

Results of the
Extraordinary General
Assembly Meeting
(First Meeting)

30 June 2019

- **Resolution (1):** Approved the Board of Directors Report for the year ended 31/12/2018G.
- **Resolution (2):** Approved the Auditors' Report for the year ended 31/12/2018G.
- **Resolution (3):** Approved the Annual Financial Statements for the year ended 31/12/2018G.
- **Resolution (4):** Approved as per the nomination of the Audit Committee the selection of KPMG and Ernest & Young from the nominated auditors list to review the annual financial statements for the fiscal year 2019, and the 2019 second and third quarters' quarterly reports, and the 2020 first quarter quarterly report, and fixing their fees.
- **Resolution (5):** Approved the 2018 fiscal year cash dividend distribution, of SR1.50 per share, totaling Saudi Riyals one hundred and eighty million (SR180,000,000), representing 15% 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 due date as per this General Assembly Meeting approval.
- **Resolution (6):** Approved the Board members' remuneration at SR2,856K for the year ended 31/12/2018G.
- **Resolution (7):** Approved the absolving of the Board of Directors of their responsibility for managing the company for the year ended 31/12/2018G.
- **Resolution (8):** 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 (9):** Approved the changes to the Company's Long-Term Incentive Plan (LTIP), and to authorise the Board of Directors to determine the terms of the plan and to authorise the Board of Directors to authorise the execution of the LTIP shares transactions.
- **Resolution (10):** 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 SR17,743,567, to a maximum number of shares of 251,000, 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 general assembly meeting which approves the LTIP shares purchase and the purchase will be financed through Cash. 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 (11):** Approved the appointment of the members of the Board of Directors for the next cycle for a period of three years, which will start from 01/07/2019G and which will end on 30/06/2022G, on a cumulative voting basis, as follows:

#	Name	Classification	Membership Type
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1	Eng. Loay Hisham Nazer	Non-Executive	Representing Nazer Group Holding Company
2	Mr. David Martin Fletcher	Non-Executive	Representing the foreigner shareholder, Bupa Investments Overseas Limited
3	Mr. Simeon Preston	Non-Executive	Representing the foreigner shareholder, Bupa Investments Overseas Limited
4	Mr. Martin Houston	Non-Executive	Representing the foreigner shareholder, Bupa Investments Overseas Limited
5	Mr. Zaid Abdulrahman Algwaiz	Independent	Personal Capacity
6	Ms. Huda Bin Ghoson	Independent	Personal Capacity
7	Dr. Abdullah Elyas	Independent	Personal Capacity
8	Mr. Tal Hisham Nazer	Executive	Personal Capacity

- **Resolution (12):** Approved the formation of the Audit Committee and its membership, its terms of reference (Charter), that the remuneration of its members shall be in accordance with the already in existence Board and Committee Member Remuneration Policies, for the next cycle for a period of three years, which will start from 01/07/2019G and which will end on 30/06/2022G. Attached the profiles of the nominees being presented, and they are as follows:

<u>1</u>	Mr. David Hunt	<u>2</u>	Mr. Sulaiman Naser AlHatlan Alkahtani
<u>3</u>	Mr. Walid Ibrahim Shukri	<u>4</u>	Mr. Zaid Abdulrahman Algwaiz

- **Resolution (13):** Approved the ratification of the business and contracts, for the year 2018G, with the Bupa International Markets division, without any preferential treatment, noting that Mr. Martin Potkins, Mr. David Martin Fletcher, Mr. Simeon Preston and Mr. Martin Houston have/had/will have an interest as members of the Board of Directors. Noting that the value in 2018 was 14,939 thousand Saudi Riyals.
- **Resolution (14):** Approved the ratification of the business and contracts, for the year 2018G, with Bupa Investments Overseas Limited, being the Withholding Taxes, without any preferential treatment, noting that Mr. Martin Potkins, Mr. David Martin Fletcher, Mr. Simeon Preston and Mr. Martin Houston have/had/will have an interest as members of the Board of Directors. Noting that the value in 2018 was 9,120 thousand Saudi Riyals.

- **Resolution (15)**: Approved the ratification of the business and contracts, for the year 2018G, 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, Mr. Simeon Preston and Mr. Martin Houston have/had/will have an interest as members of the Board of Directors. Noting that the value in 2018 was 4,000 thousand Saudi Riyals.
- **Resolution (16)**: Approved the ratification of the business and contracts, for the year 2018G, 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, Mr. Simeon Preston and Mr. Martin Houston have/had/will have an interest as members of the Board of Directors. Noting that the value in 2018 was 20,542 thousand Saudi Riyals.
- **Resolution (17)**: Approved the ratification of the business and contracts, for the year 2018G, 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 Nazer Bupa Arabia Board member. Noting that the value in 2018 was 38,817 thousand Saudi Riyals.
- **Resolution (18)**: Approved the ratification of the business and contracts, for the year 2018G, 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 2018 was 18,048 thousand Saudi Riyals.
- **Resolution (19)**: Approved the ratification of the business and contracts, for the year 2018G, 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, Mr. Tal Nazer has/will have an interest as an owner, and Mr. Aamer Alireza as Nazer Bupa Arabia Board member. Noting that the value in 2017 was 522 thousand Saudi Riyals.
- **Resolution (20)**: Approved the ratification of the business and contracts, for the year 2018G, 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 as Nazer Bupa Arabia Board member. Noting that the value in 2018 was 1,643 thousand Saudi Riyals.
- **Resolution (21)**: Approved the ratification of the business and contracts, for the year 2018G, 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, Mr. Tal Nazer as owner and Mr. Aamer Alireza as Nazer Bupa Arabia Board member, have/will have an interest. Noting that the value in 2018 was 5,794 thousand Saudi Riyals.
- **Resolution (22)**: Approved the ratification of the business and contracts, for the year 2018G, 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, Mr. Tal Nazer as owner, and Mr. Aamer Alireza as Nazer Bupa Arabia Board member have/will have an interest. Noting that the value in 2018 was 1,199 thousand Saudi Riyals.

- **Resolution (23):** Approved the ratification of the business and contracts, for the year 2018G, with the Nazer Clinics & 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, Mr. Tal Nazer as owners, and Mr. Aamer Alireza as Nazer Bupa Arabia Board member. Noting that the value in 2018 was 2,006 thousand Saudi Riyals.
- **Resolution (24):** Approved the ratification of the medical insurance contracts, for the year 2018G, 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. Noting that the value in 2018 was 15 thousand Saudi Riyals.
- **Resolution (25):** Approved the ratification of the medical insurance contracts, for the year 2018G, 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 2018 was 55 thousand Saudi Riyals.
- **Resolution (26):** Approved the ratification of the medical insurance contracts, for the year 2018G, 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 2018 was 4,000 thousand Saudi Riyals.
- **Resolution (27):** Approved the ratification of the medical insurance contracts, for the year 2018G, 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. Noting that the value in 2018 was 14 thousand Saudi Riyals.
- **Resolution (28):** Approved the ratification of the medical insurance contracts, for the year 2018G, 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 2018 was 7,127 thousand Saudi Riyals.
- **Resolution (29):** Approved the ratification of the business and contracts, for the year 2018G, 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 Mr. Aamer Alireza as Nazer Bupa Arabia Board member. Noting that the value in 2018 was 1,927 thousand Saudi Riyals.
- **Resolution (30):** Approved the ratification of the business and contracts, for the year 2018G, with Nazer 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 Nazer Medical Company Limited and Mr. Aamer Alireza as Nazer Bupa Arabia Board member. Noting that the value of this contract in 2018 was 130 Thousand Saudi Riyals.

- **Resolution (31)**: Approved the ratification of the business and contracts, for the year 2018G, with Nazer Medical Company Limited, for providing The Health Lounge 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 Nazer Medical Company Limited and Mr. Aamer Alireza as Nazer Bupa Arabia Board member. Noting that the value of this contract in 2018 was 100 Thousand Saudi Riyals.
- **Resolution (32)**: Approved the ratification of the business and contracts, for the year 2018G, with the Saudi Ground Services (SGS), to provide medical insurance for its employees, without any preferential treatment, noting an interest for Abdulhadi Ali Shayif as a Board Member in SGS. Noting that the value in 2018 was 94,000 thousand Saudi Riyals.
- **Resolution (33)**: Approved the ratification of the business and contracts, for the year 2018G, with Xenel Group, to provide medical insurance for its employees, without any preferential treatment, noting an interest for Aamer Ali-Reza as a Board Member in Xenel. Noting that the value in 2018 was 50,000 thousand Saudi Riyals.
- **Resolution (34)**: Approved the ratification of the business and contracts, for the year 2018G, with NCB Capital, for investment services fees, without any preferential treatment, 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 to the end of March was 224 Thousand Saudi Riyals.
- **Resolution (35)**: Approved the ratification of the medical insurance contracts, for the year 2018G, 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 contract started in June 2019 and the value of the contract is 149,825 thousand Saudi Riyals.
- **Resolution (36)**: Approved the ratification of the sponsoring contract for the year 2018G, with Al-Ittihad Football Club (ITTIHAD), without any preferential treatment, noting an interest for Loay Hisham Nazer as the Chairman of the Board of Directors for Al-Ittihad. Noting that the value of the contract is 2,538 Thousand Saudi Riyals.
- **Resolution (37)**: Approved the ratification of the sponsoring contract for the year 2018G, with Al-Hilal Football Club (Hilal), without any preferential treatment, noting an interest for Sulaiman Naser AlHatlan Alkahtani as a member of the Board of Directors for Al-Hilal. Noting that the value of the contract is 3,088 Thousand Saudi Riyals.
- **Resolution (38)**: Approved the ratification of the medical insurance contracts, for the year 2018G, 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 for Saudi Steel Co. and Chief Finance Officer for Bupa Arabia. Noting that the value in 2018 was 4,115 thousand Saudi Riyals.
- **Resolution (39)**: Approved the ratification of the provider relations contracts, for the year 2018G, with Diaverum, being the medical services, without any preferential treatment, which is owned ninety-eight percent by the Nazer Group Limited and two percent by Eng. Loay Nazer. The related party relationship therefore exists due to the ownership/Board memberships of Eng. Loay Nazer and

Mr. Tal Nazer (Chairman and Executive Board member/CEO of Bupa Arabia respectively), with Mr. Aamer Alireza as Nazer Bupa Arabia Board member representative and Mr. Nader Ashoor as CFO for Bupa Arabia and Diaverum Board Member. Noting that the value in 2018 was 38,817 thousand Saudi Riyals.

- **Resolution (40)**: Approved the ratification of the business and contracts, for the year 2018G, with the Fitaihi Holding Group to provide medical insurance for its employees, without any preferential treatment, noting an interest for Dr. Adnan Soufi as a Board Member in Fitaihi Group starting from 23 April 2019, Noting that the value of the contract is 1,247 thousand Saudi Riyals.