



مجموعة فتحي القابضة
FITAIHI HOLDING GROUP

Fitaihi Holding Group Invites its Shareholders to Attend the Extraordinary General Assembly Meeting (First Meeting) Through Means of Modern Technology

Introduction	The Board of Directors of Fitaihi Holding Group is pleased to invite its shareholders to participate and vote at the Extraordinary General Assembly Meeting (First Meeting), through means of modern technology, using Tadwulaty System, scheduled at (18:30) on Thursday 14/10/1444H, corresponding to 04/05/2023.
Venue of AGM	Remotely through contemporary technology, using Tadawulaty system, from Fitaihi Headquarters in Jeddah.
Meting Link	https://www.tadawulaty.com.sa
Date of AGM	Thursday, May 4th, 2023
Time of AGM	18:30
Right of attendance	Each shareholder registered in the Company's shareholders' register, at the Depository Center, at the end of the trading session preceding the General Assembly Meeting, has the right to attend the Assembly Meeting according to the rules and regulations.
Quorum	As per Article (31) of the Company's Articles of Association, the quorum for holding the GA Meeting will be (50%) of the capital. In case of non-completion of the quorum at this meeting, a second meeting will be held within an hour of the scheduled time for the First Meeting, while the Second Meeting will be valid if attended by shareholders representing at least 25% of the Company's capital.
Agenda	<ol style="list-style-type: none">1- View and discuss the Board of Directors' Report for the fiscal year ending on 31/12/2022.2- Vote on the Auditor's Report for the fiscal year ending on 31/12/2022.3- View and discuss the Consolidated Financial Statements for the fiscal year ending on 31/12/2022.4- Vote on discharging the members of the Board of Directors from their liabilities for the fiscal year ending on 31/12/2022.5- Vote on delegating the Board of Directors to distribute interim dividends on a biannual/quarterly basis for the fiscal year 2023.6- Vote on the recommendation of the Board of Directors to pay cash dividends to the Company's shareholders for the fiscal year 2022, at the rate of 40 Halalas per share, which represents 4% of the nominal share value, with a total amount of SAR 11 million. The eligibility is for the shareholders who own the Company's shares on the day of the General Assembly and who are registered in the Company's Share Register with the Securities Depository Center Company (EDAA) at the end of the second trading day following the maturity date. The dividends disbursement date is 18/05/2023.7- Vote on delegating to the Board of Directors, in its term that starts on 22-04-2022, the authorization powers of the General Assembly stipulated in paragraph (1) of Article (27) of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in



مجموعة فتحي القابضة
FITAIHI HOLDING GROUP

accordance with the conditions set forth in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.

- 8- Vote on appointing the external auditor for the Company, from among the candidates, based on the Audit Committee's recommendation to examine and audit the Company's second quarter, third quarter, and the annual financial statements of the fiscal year 2023, and the first quarter, second quarter, third quarter, and the annual financial statements of the fiscal year 2024, and the first quarter of the fiscal year 2025, and fixing their service fees. (Attached)
- 9- Vote on the amendments to the Corporate Governance Regulations for the Company. (Attached)
- 10- Vote on the amendment of the Audit Committee Charter. (Attached)
- 11- Vote on the amendment of the Nomination and Remuneration Committee Charter. (Attached)
- 12- Vote on the amendment of the Regulation of Standards and Procedures for the Membership of the Board of Directors. (Attached)
- 13- Vote on the amendment of the Regulation of the Criteria and Controls of Competition. (Attached)
- 14- Vote on the amendment of the Regulation of the Remuneration and Compensation Policy for Members of the Board, Members of the Board Committees, and the Executive Management. (Attached)
- 15- Vote on the amendment of the Regulation of the Social Responsibility and Social Initiatives. (Attached)
- 16- Vote on Amending Article No. (7) of the Company's Articles of Associations relating to (Share Capital of the Company). (Attached)
- 17- Vote on Amending Article No. (9) of the Company's Articles of Associations relating to (Preferred Shares). (Attached)
- 18- Vote on the amendment of Article No. (13) of the Company's Articles of Associations relating to (Capital Increase). (Attached)
- 19- Vote on the amendment of Article No. (14) of the Company's Articles of Associations relating to (Capital Reduction). (Attached)
- 20- Vote on the amendment of Article No. (16) of the Company's Articles of Associations relating to (Managing Company's Affairs). (Attached)
- 21- Vote on the amendment of Article No. (17) of the Company's Articles of Associations relating to (Expiry of a Board Membership). (Attached)
- 22- Vote on the amendment of Article No. (18) of the Company's Articles of Associations relating to (Vacant Positions in the Board). (Attached)



مجموعة فتحي القابضة
FITAIHI HOLDING GROUP

- 23- Vote on the amendment of Article No. (19) of the Company's Articles of Associations relating to (Authorities of the Board). (Attached)
- 24- Vote on the amendment of Article No. (20) of the Company's Articles of Associations relating to (Remunerations of Board Members). (Attached)
- 25- Vote on the amendment of Article No. (21) of the Company's Articles of Associations relating to (Competencies of Chairman, Vice Chairman, Managing Director, and Secretary). (Attached)
- 26- Vote on the amendment of Article No. (22) of the Company's Articles of Associations relating to (Meetings of the Board). (Attached)
- 27- Vote on the amendment of Article No. (23) of the Company's Articles of Associations relating to (Quorum of Board Meetings). (Attached)
- 28- Vote on the amendment of Article No. (24) of the Company's Articles of Associations relating to (Deliberations of the Board). (Attached)
- 29- Vote on the amendment of Article No. (25) of the Company's Articles of Associations relating to (Attending Assemblies). (Attached)
- 30- Vote on the amendment of Article No. (28) of the Company's Articles of Associations relating to (Calling for Meetings of Assemblies). (Attached)
- 31- Vote on the amendment of Article No. (30) of the Company's Articles of Associations relating to (Quorum of the Ordinary General Assembly). (Attached)
- 32- Vote on the amendment of Article No. (31) of the Company's Articles of Associations relating to (Quorum of the Extraordinary General Assembly). (Attached)
- 33- Vote on the amendment of Article No. (32) of the Company's Articles of Associations relating to (Voting at the Assemblies). (Attached)
- 34- Vote on the amendment of Article No. (35) of the Company's Articles of Associations relating to (Chairpersonship of Assemblies and Preparation of Minutes). (Attached)
- 35- Vote on the deletion of Article No. (36) of the Company's Articles of Associations relating to (Audit Committee's Formation). (Attached)
- 36- Vote on the deletion of Article No. (37) of the Company's Articles of Associations relating to (Quorum of the Audit Committee Meetings). (Attached)
- 37- Vote on the deletion of Article No. (38) of the Company's Articles of Associations relating to (Competencies of Audit Committee). (Attached)
- 38- Vote on the deletion of Article No. (39) of the Company's Articles of Associations relating to (Reports of the Audit Committee). (Attached)



مجموعة فتحي القابضة
FITAIHI HOLDING GROUP

- 39- Vote on the amendment of Article No. (40) of the Company's Articles of Associations relating to (Appointment of the Auditor). (Attached)
- 40- Vote on the amendment of Article No. (43) of the Company's Articles of Associations relating to (Financial Documents). (Attached)
- 41- Vote on the amendment of Article No. (44) of the Company's Articles of Associations relating to (Disbursement of Dividends). (Attached)
- 42- Vote on the amendment of Article No. (46) of the Company's Articles of Associations relating to (Disbursement of Dividends to the Holders of Preferred Shares). (Attached)
- 43- Vote on the amendment of Article No. (47) of the Company's Articles of Associations relating to (Company's Losses). (Attached)
- 44- Vote on the amendment of Article No. (48) of the Company's Articles of Associations relating to (Liability Lawsuit). (Attached)
- 45- Vote on the amendment of Article No. (49) of the Company's Articles of Associations relating to (Termination of the Company). (Attached)
- 46- Vote on the amendment of Article No. (50) of the Company's Articles of Associations relating to (Final Provisions). (Attached)
- 47- Vote on re-arranging and renumbering the Articles of the Company's Articles of Associations to comply with the proposed amendments to the above items (From 16 to 46 due to the removal of some Articles) if approved. (Attached)

Proxy	Attached
Electronic voting	Shareholders registered in TADAWULATY services can vote electronically on the assembly's items starting at 1:00 a.m. on Monday, 11/10/1444H, corresponding to 01/05/2023 , and will last until the end of the GA Meeting. Please note that registration in the Tadawulaty service and voting are available and free of charge to all shareholders through the following link: www.tadawulaty.com.sa
Right of registration and voting	The eligibility for registering the attendance of the General Assembly's Meeting ends at the time of the GA Meeting. The eligibility for voting on the items of the agenda for attendees ends upon the Counting Committee concludes counting the votes.
Contact details	For further inquiries regarding any of the GA's items, please contact the CG & Investor Relations Dept. through any of the following (the inquiries shall be answered during the GA Meeting): -E-mail: sh@fitaihi.com.sa -Tel.: 012 - 2604200
Attachments	Attached