



مجموعة فتحي القابضة  
FITAIHI HOLDING GROUP

**Fitaihi Holding Group Announces the Results of the Extraordinary General Assembly Meeting (Second Meeting) Held Through Means of Modern Technology**

**Introduction**

The Board of Directors of Fitaihi Holding Group is pleased to announce the voting results of the Extraordinary General Assembly Meeting (Second Meeting) held online at 7:30 p.m. on Thursday, May 4th, 2023, through modern technology. Due to the lack of quorum at the first meeting, the second meeting was held one hour after the scheduled time for the first meeting with the shares represented in the meeting. The voting results came as follows:

**Agenda**

- 1- The Board of Directors' Report for the fiscal year ending on 31/12/2022 was reviewed and discussed.
- 2- Approval of the Auditor's Report for the fiscal year ending on 31/12/2022.
- 3- The Consolidated Financial Statements for the fiscal year ending on 31/12/2022 were reviewed and discussed.
- 4- Approval of discharging the members of the Board of Directors from their liabilities for the fiscal year ending on 31/12/2022.
- 5- Approval of delegating the Board of Directors to distribute interim dividends on a biannual/quarterly basis for the fiscal year 2023.
- 6- Approval of 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- Approval of 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 accordance with the conditions set forth in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.
- 8- Approval of appointing the external auditor (**Dr. Mohamed Al-Amri & Co. (BDO)**) 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.
- 9- Approval of the amendments to the Corporate Governance Regulations for the Company.
- 10- Approval of the amendment of the Audit Committee Charter.



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- 11- Approval of the amendment of the Nomination and Remuneration Committee Charter.
- 12- Approval of the amendment of the Regulation of Standards and Procedures for the Membership of the Board of Directors.
- 13- Approval of the amendment of the Regulation of the Criteria and Controls of Competition.
- 14- Approval of 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.
- 15- Approval of the amendment of the Regulation of the Social Responsibility and Social Initiatives.
- 16- Approval of Amending Article No. (7) of the Company's Articles of Associations relating to (Share Capital of the Company).
- 17- Approval of Amending Article No. (9) of the Company's Articles of Associations relating to (Preferred Shares).
- 18- Approval of the amendment of Article No. (13) of the Company's Articles of Associations relating to (Capital Increase).
- 19- Approval of the amendment of Article No. (14) of the Company's Articles of Associations relating to (Capital Reduction).
- 20- Approval of the amendment of Article No. (16) of the Company's Articles of Associations relating to (Managing Company's Affairs).
- 21- Approval of the amendment of Article No. (17) of the Company's Articles of Associations relating to (Expiry of a Board Membership).
- 22- Approval of the amendment of Article No. (18) of the Company's Articles of Associations relating to (Vacant Positions in the Board).
- 23- Approval of the amendment of Article No. (19) of the Company's Articles of Associations relating to (Authorities of the Board).
- 24- Approval of the amendment of Article No. (20) of the Company's Articles of Associations relating to (Remunerations of Board Members).
- 25- Approval of the amendment of Article No. (21) of the Company's Articles of Associations relating to (Competencies of Chairman, Vice Chairman, Managing Director, and Secretary).
- 26- Approval of the amendment of Article No. (22) of the Company's Articles of Associations relating to (Meetings of the Board).
- 27- Approval of the amendment of Article No. (23) of the Company's Articles of Associations relating to (Quorum of Board Meetings).



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- 28- Approval of the amendment of Article No. (24) of the Company's Articles of Associations relating to (Deliberations of the Board).
- 29- Approval of the amendment of Article No. (25) of the Company's Articles of Associations relating to (Attending Assemblies).
- 30- Approval of the amendment of Article No. (28) of the Company's Articles of Associations relating to (Calling for Meetings of Assemblies).
- 31- Approval of the amendment of Article No. (30) of the Company's Articles of Associations relating to (Quorum of the Ordinary General Assembly).
- 32- Approval of the amendment of Article No. (31) of the Company's Articles of Associations relating to (Quorum of the Extraordinary General Assembly).
- 33- Approval of the amendment of Article No. (32) of the Company's Articles of Associations relating to (Voting at the Assemblies).
- 34- Approval of the amendment of Article No. (35) of the Company's Articles of Associations relating to (Chairpersonship of Assemblies and Preparation of Minutes).
- 35- Approval of the deletion of Article No. (36) of the Company's Articles of Associations relating to (Audit Committee's Formation).
- 36- Approval of the deletion of Article No. (37) of the Company's Articles of Associations relating to (Quorum of the Audit Committee Meetings).
- 37- Approval of the deletion of Article No. (38) of the Company's Articles of Associations relating to (Competencies of Audit Committee).
- 38- Approval of the deletion of Article No. (39) of the Company's Articles of Associations relating to (Reports of the Audit Committee).
- 39- Approval of the amendment of Article No. (40) of the Company's Articles of Associations relating to (Appointment of the Auditor).
- 40- Approval of the amendment of Article No. (43) of the Company's Articles of Associations relating to (Financial Documents).
- 41- Approval of the amendment of Article No. (44) of the Company's Articles of Associations relating to (Disbursement of Dividends).
- 42- Approval of the amendment of Article No. (46) of the Company's Articles of Associations relating to (Disbursement of Dividends to the Holders of Preferred Shares).
- 43- Approval of the amendment of Article No. (47) of the Company's Articles of Associations relating to (Company's Losses).



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- 44- Approval of the amendment of Article No. (48) of the Company's Articles of Associations relating to (Liability Lawsuit).
- 45- Approval of the amendment of Article No. (49) of the Company's Articles of Associations relating to (Termination of the Company).
- 46- Approval of the amendment of Article No. (50) of the Company's Articles of Associations relating to (Final Provisions).
- 47- Approval of 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).