



ABDULLAH AL OTHAIM MARKETS COMPANY INVITES ITS SHAREHOLDERS TO ATTEND THE ORDINARY GENERAL ASSEMBLY MEETING (FIRST MEETING) THROUGH MODERN TECHNOLOGY

The Board of Directors of the Abdullah Al-Othaim Markets Company "The Company" is pleased to invite The Company's shareholders to participate and votes in the ordinary general assembly meeting (first meeting), which will be **held on Tuesday Tuesday 1 Rabi' al-Awwa 1444 H corresponding to 27th September 2022G at 06:30 PM in the Company Head Quarter in Riyadh City, through modern technology means using the Tadawulaty system through the link (www.tadawulaty.com.sa)**, The meeting will discuss the following agenda:

- 1) Voting on the transactions and contracts that will be concluded between the company and Al Othaim Holding Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al Othaim, and the Board of Member Mr. Abdulaziz Abdullah Saleh Al Othaim) they have an indirect interest, the transaction is selling the shares owned by Abdullah Al-Othaim Markets Company in the capital of Abdullah Al-Othaim Investment Company amounting to (13,653,850) shares with a total value of SR (846,538,700) ,without any preferential conditions (attached) .
- 2) Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al Othaim, and the Board of Member Mr. Abdulaziz Abdullah Saleh Al Othaim) they have an indirect interest, the transaction is selling a land owned by Abdullah Al-Othaim Markets Company in Madinah Al-Munwarah , with an area of (105,663.79) square meters with a total value of SR (211,327,580), without any preferential conditions (attached).

The quorum for the Ordinary General Assembly is the presence of shareholders representing at least (50%) of the company's capital. If this quorum is not secured at the first meeting, a second meeting will be held within one hour of the expiry of the deadline set for the first meeting and shall be considered valid regardless of the number of shares represented therein.

Any Shareholder who registered in the Company Shareholders Register in Edaa Center at the end of the trading session preceding the general assembly has the right to attend the General Assembly Meeting and as per the rules and regulations.

The right to register to attend the assembly meeting ends at the start time of the meeting. and the right to vote on the Assembly's agenda for attendees ends at the end of the counting of the vote.

We also wish to point out the possibility of automated voting on the Assembly Agenda through the automated voting service starting 01:00 AM on Saturday 24/09/2022G, until the end of the assembly time, registration and voting in Tadawulaty services will be free and available through using the link (www.tadawulaty.com.sa) .

Shareholders can address any questions or inquiries with regard to the general assembly Agenda to the Investor Relations Dept. through e-mail (ir@othaimmarkets.com) .

Tel: 011-8299905



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INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF ABDULLAH AL OTHAIM MARKETS COMPANY (A SAUDI JOINT STOCK COMPANY)

Scope:

We have been engaged by Abdullah AlOthaim Markets Company - A Saudi Joint Stock Company (the "Company") to perform a 'limited assurance engagement,' as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as (the "engagement"), on the Company's compliance with the requirements of Article (71) of the Companies' Law (the "Subject Matter") contained in the Company's attached declaration (Appendix 1) which is presented by the Company's Chairman of Board of Directors ("BOD") to the General Assembly on the transactions and contracts in which members of the Company's BOD have direct or indirect personal interest in.

Criteria applied by the Company:

In preparing the Subject Matter the Company applied the below criteria ("Criteria"). Such Criteria were specifically designed for the declaration submitted by the Chairman of the BOD to the general assembly (Appendix 1), as a result, the Subject Matter information may not be suitable for another purpose.

1. Article (71) of the Companies' Law issued by the Ministry of Commerce as amended (1439H - 2018).
2. The declaration submitted by the Chairman of the BOD of the Company dated 11 August 2022.
3. Notifications submitted by members of the BOD of the Company regarding the transactions and contracts in which they have direct or indirect personal interest in.

Company's responsibilities:

Company's management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the Subject Matter, such that it is free from material misstatement, whether due to fraud or error.

Our responsibilities:

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.



Our responsibilities (continued):

We conducted our engagement in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000') endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with Company on 15 August 2022. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Our Independence and Quality Control:

We have maintained our independence and confirm that we have met the requirements of the professional code of conduct and ethics endorsed in the Kingdom of Saudi Arabia and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Description of procedures performed:

Procedures performed in a limited assurance engagement vary in nature and timing from and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject matter and related information and applying analytical and other appropriate procedures.



Description of procedures performed (continued):

Our procedures included:

- Obtaining the declaration submitted by the Chairman of the BOD to the general assembly regarding the transactions and contracts in which they have direct or indirect personal interest in, according to the requirements of Article (71) of the Companies Law (Appendix 1).
- Reviewing BOD minutes of the meetings with respect to transactions and contracts in which members of the Company's BOD have direct or indirect personal interest in.
- Obtaining the notifications submitted by the members of the Company's BOD in respect of the transactions and contracts, in which any of the members of the Company's BOD has a direct or indirect personal interest.

We also performed other procedures as we considered necessary in the circumstances.

Other Matter:

The attached (Appendix 1) has been stamped by us for identification purposes only.

Conclusion:

Based on our procedures and the evidence obtained, we are not aware of any material modifications that need to be made to Subject Matter, in order for it to be in accordance with the Criteria applied by the Company referred to above.

for Ernst & Young Professional Services

Waleed G. Tawfiq
Certified Public Accountant
License No. 437

Riyadh: 4 Safar 1444H
(31 August 2022)





Date: 13/01/1444H
Corresponding to: 11/08/2022G

التاريخ: 13/01/1444هـ
الموافق: 11/08/2022م

To: shareholders of Abdullah Al-Othaim Markets Company "The Company".

السادة/ مساهمي شركة أسواق عبد الله العثيم "الشركة"
حفظهم الله

Greetings.

السلام عليكم ورحمة الله وبركاته

Based on Article (71) of the Companies Law and article (27) paragraph (9) of the Corporate Governance Regulations issued by the Capital Market Authority, which states that the Chairman of the Board of Directors should inform the General Assembly of shareholders when it convenes about the business and contracts that are made for the company's benefits and one of the members of the board of directors has a direct or indirect interest,

بناءً على ما جاء في المادة (71) من نظام الشركات والمادة (27) الفقرة (9) من لائحة حوكمة الشركات الصادرة من هيئة السوق المالية، والتي تتطلب أن يقوم رئيس مجلس الإدارة بإبلاغ الجمعية العامة للمساهمين عند إنعقادها بالأعمال والعقود التي تتم لحساب الشركة ويكون لأحد أعضاء مجلس الإدارة مصلحة مباشرة أو غير مباشرة،

Accordingly, I would like to inform your esteemed Assembly of the businesses and contracts in which the Chairman of the Board Mr. Abdullah Saleh Al-Othaim and the Board Member Mr. Abdulaziz Abdullah Al-Othaim has an indirect interest, as follows:

عليه نود إبلاغ جمعيتكم الموقرة بالأعمال والعقود والتي فيها مصلحة غير مباشرة لكل من رئيس مجلس الإدارة المكرم/ عبد الله صالح العثيم وعضو مجلس الإدارة المكرم/ عبد العزيز عبد الله العثيم كما يلي:

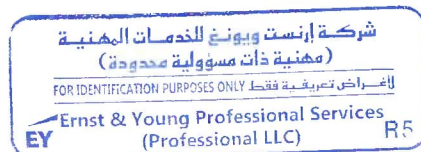
Firstly: Business and contracts to be made between the Company and Al-Othaim Holding Company to sell the company's entire share in the capital of Abdullah Al-Othaim Investment Company to Al-Othaim Holding Company amounting to (13,653,850) shares of the capital of Abdullah Al-Othaim Investment Company with amount of SR (62) per one share and with the sum of SR (846,538,700), the total amount to be paid during a period not exceeding (90) days from the Company's General Assembly's approval date.

أولاً: أعمال وعقود ستتم بين الشركة وشركة العثيم القابضة وذلك لبيع كامل حصة الشركة في رأس مال شركة عبد الله العثيم للإستثمار إلى شركة العثيم القابضة والبالغة (13,653,850) سهماً من رأس مال شركة عبد الله العثيم للإستثمار وذلك بقيمة (62) ريال للسهم وبقيمة إجمالية قدرها (846,538,700) ريال، وأن يتم سداد كامل القيمة خلال فترة لا تتجاوز (90) يوماً من تاريخ موافقة الجمعية العامة للشركة

Secondly: Business and contract to be made between the Company and Abdullah Al-Othaim Investment's Company to sell a white land owned by the company, located at Al-Madinah Al-Munawarh with a total area of (105,663,79) square meters at a price of SR (2,000) per square meter, with the sum of SR (211,327,580), not including the real estate property tax, the total amount to be paid during a period not exceeding (90) days from the Company's General Assembly's approval date.

ثانياً: أعمال وعقود ستتم بين الشركة وشركة عبد الله العثيم للإستثمار وذلك لبيع أرض بيضاء مملوكة للشركة والواقعة بالمدينة المنورة والبالغ إجمالي مساحتها (105,663.79) متراً مربعاً للمشتري شركة /عبد الله العثيم للإستثمار بمبلغ (2,000) ريال للمتر المربع وإجمالي مبلغ قدره (211,327,580) ريال (غير شاملة ضريبة التصرفات العقارية)، وأن يتم تنفيذ الصفقة واستلام قيمتها خلال مدة لا تتجاوز (90) يوماً من تاريخ موافقة الجمعية العامة للشركة.

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The Board of Directors has taken the necessary measures with regards to these transactions, and the company's external auditor special report attached with this notification, noting that the related parties did not vote on the decisions taken by the Board without any preferential conditions to the related parties.

وقد أتخذ مجلس الإدارة الإجراءات اللازمة بشأن هذه التعاملات، ومرفقاً لهذا التبليغ تقرير خاص من مراجع حسابات الشركة الخارجي، علماً أنه لم يتم التصويت على قرارات المجلس من قبل ذوي المصلحة في هذه التعاملات وذلك دون أي شروط تفضيلية لهم.

س/ع

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رئيس مجلس الإدارة

Chairman of Board of Directors

عبد الله صالح العثيم

Abdullah Saleh Al-Othaim





Proxy Form

Dear Shareholders,

The Proxy form is not available, Due to the Ordinary General Assembly will be conducted through modern technology means using the Tadawulaty system

.If there are any enquiries, please contact the investors relationship at Email: ir@othaimmarkets.com