 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):** Approved the appointment of Mr. Simeon Preston (Non-Executive), as Board member representing the foreign shareholder, Bupa Investments Overseas Limited, to complete the current Board term, as a replacement of the resigned Board member, Mr. Martin Potkins.



- **Resolution (10):** Approved 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 (11):** Approved the ratification of the business and contracts, for the year 2017G, with Bupa Global, relating to reinsurance premiums, without any preferential treatment, noting that Mr. Martin Potkins, Mr. David Martin Fletcher and Mr. Simeon Preston have/had/will have an interest as members of the Board of Directors, as well as the reinsurance contracts for the coming year. Noting that the value in 2017 was 9,252 thousand Saudi Riyals.
- **Resolution (12):** Approved the ratification of the business and contracts, for the year 2017G, with Bupa Investments Overseas Limited, of the tax recovered from the shareholders abroad, without any preferential treatment, noting that Mr. Martin Potkins, Mr. David Martin Fletcher and Mr. Simeon Preston have/had/will have an interest as members of the Board of Directors, as well as for the coming year. Noting that the value in 2017 was nil thousand Saudi Riyals.
- **Resolution (13):** Approved the ratification of the business and contracts, for the year 2017G, with Bupa Insurance Limited, being the value of shared insurance contract premium, without any preferential treatment, noting that Mr. Martin Potkins, Mr. David Martin Fletcher and Mr. Simeon Preston have/had/will have an interest as members of the Board of Directors, as well as for the coming year. Noting that the value in 2017 was 4,185 thousand Saudi Riyals.
- **Resolution (14):** Approved the ratification of the business and contracts, for the year 2017G, with Bupa Middle East Holdings W.L.L., relating to brand fees, without any preferential treatment, noting that Eng. Loay Nazer, Mr. Tal Nazer, Mr. Martin Potkins, Mr. David Martin Fletcher and Mr. Simeon Preston have/had/will have an interest as members of the Board of Directors, as well as for the coming year. Noting that the value in 2017 was 19,321 thousand Saudi Riyals.
- **Resolution (15):** Approved the ratification of the business and contracts, for the year 2017G, with Nazer for Dialysis and Advanced Health Services Limited, being the medical costs of providing medical services, without any preferential treatment, noting that Eng. Loay Nazer and Mr. Tal Nazer have/will have an interest as owners, and Mr. Aamer Alireza, as the representative of the Nazer Group in the Bupa Arabia Board of Directors has had/will have an interest, as well as for the coming year. Noting that the value in 2017 was 1,237 thousand Saudi Riyals.
- **Resolution (16):** Approved the ratification of the business and contracts, for the year 2017G, 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, as well as for the coming year. Noting that the value in 2017 was 16,303 thousand Saudi Riyals.

- **Resolution (17):** Approved the ratification of the business and contracts, for the year 2017G, 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, and that Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors, as well as for the coming year. Noting that the value in 2017 was 559 thousand Saudi Riyals.
- **Resolution (18):** Approved the ratification of the business and contracts, for the year 2017G, with Nazer Clinics, 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, and Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors, as well as for the coming year. Noting that the value in 2017 was 896 thousand Saudi Riyals.
- **Resolution (19):** Approved the ratification of the business and contracts, for the year 2017G, 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, and Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors as well as for the coming year. Noting that the value in 2017 was 5,268 thousand Saudi Riyals.
- **Resolution (20):** Approved the ratification of the business and contracts, for the year 2017G, 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, and Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors, as well as for the coming year. Noting that the value in 2017 was 1,803 thousand Saudi Riyals.
- **Resolution (21):** Approved the ratification of the business and contracts, for the year 2017G, with the Nazer Clinics 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, as well as for the coming year, noting that there is/there will be an interest for Eng. Loay Nazer and Mr. Tal Nazer as owners and Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors. Noting that the value in 2017 was 6,149 thousand Saudi Riyals.



- **Resolution (22):** Approved the ratification of the medical insurance contracts, for the year 2017G, with the Xenel Holding Group, being the cost of medical insurance for its employees, without any preferential treatment, noting the interest of Mr. Aamer Alireza as a member of the Board of Directors, as well as for the coming year. Noting that the value in 2017 was 53,094 thousand Saudi Riyals.
- **Resolution (23):** Approved the ratification of the medical insurance contracts, for the year 2017G, with Dr. Adnan Soufi, being the cost of medical insurance for family members, without any preferential treatment, noting an interest for Dr. Adnan Soufi as a member of the Board of Directors of Bupa Arabia, as well as for the coming year. Noting that the value in 2017 was 15 thousand Saudi Riyals.
- **Resolution (24):** Approved the ratification of the medical insurance contracts, for the year 2017G, 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, as well as for the coming year. Noting that the value in 2017 was 67 thousand Saudi Riyals.
- **Resolution (25):** Approved the ratification of the medical insurance contracts, for the year 2017G, 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, as well as for the coming year. Noting that the value in 2017 was 3,611 thousand Saudi Riyals.
- **Resolution (26):** Approved the ratification of the medical insurance contracts, for the year 2017G, with Zaid Algwaiz, being the cost of family medical insurance, without any preferential treatment, noting an interest for Zaid Algwaiz as a member of the Board of Directors, as well as for the coming year. Noting that the value in 2017 was 28 thousand Saudi Riyals.
- **Resolution (27):** Approved the ratification of the medical insurance contracts, for the year 2017G, 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, as well as for the coming year. Noting that the value in 2017 was 6,604 thousand Saudi Riyals.
- **Resolution (28):** Approved the ratification of the business and contracts, for the year 2017G, with the Shariah Review Bureau, to provide Shariah consulting and review services, without any preferential treatment, noting an interest for Abdulhadi Ali Shayif as an owner in the Shariah Review Bureau, as well as for the coming year. Noting that the value in 2017, to the point Mr. Abdulhadi Ali Shayif was no longer an owner in the Shariah Review Bureau, was 119 thousand Saudi Riyals.



- **Resolution (29):** Approved the ratification of the business and contracts, for the year 2017G, 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, and that Mr. Aamer Alireza has/will have an interest as the representative of the Nazer Group in the Bupa Arabia Board of Directors, as well as for the coming year. Noting that the value in 2017 was a net 284 thousand Saudi Riyals.