



**The Board of Directors of 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 Monday 26/11/1445H corresponding to 03/06/2024G at (07:00) PM** at the Company Headquarter in Riyadh City and through the Electronics voting platform (Tadawulaty) through the link (www.tadawualty.com.sa) to discuss the attached Agenda.

Shareholders Registered in the Company's Shareholders Registry at the Depository Center by the end of the last trading session prior to the general assembly meeting has the right to attend the General Assembly Meeting and in accordance with the laws and regulations. The right to register a name to attend the general assembly meeting ends at the time of convincing the general assembly meeting. The attendee's right to vote on the items of the general assembly agenda ends upon the end of screening the votes.

The quorum for the ordinary General Assembly is the presence of shareholders representing at least one quarter of the capital. If this quorum is not secured at the first meeting, a second meeting will be held within one hour after the time scheduled for the first meeting, and the second meeting shall be considered valid, regardless of the number of shares represented therein.

Shareholders can register and vote in Tadawulaty platform through the flowing link (www.tadawualty.com.sa) **starting at (01:00) AM on Thursday 30/05/2024G corresponding to 22/11/1445H (Per Um Al-Quar Callender), until the completion of the vote count.**

In case of any enquiries with regard to the general assembly Agenda can be addressed to the Investor Relations Dept. through e-mail (ir@othaimmarkets.com).
Tel: 011-8299905.

Agenda of the Ordinary General Assembly Meeting of Abdullah Al-Othaim Markets Company “The Company” (First Meeting)

Which will be held through modern technology on Monday 26/11/1445H corresponding to 03/06/2024G At 7:00 PM

- 1) Voting on the auditor report on the Company’s accounts for the fiscal year ending on 31/12/2023G, after discussing it.
- 2) Review and discuss the financial statements for the fiscal year ending on 31/12/2023G.
- 3) Review and discuss the Board of Directors' report for the fiscal year ending on 31/12/2023G.
- 4) Voting on absolving the Members of the Board Directors from their liabilities for the fiscal year ending on 31/12/2023G.
- 5) Voting on appointing the auditor/s for the Company from among the candidates based on the Audit Committee's recommendation, the appointed auditor shall examine, review and audit the second, third, fourth quarter and annual financial statements of the fiscal year 2024G, and the first quarter of the fiscal year 2025G and the determination of the auditor remuneration.
- 6) Voting on the payment of additional fees based on Audit Committee Recommendation of SR (485,000) to the Company’s Auditor Ernst & Young for professional services company for additional working hours to audit and review the company's financial statements for the year 2022G.
- 7) Voting on delegating the Board of Directors to distribute interim dividends on a semi-annual/quarterly, for the fiscal year 2024G.
- 8) Voting on delegating to the Board of Directors the authorization powers of the General Assembly as stipulated in paragraph (1) of Article Twenty Seven 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.
- 9) Voting on the Board’s resolution to appoint Eng. Muaffaq Abdullah Mohammed Mubarah as an executive board member starting from the date of his appointment on 29/07/2023G to complete the Board term until the end of the current term on 02/10/2024G succeeding the former member Mr. Mr. Abdulaziz Abdullah Saleh Al Othaim - non-executive (CV attached).
- 10) Voting on amending the Policies, Standards, and Procedures of Membership of the Board of Directors (Attached).
- 11) Voting on amending the Competition Business Criteria (Attached).
- 12) 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. Bandar Suliman Mohammed Al-Bohairy) they have an indirect interest, the transaction is a lease contract for electricity services and common benefits in the leased branches for one year, the value is variable and will be calculated at the end of the year, The value of the transaction for the year 2023G is SR (4,748,479), there are no preferential conditions in this transaction (Attached).
- 13) 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. Bandar Suliman Mohammed Al-Bohairy) they have an indirect interest, the transaction is contract for electricity services for billboards in the commercial complexes for one year, with amount of SR (36,000) for the year 2024G, there are no preferential conditions in this transaction (Attached).
- 14) Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Entertainment Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a lease contract for Entertainment Center Alshifa Entertainment Hall for one year, with amount of SR (76,613) for the year 2024G, there are no preferential conditions in this transaction (Attached).
- 15) Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Entertainment Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a lease contract for Entertainment Center Aqaba Entertainment Hall for one year, with amount of SR (417,225) for the year 2024G, there are no preferential conditions in this transaction (Attached).
- 16) Voting on the transactions and contracts that will be concluded between the company and Abdullah Al Othaim Entertainment Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the

transaction is a lease contract for Entertainment Center Al-Suwaidi Entertainment Hall for one year, with amount of SR (1,031,073) for the year 2024G, there are no preferential conditions in this transaction (Attached).

- 17) Voting on the transactions and contracts that will concluded between the company and Shorfat AL-Jazeera for operation and maintenance Company “a subsidiary company”, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a contract labor services rental for one year, It is among the normal business that takes place between the company and its subsidiaries, the value is variable and will be calculated at the end of the year, The value of the transaction for the year 2023G SR (3,379,146), there are no preferential conditions in this transaction (Attached).
- 18) Voting on the transactions and contracts that will concluded between the company and Marafeg AL-Ttashgeel Company “a subsidiary company”, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has an indirect interest, the transaction is a contract labor services rental for one year, It is among the normal business that takes place between the company and its subsidiaries, the value is variable and will be calculated at the end of the year, The value of the transaction for the year 2023G SR (6,436,850), there are no preferential conditions in this transaction (Attached).
- 19) Voting on the transactions and contracts that will concluded between the company and Al-Jouf Agricultural Company, where the Vice Chairman of the Board of Directors Mr. Bader Hamed Abdulrazaq Al-Aujan has an indirect interest, the transaction is a contract of purchasing material food for one year, the value is variable and will be calculated at the end of the year, The value of the transaction for the year 2023G SR (31,464,298), its ongoing commercial transactions that take place in the ordinary course of business and according to the prevailing commercial terms without any preferential terms (Attached).
- 20) Voting on the transactions and contracts that will concluded between the company and Arab for Agricultural Services Company ”ARASCO”, where the Vice Chairman of the Board of Directors Mr. Bader Hamed Abdulrazaq Al-Aujan has an indirect interest, the transaction is a contract of purchasing material food for one year, the value is variable and will be calculated at the end of the year, The value of the transaction for the year 2023G SR (28,932,360), its ongoing commercial transactions that take place in the ordinary course of business and according to the prevailing commercial terms without any preferential terms (Attached).
- 21) Voting on the transactions and contracts that will concluded between the company and Almarai Company, where the Member of the Board Mr. Muhammad Hasan Ibrahim Al-Shuhail has an indirect interest, the transaction is a contract for supplying food products one year, the value is variable and will be calculated at the end of the year, The value of the transaction for the year 2023G SR (498,268,322), its ongoing commercial transactions that take place in the ordinary course of business and according to the prevailing commercial terms without any preferential terms (Attached).



Item # (9)

Curriculum Vita -form (1) Appointed Board Member



Form No. (1) Resume

A) Personal Information of the Nominated Member						
Full Name:		Muaffaq Abdullah Mohammed Mubarah				
Nationality:		Saudi	Date Of Birth:		13/07/1392H 23/08/1972G	
B) Academic Qualifications of the Nominated Member						
No.	Qualifications	Specialization	Date of obtaining the Qualifications		The Issuer of the Qualification	
1)	Master's degree	Business Administration	1999G		King Saud University -KSA	
2)	Bachelor's degree	Chemical Engineering	1995G		King Fahad University of Petroleum-KSA	
C) Work Experiences of Nominated Member						
Period		Fields of Expertise				
27		experience in strategic planning, logistics, business development, sales, marketing, and manufacturing.				
D) Current membership in the Board of Directors of other Joint Stock Companies (Listed or Non-Listed) or any other Company, regardless of its legal form or other Committees deriving from it:						
No.	Company's Name	Main Activity	Membership Type (Executive, Non-Executive, Independent)	Appointment method (a nominee as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	Membership Of Committees	Legal Form of the Company
1)	Abdullah Al Othaim Markets	Wholesale and retail trade	Executive	A Nominee as a Shareholder	Executive Committee	Listed Joint Stock
2)	Abdullah Al Othaim Markets-Egypt	Wholesale and retail trade	Non-Executive	Nominated by a Shareholder	N/A	Joint Stock
3)	Riyadh Food Industries	Manufacturing and Food	Non-Executive			Closed Stock



Item # (10)

The Policies, Standards, and Procedures of Membership of the
Board of Directors



**Policies, Standards, and Procedures of Membership of the Board of
Directors of
Abdullah Al-Othaim Markets Co.**

Issue No: 3/1

Date of issue: 18/04/2024G

No. of pages : 6

stamp

First: Definitions:

- **The Company:** Abdullah Al-Othaim Markets Company "a Saudi public joint stock company".
- **CMA:** Capital Markets Authority.
- **Market:** The Saudi Stock Market.
- **The General Assembly:** A General Assembly of Shareholders of Abdullah Al-Othaim Markets Company In accordance with the provisions of the Companies Law and Bylaws of the Company.
- **Board of Directors\Board:** Board of Directors of Abdullah Al-Othaim Markets Company.
- **Executive Member:** A member of the board of directors of Abdullah Al-Othaim Markets Company, who is full time devoted for the executive management of the company and participating in its daily activities.
- **Non-Executive Member:** A Member of the board of directors of Abdullah Al-Othaim Markets Company, who is not full time devoted for the executive management of the company and not participating in its daily activities.
- **Independent member:** A non-executive member of the board of directors of Abdullah Al-Othaim Markets Company, who is totally independent in status and resolutions, and who is free of all prohibitions of independence stated in the corporate governance regulations issued by CMA.
- **Executive Management:** People assigned to run the day-to-day operations of Abdullah Al-Othaim Markets Company, and responsible for proposing and implementation of the strategic resolutions, such as the CEO, vice CEOs, and financial manager.

Second: Formation of the Board of Directors:

- a) The members of the Board of Directors are elected by the General Assembly from individuals with natural capacity, and may be re-elected in accordance with the relevant rules and regulations.
- b) The company's bylaws shall determine the duration of the Board of Directors' term, provided that it does not exceed the period specified in the relevant rules and regulations.
- c) The company's bylaws shall determine the number of members of the Board of Directors, and the number of members may be amended, provided that it does not fall below the minimum specified in the relevant rules and regulations.
- d) The number of independent members must not be less than two members or one third of the board members whichever is more.
- e) Majority of the board members must be non-executive members.

Third: Conditions for the board of the director's membership:

- 1) Must have the legal capacity.
- 2) Must be characterized by honesty and integrity is evident and have never been convicted of a crime involving dishonesty or moral turpitude.
- 3) There is no decision or judgment preventing him from working in companies listed on market.

- 4) Must have qualifications, skills, experience, and knowledge that enable him to contribute in enriching the activities of the board.
- 5) Must have leadership and guidance abilities.
- 6) Must have the suitable financial knowledge.
- 7) Must enjoy sound health, and to be free of any disease that may prevent him of pursuing his tasks and responsibilities as required.
- 8) Must not be in bankruptcy or insolvency.
- 9) Must have enough time and readiness to exert efforts to pursue his tasks and duties efficiently and effectively.
- 10) Must not be not be board member in more than five stock companies listed on market at the same time from the date of commencement of membership in the company.

Fourth: Board of Directors Nomination Requirements:

Requirements for Self-Nomination to the Board of Directors:

- a) Satisfy the membership requirements for the Board of Directors.
- b) Submit a statement of interest in the nomination process as specified by the company, accompanied by a resume that includes the nominee's qualifications, previous work experience, experience in the company's field of business and current work, and any copies of supporting documents such as a national ID card, family or residency record, and contact information.
- c) Complete the nomination forms issued by CMA.
- d) In the case of nomination for membership of the Board of Directors as an independent member, none of the cases that are incompatible with independence in accordance with the CMA regulations should apply to him.
- e) In the event of any direct or indirect interest in the business and contracts concluded with the company, or participation in any work that would compete with the company or compete with it in any of the branches of activity it carries out, the nominee must inform the Board of Directors and the General Assembly of this.

Fifth: Board of Directors Nomination Procedures:

- a) The nomination announcement is published on the company's website, the stock market website, or any other means specified by the relevant rules and regulations, at least (90) days before the end of the Board of Directors' term, and the nomination door remains open for the specified period in the relevant rules and regulations from the date of its announcement.
- b) The Board of Directors may extend the nomination period before it ends and before a sufficient period for the convening of the General Assembly as needed and as permitted by the rules.
- c) After the end of the nomination period and the submission of a sufficient number of nominations, the Remuneration and Nominations Committee reviews the nomination requests in accordance with the relevant policies, standards, and regulations, and submits its recommendation of nominees to the Board of Directors. In the event that the conditions

for membership on the Board of Directors are not met, or the required data is not provided within the specified time, the Remuneration and Nominations Committee has the right to exclude the nomination request.

- d) The invitation to convene the General Assembly is announced on the stock market website, including the data of the nominees for membership of the Board of Directors. This data shall include a description of the nominees' experience, qualifications, skills, positions, and previous and current memberships, and a copy of this data shall be made available on the company's website and main office.
- e) In the event that a sufficient number of nominees do not come forward within the specified period or shortly before its end, one of the following options is taken as appropriate to the company, on an unlimited basis, for example:
 - Extend the nomination period.
 - Promote and publish the nomination announcement on a wider scale.
 - Recommend changing the number of members of the Board of Directors in the articles of association and submitting it to the General Assembly for approval of the change, taking into account the minimum number of members of the Board of Directors.
- f) In the event that the company's Board of Directors is unable to elect a new Board for a new term and the current Board's term has ended, its members shall continue to perform their duties until a new Board is elected, provided that the duration of the members of the expired Board does not exceed the statutory period from the date of its expiry. The Board of Directors shall take the necessary steps to elect a Board of Directors to replace it before the expiry of the specified continuation period.
- g) In the event that the Chairman and members of the Board of Directors retire, they must invite the Ordinary General Assembly to convene to elect a new Board of Directors. The retirement does not take effect until the new Board is elected, provided that the duration of the retired Board does not exceed the specified period from the date of retirement.

Sixth: Voting for Board of Directors Candidates at the General Assembly:

- a) The cumulative voting method is used to elect the Board of Directors.
- b) Voting in the General Assembly is limited to the nominees for membership of the Board of Directors whose data has been announced by the company.
- c) In the event that the voting results do not show sufficient seats for "independent" members, the independent members (from the highest to the lowest number of votes) are taken, instead of the "non-independent" members (from the lowest to the highest number of votes) until the minimum number of independent members is reached.
- d) In the event that the voting results show that the Board of Directors seats will be filled by "executive" members more than the maximum limit, the seats of the executive members (from the lowest to the highest number of votes) are replaced by non-executive or independent members (from the highest to the lowest number of votes) until the minimum number of independent members is reached, and so that the majority of the Board of Directors are non-executive members.

Seventh: Procedures After the Election of the Board of Directors:

- a) Immediately after the General Assembly approves the election of the members of the Board of Directors, the results of the General Assembly meeting are disclosed in accordance with the relevant rules and regulations.
- b) The Chairman, Vice-Chairman, and Secretary of the Board are to be elected, and the committees are formed at the first meeting of the Board for the new term.
- c) CMA is notified of the names of the members of the Board of Directors and their membership characteristics within the specified period from the date of the start of the Board's term, and the commercial register is updated with the names of the Board members within the regular period from the date of appointment in accordance with the decision of the General Assembly.
- d) An induction program about the company is prepared for the new members of the Board of Directors.

Eighth: Procedures for the Appointment to the Board of Directors During the Term:

- a) In the event that a member of the Board of Directors vacates his position due to resignation or death or for any reasons that apply in such a case and are mentioned in Paragraph (A) of (Ninth) and this vacancy does not result in a violation of the conditions necessary for the validity of the Board's meeting due to the number of members falling below the minimum according to the relevant rules and regulations, the Board shall appoint a temporary member to the vacant position, provided that the commercial register is updated with the name of the appointed Board member within the statutory period from the date of appointment, and CMA is notified of the name of the Board member and his membership status within the specified period from the date of his appointment and any changes that occur in the membership of the Board of Directors in accordance with the relevant rules and regulations. This appointment is submitted to the General Assembly at its first meeting, and the new member completes the term of his predecessor. The special forms issued by the market are filled in.
- b) In the event that a member of the Board of Directors vacates his position due to dismissal by the General Assembly, another member is appointed by the General Assembly and the regular procedures are to be completed in accordance with the relevant regulations and rules.

Ninth: Expire of Membership on the Board of Directors:

- a) Membership on the Board of Directors terminates for one of the following reasons:
 - The member's resignation or death.
 - Expiration of the Board of Directors' term.
 - Issuance of a decision or judgment against the member that prevents him from working in companies listed on the stock market during his term of membership.
 - Conviction of the member of a crime involving dishonesty or breach of trust.
 - The member being declared bankrupt.

- If the member becomes ineligible for membership on the Board of Directors in accordance with the conditions of membership on the Board of Directors or any rules or instructions in force in the Kingdom of Saudi Arabia.
 - Dismissal of the member by the General Assembly of the company or upon the recommendation of the Board of Directors to the General Assembly.
 - Dismissal of the member by the General Assembly and upon the recommendation of the Board of Directors in the event that he is absent from (three) consecutive meetings of the Board or (five) separate meetings during his term of membership without a legitimate excuse accepted by the Board of Directors.
- b) Procedures for the Resignation of a Board Member:
- If a member of the Board of Directors wishes to resign from his membership on the Board, he must submit a written and signed resignation stating the reason for the resignation to the Board.
 - The resignation of a Board member shall take effect from the date of submission of the resignation, and CMA shall be notified thereof and the announcement shall be made in accordance with the relevant rules and regulations.
 - In the event that an independent Board member resigns and the effect of such resignation will result in the number of independent members falling below the minimum number specified by the rules, the Remuneration and Nominations Committee shall recommend candidates who do not fall under the independence criteria, so that the Board appoints a member from the nominees to replace the resigned member.
- c) Upon the termination of membership of a member of the Board of Directors by one of the methods of termination of membership, the company shall notify CMA and market in accordance with the relevant rules and regulations, stating the reasons for such termination.

Tenth: Implementation and Amendment:

- a) The provisions of this policy shall be effective and binding as of the date of its approval by the General Assembly.
- b) The Board of Directors may propose amendments to this policy from time to time in accordance with the regulations and rules and any amendments thereto, or in the best interests of the company. Such amendments shall be submitted to the General Assembly at its first meeting for approval.

Text before amendment	Text after amendment
<p>First: Definitions:</p> <ul style="list-style-type: none"> ▪ The Company: Abdullah Al-Othaim Markets Company ▪ The General Assembly: The General Assembly of Abdullah Al-Othaim Markets Company shareholders. ▪ Board of Directors: Board of Directors of Abdullah Al-Othaim Markets Company. ▪ Non-Executive Member: member of the board of directors of Abdullah Al-Othaim Markets Company, who is not full time devoted for the executive management of the company and not participating in the daily activities of the company. ▪ Independent member: Non-Executive member of the board of directors of Abdullah Al-Othaim Markets Company, who is totally independent in status and resolutions, and who is free of all prohibitions of independence stated in the regulations issued by CMA and relevant authorities. ▪ Executive Management: People assigned to run operations of Abdullah Al-Othaim Markets Company, and responsible for proposing and 	<p>First: Definitions:</p> <ul style="list-style-type: none"> ▪ The Company: Abdullah Al-Othaim Markets Company "a Saudi public joint stock company". ▪ CMA: Capital Markets Authority. ▪ Market: The Saudi Stock Market. ▪ The General Assembly: A The General Assembly of Shareholders of Abdullah Al-Othaim Markets Company shareholders In accordance with the provisions of the Companies Law and Bylaws of the Company. ▪ Board of Directors \ Board: Board of Directors of Abdullah Al-Othaim Markets Company. ▪ Executive Member: A member of the board of directors of Abdullah Al-Othaim Markets Company, who is full time devoted for the executive management of the company and participating in its daily activities. ▪ Non-Executive Member: A Member of the board of directors of Abdullah Al-Othaim Markets Company, who is not full time devoted for the executive management of the company and not participating in the its daily activities of the company.

implementation of the strategic resolutions, such as the CEO, vice CEOs, and financial manager.

- **Independent member:** A non-executive member of the board of directors of Abdullah Al-Othaim Markets Company, who is totally independent in status and resolutions, and who is free of all prohibitions of independence stated in the corporate governance regulations issued by CMA and relevant authorities.
- **Executive Management:** People assigned to run the day-to-day operations of Abdullah Al-Othaim Markets Company, and responsible for proposing and implementation of the strategic resolutions, such as the CEO, vice CEOs, and financial manager.

Fourth: Formation of the Board:

- a) The number of members of the Board of Directors shall be proportionate to the size and nature of the company's business, provided that it shall not be less than three members nor more than eleven members
- b) The number of independent members must not be less than two members or one third of the board members whichever is more.
- c) Majority of the members must be non-executive.
- d) If a member's seat becomes vacant during the term, the Board shall appoint a member to the vacant seat and shall submit this appointment to the first

Fourth Second: Formation of the Board of Directors:

- a) The members of the Board of Directors are elected by the General Assembly from individuals with natural capacity, and may be re-elected in accordance with the relevant rules and regulations.
- b) The company's bylaws shall determine the duration of the Board of Directors' term, provided that it does not exceed the period specified in the relevant rules and regulations.
- c) ~~The number of members of the Board of Directors shall be proportionate to the size and nature of the company's business, provided that it shall not be less than three members nor more than eleven members~~ The company's bylaws shall determine

General Assembly. The appointed member shall complete the remainder of the term of his predecessor.

the number of members of the Board of Directors, and the number of members may be amended, provided that it does not fall below the minimum specified in the relevant rules and regulations.

- d) The number of independent members must not be less than two members or one third of the board members whichever is more.
- e) Majority of the board members must be non-executive members.
- ~~f) If a member's seat becomes vacant during the term, the Board shall appoint a member to the vacant seat and shall submit this appointment to the first General Assembly. The appointed member shall complete the remainder of the term of his predecessor.~~

Second: General Conditions for membership:

The following qualifications are required for members of the Board of Directors:

- 1) Must have the legal capacity.
- 2) Must be characterized by honesty and integrity is evident and have never been convicted of a crime and not be insolvent or bankrupt.
- 3) That no decision or judgment has been issued against him preventing him from working in companies listed on market during the membership period.
- 4) Must have qualifications, skills, experience, and knowledge that enable him to contribute in enriching the activities of the board.

~~Second~~ Third: ~~General~~ Conditions for the board of the director's membership:

~~The following qualifications are required for members of the Board of Directors:~~

- 1) Must have the legal capacity.
- 2) Must be characterized by honesty and integrity is evident and have never been convicted of a crime involving dishonesty or moral turpitude and not be insolvent or bankrupt.

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| <p>5) Must have leadership and guidance abilities.</p> <p>6) Must have the suitable financial knowledge.</p> <p>7) Must enjoy sound health, and to be free of any disease that may prevent him of pursuing his tasks and responsibilities as required.</p> <p>8) Must not be in bankruptcy or insolvency.</p> <p>9) Must have enough time and readiness to exert efforts to pursue his tasks and duties efficiently and effectively.</p> <p>10) Must not be government official without the approval of his reference and the relevant regulatory authorities.</p> <p>11) Must not be not be board member in five stock companies listed on market at the same time during his membership in the company.</p> | <p>3) That no decision or judgment has been issued against him preventing him from working in companies listed on market during the membership period There is no decision or judgment preventing him from working in companies listed on market.</p> <p>4) Must have qualifications, skills, experience, and knowledge that enable him to contribute in enriching the activities of the board.</p> <p>5) Must have leadership and guidance abilities.</p> <p>6) Must have the suitable financial knowledge.</p> <p>7) Must enjoy sound health, and to be free of any disease that may prevent him of pursuing his tasks and responsibilities as required.</p> <p>8) Must not be in bankruptcy or insolvency.</p> <p>9) Must have enough time and readiness to exert efforts to pursue his tasks and duties efficiently and effectively.</p> <p>10) Must not be government official without the approval of his reference and the relevant regulatory authorities.</p> <p>11) Must not be not be board member in more than five stock companies listed on market at the same time during his membership from the date of commencement of membership in the company.</p> |
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Third: Nomination Requirements:

Third Fourth: Board of Directors Nomination Requirements:

- 1) The nominee must meet the necessary qualifications for membership on the Board of Directors.
- 2) The nominee must follow the nomination procedures announced by the company at the time of nomination..
- 3) The nominee must provide personal information in accordance with the requirements and forms specified by the relevant authorities and the company.
- 4) The nominee must disclose to the Board and the General Assembly any conflicts of interest in accordance with the procedures specified in the regulations.
- 5) The nominee must disclose to the company any judgments or decisions issued against them by any authority.

- ~~1) The nominee must meet the necessary qualifications for membership on the Board of Directors.~~
- ~~2) The nominee must follow the nomination procedures announced by the company at the time of nomination..~~
- ~~3) The nominee must provide personal information in accordance with the requirements and forms specified by the relevant authorities and the company.~~
- ~~4) The nominee must disclose to the Board and the General Assembly any conflicts of interest in accordance with the procedures specified in the regulations.~~
- ~~5) The nominee must disclose to the company any judgments or decisions issued against them by any authority.~~

Requirements for Self-Nomination to the Board of Directors:

- a) Satisfy the membership requirements for the Board of Directors.
- b) Submit a statement of interest in the nomination process as specified by the company, accompanied by a resume that includes the nominee's qualifications, previous work experience, experience in the company's field of business and current work, and any copies of supporting documents such as a national ID card, family or residency record, and contact information.
- c) Complete the nomination forms issued by CMA.

	<p>d) In the case of nomination for membership of the Board of Directors as an independent member, none of the cases that are incompatible with independence in accordance with the CMA regulations should apply to him.</p> <p>e) In the event of any direct or indirect interest in the business and contracts concluded with the company, or participation in any work that would compete with the company or compete with it in any of the branches of activity it carries out, the nominee must inform the Board of Directors and the General Assembly of this.</p>
/	<p><u>addition:</u></p> <p>Fifth: Board of Directors Nomination Procedures:</p> <p>a) The nomination announcement is published on the company's website, the stock market website, or any other means specified by the relevant rules and regulations, at least (90) days before the end of the Board of Directors' term, and the nomination door remains open for the specified period in the relevant rules and regulations from the date of its announcement.</p> <p>b) The Board of Directors may extend the nomination period before it ends and before a sufficient period for the convening of the General Assembly as needed and as permitted by the rules.</p> <p>c) After the end of the nomination period and the submission of a sufficient number of nominations, the Remuneration and Nominations Committee reviews the</p>

nomination requests in accordance with the relevant policies, standards, and regulations, and submits its recommendation of nominees to the Board of Directors. In the event that the conditions for membership on the Board of Directors are not met, or the required data is not provided within the specified time, the Remuneration and Nominations Committee has the right to exclude the nomination request.

- d) The invitation to convene the General Assembly is announced on the stock market website, including the data of the nominees for membership of the Board of Directors. This data shall include a description of the nominees' experience, qualifications, skills, positions, and previous and current memberships, and a copy of this data shall be made available on the company's website and main office.
- e) In the event that a sufficient number of nominees do not come forward within the specified period or shortly before its end, one of the following options is taken as appropriate to the company, on an unlimited basis, for example:
- Extend the nomination period.
 - Promote and publish the nomination announcement on a wider scale.
 - Recommend changing the number of members of the Board of Directors in the articles of association and submitting it to the General Assembly for approval

of the change, taking into account the minimum number of members of the Board of Directors.

- f) In the event that the company's Board of Directors is unable to elect a new Board for a new term and the current Board's term has ended, its members shall continue to perform their duties until a new Board is elected, provided that the duration of the members of the expired Board does not exceed the statutory period from the date of its expiry. The Board of Directors shall take the necessary steps to elect a Board of Directors to replace it before the expiry of the specified continuation period.
- g) In the event that the Chairman and members of the Board of Directors retire, they must invite the Ordinary General Assembly to convene to elect a new Board of Directors. The retirement does not take effect until the new Board is elected, provided that the duration of the retired Board does not exceed the specified period from the date of retirement.

addition:

Sixth: Voting for Board of Directors membership Candidates at the General Assembly:

- a) The cumulative voting method is used to elect the Board of Directors.

	<p>b) Voting in the General Assembly is limited to the nominees for membership of the Board of Directors whose data has been announced by the company.</p> <p>c) In the event that the voting results do not show sufficient seats for "independent" members, the independent members (from the highest to the lowest number of votes) are taken, instead of the "non-independent" members (from the lowest to the highest number of votes) until the minimum number of independent members is reached.</p> <p>d) In the event that the voting results show that the Board of Directors seats will be filled by "executive" members more than the maximum limit, the seats of the executive members (from the lowest to the highest number of votes) are replaced by non-executive or independent members (from the highest to the lowest number of votes) until the minimum number of independent members is reached, and so that the majority of the Board of Directors are non-executive members.</p>
/	<p style="text-align: center;">addition:</p> <p>Seventh: Procedures After the Election of the Board of Directors:</p> <p>a) Immediately after the General Assembly approves the election of the members of the Board of Directors, the results of the General Assembly meeting are disclosed in accordance with the relevant rules and regulations.</p>

- b) The Chairman, Vice-Chairman, and Secretary of the Board are to be elected, and the committees are formed at the first meeting of the Board for the new term.
- c) CMA is notified of the names of the members of the Board of Directors and their membership characteristics within the specified period from the date of the start of the Board's term, and the commercial register is updated with the names of the Board members within the regular period from the date of appointment in accordance with the decision of the General Assembly.
- d) An induction program about the company is prepared for the new members of the Board of Directors.

addition:

**Eighth: Procedures for the Appointment to the Board of Directors
During the Term:**

- a) In the event that a member of the Board of Directors vacates his position due to resignation or death or for any reasons that apply in such a case and are mentioned in Paragraph (A) of (Ninth) and this vacancy does not result in a violation of the conditions necessary for the validity of the Board's meeting due to the number of members falling below the minimum according to the relevant rules and regulations, the Board shall appoint a temporary member to the vacant position, provided that the commercial register is updated with the name of the appointed

	<p>Board member within the statutory period from the date of appointment, and the CMA is notified of the name of the Board member and his membership status within the specified period from the date of his appointment and any changes that occur in the membership of the Board of Directors in accordance with the relevant rules and regulations. This appointment is submitted to the General Assembly at its first meeting, and the new member completes the term of his predecessor. The special forms issued by the market are filled in.</p> <p>b) In the event that a member of the Board of Directors vacates his position due to dismissal by the General Assembly, another member is appointed by the General Assembly and the regular procedures are to be completed in accordance with the relevant regulations and rules.</p>
<p>Eighth: Expire of Membership</p> <p>Membership on the Board of Directors terminates for one of the following reasons:</p> <ul style="list-style-type: none"> - Loss by the member of one or more of the conditions of membership - Expiration of the membership term or expiration of the membership validity or expiration of the member's representation in accordance with any applicable system or instructions. - The member's resignation or death or loss of capacity. 	<p>Eighth Ninth: Expire of Membership on the Board of Directors:</p> <p>a) Membership on the Board of Directors terminates for one of the following reasons:</p> <ul style="list-style-type: none"> — Loss by the member of one or more of the conditions of membership — Expiration of the membership term or expiration of the membership validity or expiration of the member's representation in accordance with any applicable system or instructions. - The member's resignation or death or loss of capacity.



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- Expiration of the Board of Directors' term.
 - Issuance of a decision or judgment against the member that prevents him from working in companies listed on the stock market during his term of membership.
 - Conviction of the member of a crime involving dishonesty or breach of trust.
 - The member being declared bankrupt.
 - If the member becomes ineligible for membership on the Board of Directors in accordance with the conditions of membership on the Board of Directors or any rules or instructions in force in the Kingdom of Saudi Arabia.
 - Dismissal of the member by the General Assembly of the company or upon the recommendation of the Board of Directors to the General Assembly.
 - Dismissal of the member by the General Assembly and upon the recommendation of the Board of Directors in the event that he/she is absent from (three) consecutive meetings of the Board or (five) separate meetings during his term of membership without a legitimate excuse accepted by the Board of Directors.
- b) Procedures for the Resignation of a Board Member:
- If a member of the Board of Directors wishes to resign from his membership on the Board, he/she must submit a written and signed resignation stating the reason for the resignation to the Board.



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	<ul style="list-style-type: none">- The resignation of a Board member shall take effect from the date of submission of the resignation, and CMA shall be notified thereof and the announcement shall be made in accordance with the relevant rules and regulations.- In the event that an independent Board member resigns and the effect of such resignation will result in the number of independent members falling below the minimum number specified by the rules, the Remuneration and Nominations Committee shall recommend candidates who do not fall under the independence criteria, so that the Board appoints a member from the nominees to replace the resigned member.c) Upon the termination of membership of a member of the Board of Directors by one of the methods of termination of membership, the company shall notify CMA and market in accordance with the relevant rules and regulations, stating the reasons for such termination.
/	<p style="text-align: center;"><u>addition:</u></p> <p>Tenth: Implementation and Amendment:</p> <ul style="list-style-type: none">a) The provisions of this policy shall be effective and binding as of the date of its approval by the General Assembly.b) The Board of Directors may propose amendments to this policy from time to time in accordance with the regulations and rules and any amendments thereto, or in

the best interests of the company. Such amendments shall be submitted to the General Assembly at its first meeting for approval.

Fifth: Tasks and Duties of the Board Members:

Each member of the Board of Directors performs the following tasks and duties:

- 1) Submit proposals to develop the company's strategy.
- 2) Monitoring the performance of the executive management and the extent to which it achieves the company's goals and objectives.
- 3) Review reports on the company's performance.
- 4) Verify the integrity of the company's financial statements and information.
- 5) Verify that the company's financial control and risk management systems are strong.
- 6) Determine the appropriate levels of remuneration for members of the executive management.
- 7) Expressing an opinion on the appointment and dismissal of members of the executive management.
- 8) Participate in developing plans for administrative succession and replacement in the company's executive positions.
- 9) Compliance with the provisions of the Companies Law, the Capital Market Law, their implementing regulations, the relevant laws, and the bylaws when

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- ~~9) Compliance with the provisions of the Companies Law, the Capital Market Law, their implementing regulations, the relevant laws, and the bylaws when exercising~~

exercising his membership functions on the Board of Directors, and refraining from doing or participating in any act that constitutes an abuse of the management of the company's affairs.

- 10) Attending the meetings of the Board of Directors and the meetings of the General Assembly and not being absent from them except for a legitimate excuse notified to the Chairman of the Board in advance, or for emergency reasons.
- 11) Allocate sufficient time to carry out his responsibilities, prepare for the meetings of the Board of Directors and its committees and participate in them effectively, including asking relevant questions and discussing with the senior executives of the company.
- 12) Studying and analyzing information related to the issues considered by the Board of Directors before expressing an opinion on them.
- 13) Enabling other members of the Board of Directors to express their opinions freely, and urging the Board to discuss issues and seek the opinions of specialists from the executive management of the company and others if the need arises.
- 14) Act on the basis of sufficient information, while exerting the necessary care and attention for the interest of the company and all shareholders.

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- ~~15) Realizing his duties, roles and responsibilities arising from membership.~~

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- 16) Developing his knowledge in the field of the company's activities and business and in the related financial, commercial and industrial fields.
- 17) Resignation from the membership of the Board of Directors, in the event that he is unable to fully fulfill his duties on the Board.
- 18) Verify that the interests of the company and its shareholders are taken into account and presented in the event of any conflict of interest.
- 19) Supervising the development of the company's corporate governance rules, and monitoring the implementation of the executive management thereof.
- 20) In addition to what is assigned to him from time to time by the Board of Directors.

Sixth: Board Member Obligations:

- 1) Not to accept gifts from any person who has dealings with the company, if such gifts would lead to a conflict of interest.
- 2) Exercising his duties with honesty and integrity, puts the interests of the company ahead of his personal interest, and not exploiting his position to achieve private interests.
- 3) Avoid Conflicts of Interest and Inform the Board of Conflicts that May Affect Its Neutrality When Considering Matters Presented to the Board.

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- ~~3) Avoid Conflicts of Interest and Inform the Board of Conflicts that May Affect Its Neutrality When Considering Matters Presented to the Board.~~

- 4) Familiarity with the laws and regulations that require disclosure of any changes to his ownership, any change to his membership in listed joint stock companies, or any change to any of his personal data that requires disclosure.
- 5) Fully and promptly disclose to the Board of Directors any interest he may have, whether direct or indirect, in the businesses and contracts concluded on behalf of the company. This disclosure must include the nature of that interest, its limits, the names of any persons involved, and the expected benefit to be obtained directly or indirectly from that interest, whether that benefit is financial or non-financial. The member with the interest shall not participate in the voting on any decision issued in this regard in accordance with the provisions of the Companies Law, the Capital Market Law, and their implementing regulations.
- 6) Promptly and fully disclose to the Board of Directors any participation he may have, whether direct or indirect, in any business that may compete with the company, or any competition he may have with the company, whether directly or indirectly, in any branch of activity that the company carries out. This is in accordance with the provisions of the Companies Law, the Capital Market Law, and their implementing regulations.

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- ~~7) Submit his resignation within a period to be determined by the General Assembly of the company in the event that the General Assembly refuses to renew the~~



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7) Submit his resignation within a period to be determined by the General Assembly of the company in the event that the General Assembly refuses to renew the license granted to him in relation to contracts, dealings, or competition in which he has an interest. Otherwise, his membership in the Board shall be considered terminated, unless he decides to rescind the contract, dealing, or competition or rectify his position in accordance with the relevant regulations before the end of the period determined by the General Assembly.

8) Preserving the confidentiality of information and not divulging or disclosing any secrets he came across through his membership in the Board to any of the company's shareholders - unless that was during the meetings of the General Assembly - or to third parties, as required by the provisions of the Companies Law, the Capital Market Law and their executive regulations.

Seventh: Prohibitions on Board Members:

- a) Vote on a decision of the Board of Directors or the General Assembly in matters and contracts concluded on behalf of the company if he has a direct or indirect interest therein.
- b) Exploit or benefit, directly or indirectly, from the company's assets, information, or investment opportunities offered to it in his capacity as a

~~license granted to him in relation to contracts, dealings, or competition in which he has an interest. Otherwise, his membership in the Board shall be considered terminated, unless he decides to rescind the contract, dealing, or competition or rectify his position in accordance with the relevant regulations before the end of the period determined by the General Assembly.~~

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member of the Board of Directors, or offered to the company. This includes opportunities that fall within the company's activities or that the company wishes to benefit from. The prohibition applies to a Board member who resigns for the purpose of exploiting investment opportunities, directly or indirectly, that the company wishes to benefit from and which he became aware of during his membership of the Board of Directors.

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Ninth: Secretary of the Board of Directors:

The Board of Directors shall determine the conditions that must be met by the Secretary of the Board of Directors, which shall include any of the following:

- a) To have a university degree in law, finance, accounting, management or its equivalent and to have relevant practical experience of not less than three years.
- b) Have relevant practical experience of not less than five years.

~~**Ninth: Secretary of the Board of Directors:**~~

~~The Board of Directors shall determine the conditions that must be met by the Secretary of the Board of Directors, which shall include any of the following:~~

- ~~a) To have a university degree in law, finance, accounting, management or its equivalent and to have relevant practical experience of not less than three years.~~
- ~~b) Have relevant practical experience of not less than five years.~~



Item # (11)

The Competition Business Criterions



Competition Business Criteria

Abdullah Al-Othaim Markets Company

Issue : 2/1

Date: 18/04/2024G

No of Page: (4)

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First: Definitions:

- **The Company:** Abdullah Al-Othaim Markets Company, "a Saudi public joint stock company".
- **Subsidiary Company:** Any company that has its financial statements consolidated with Abdullah Al-Othaim Markets Company.
- **Investee Company:** Any company that the company owns but does not consolidate its financial statements with Abdullah Al-Othaim Markets Company.
- **General Assembly:** General Assembly Meeting of Shareholders of Abdullah Al-Othaim Markets Company In accordance with the provisions of the Companies Law and Bylaws of the Company.
- **Board of Directors:** The Board of Directors of Abdullah Al-Othaim Markets Company.
- **Board member:** Is intended as an executive, non-executive, or independent board member of Abdullah Al-Othaim Markets Company, in accordance with definitions set forth in the related to the company's regulations, regulations, and policies.
- **Committee Members:** Members of any committee formed by the Board of Directors of Abdullah Al-Othaim Markets Company.
- **Senior Executives:** CEO, Deputies and Chief Financial Officer.
- **Relatives:** Husband, wife, and minor children.
- **Disclosure Policy:** Abdullah Al-Othaim Markets Company's Disclosure Policy.

Second: Application scope:

Competing business criteria apply to any business that would compete with the company's business for the benefit of the board member or any member of the committees, or senior executives of the company, or any of their relatives.

Third: Competitive Business Criteria:

a) Businesses competing with the Company's and its subsidiaries activity in the following cases:

- 1) When establishing a company or institution or direct or indirect owns (%5) or more shares or stakes in another company or institution that carries out the company's usual active, or the business of one of the subsidiaries, the company's share of whose revenues represents (%10) of the company's total revenues, or the business of an investee company whose share of profits represents (%10) of the company's net profits.
- 2) Joining the Board of Directors or a committee or being a senior executive or manager in a company or establishment that carries out the company's usual activity, or the activity of one of the subsidiaries in which the company's share of its revenues is (%10) of the company's total revenues, or the activity of an investee company in which the company's share of its profits is (%10) of the company's net profits.
- 3) obtains a commercial agency or what is in its judgment, it is apparent or hidden for a company or establishment that carries out the company's usual activity, or the activity of one of the subsidiaries in which the company's share of its revenues is (%10) of the company's total revenues, or the activity of an investee company in which the company's share of its profits is (%10) of the company's net profits.

- 4) Engaging in the company's activities directly or indirectly in countries (outside the Kingdom of Saudi Arabia) where it carries out its usual business or any of its subsidiaries.

b) None of the following cases shall be considered a competing business:

- 1) Competition through public auctions or public competitions.
- 2) Carrying out an activity outside the countries in which the company, its subsidiaries, or its investee companies operates.

Fourth: Competition business controls and procedures:

- 1) Inform the Board of Directors upon the occurrence of competing business or upon suspicion of its potential occurrence according to the competition business criteria, including the nature of the competing business, any names concerned with it, its duration, and place of practice and to prove this report in the minutes of the board meeting.
- 2) The Board of Directors shall determine whether the business is competing or non-competing based on the data provided by the informant without participating in the deliberation. The Board may seek the assistance of an expert body to decide on this matter.
- 3) In the event that the Board of Directors decides that the reported business is competing with the company's work, a vote is taken on the competing business to approve or reject it, and the interested member does not participate in voting on the decision issued in this regard, by the Board of Directors and its committees and the General Assembly.
- 4) In the event of competing business that is reported by senior executives in the company, it is referred to the Board of Directors for a decision.
- 5) The Board of Directors shall inform the General Assembly when it convenes of the competition businesses of the Board member, or a member of one of its committees, and these activities shall be verified annually.
- 6) Obtaining a license from the General Assembly or the Board of Directors - as applicable - allows the interested board member to practice competing business, provided that the decision of the General Assembly specifies the competing business that the Board may authorize during the period of delegation.
- 7) If the General Assembly refuses to grant the license to engage in competing business, the interested board member must submit his resignation within a specified period by the General Assembly or no more than (90) days from the date of the General Assembly meeting, otherwise his membership in the Board of Directors will be terminated, unless he decides to refrain from competing with the company before the expiry of the general assembly period.
- 8) If the Board of Directors refuses to grant a license to engage in competing business, the interested board member submit his resignation within a specified period by the Board of Directors, otherwise his membership in the Board of Directors will be terminated, unless he decides to refrain from competing with the company before the expiry of the specified period.
- 9) The responsibility of non-informing by the practitioner of any competition business, and in the event of failure to report, he shall be responsible for any damages that the company may face as a result of this act.
- 10) If a member of the Board of Directors or a member of one of its committees is granted a license to engage in competing business, he must be committed to preserving the interests and secrets of the company and not disclosing

or exploiting them for any purposes in the competing business, and he shall bear the responsibility for any violation of this.

Fifth: Policy of conflict of interest:

Compliance with the company's policy of conflict of interest shall be taken into condition in the event of any action - actual or potential - in which there is a conflict of interest.

Sixth: General Provisions:

- a) The percentages mentioned in these standards shall be calculated based on the company's latest audited financial statements.
- b) The implementation of these criteria is effective upon of the General Assembly approval.
- c) These criteria shall be published after their approval in accordance with the disclosure policy.

Text before amendment	Text after amendment
<p>First: definitions:</p> <ul style="list-style-type: none"> ▪ The Company: Abdullah Al-Othaim Markets Company, "a Saudi public joint stock company." ▪ General Assembly: General Assembly of Shareholders of Souks Abdullah Al-Othaim. ▪ Board of Directors: The Board of Directors of Abdullah Al-Othaim Markets Company. ▪ Board member: Is intended as an executive, non-executive, or independent board member in accordance with definitions related to the company's regulations, regulations, and policies. ▪ Company activity: wholesale and retail trade in food. ▪ Competing business: wholesale and retail trade and foodstuffs as a matter of professionalism. ▪ Senior Executives: CEO, Deputies and Chief Financial Officer. 	<p>First: Definitions:</p> <ul style="list-style-type: none"> ▪ The Company: Abdullah Al-Othaim Markets Company, "a Saudi public joint stock company." ▪ Subsidiary Company: Any company that has its financial statements consolidated with Abdullah Al-Othaim Markets Company. ▪ Investee Company: Any company that the company owns but does not consolidate its financial statements with Abdullah Al-Othaim Markets Company. ▪ General Assembly: General Assembly Meeting of Shareholders of Souks Abdullah Al-Othaim Markets Company In accordance with the provisions of the Companies Law and Bylaws of the Company. ▪ Board of Directors: The Board of Directors of Abdullah Al-Othaim Markets Company. ▪ Board member: Is intended as an executive, non-executive, or independent board member of Abdullah Al-Othaim Markets Company, in accordance with definitions set forth in the related to the company's regulations, regulations, and policies. ▪ Committee Members: Members of any committee formed by the Board of Directors of Abdullah Al-Othaim Markets Company. ▪ Company activity: wholesale and retail trade in food.

	<ul style="list-style-type: none"> ▪ Competing business: wholesale and retail trade and foodstuffs as a matter of professionalism. ▪ Senior Executives: CEO, Deputies and Chief Financial Officer. ▪ Relatives: Husband, wife, and minor children. ▪ Disclosure Policy: Abdullah Al-Othaim Markets Company's Disclosure Policy.
<p>Second: Application scope:</p> <p>Competing business criteria apply to any business that would compete with the company's business for the benefit of the board member or for the benefit of senior executives directly or indirectly.</p>	<p>Second: Application scope:</p> <p>Competing business criteria apply to any business that would compete with the company's business for the benefit of the board member or any member of the committees, or for the benefit of senior executives directly or indirectly of the company, or any of their relatives.</p>
<p>Third: Competitive Business Criterions:</p> <p>a) Businesses competing with the Company's activity in the following cases:</p> <ol style="list-style-type: none"> 1) When establishing a company or owns (30%) Or more shares or stakes in another company or institution that is active in the company. 2) When a board member or a senior executive is in an entity that engages in the company's activity. 3) When he obtains a commercial agency or what is in its judgment, it is apparent or hidden to another company or establishment that is engaged in the company's activity. 	<p>Third: Competitive Business Criterions:</p> <p>a) Businesses competing with the Company's and its subsidiaries activity in the following cases:</p> <ol style="list-style-type: none"> 1) When establishing a company or institution or direct or indirect owns (30%) (%5) or more shares or stakes in another company or institution that is carries out the company's usual active in the company, or the business of one of the subsidiaries, the company's share of whose revenues represents (%10) of the company's total revenues, or the business of an investee company whose share of profits represents (%10) of the company's net profits.



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b) None of the following cases shall be considered a competing business:

- 1) Competition through public auctions or public competitions.
- 2) Carrying out an activity outside the countries in which the company operates.

- 2) ~~When a board member or a senior executive is in an entity that engages in the company's activity~~ Joining the Board of Directors or a committee or being a senior executive or manager in a company or establishment that carries out the company's usual activity, or the activity of one of the subsidiaries in which the company's share of its revenues is (%10) of the company's total revenues, or the activity of an investee company in which the company's share of its profits is (%10) of the company's net profits.
- 3) ~~When he~~ obtains a commercial agency or what is in its judgment, it is apparent or hidden ~~to another~~ for a company or establishment that ~~is engaged in the company's activity~~ carries out the company's usual activity, or the activity of one of the subsidiaries in which the company's share of its revenues is (%10) of the company's total revenues, or the activity of an investee company in which the company's share of its profits is (%10) of the company's net profits.
- 4) Engaging in the company's activities directly or indirectly in countries (outside the Kingdom of Saudi Arabia) where it carries out its usual business or any of its subsidiaries.

b) None of the following cases shall be considered a competing business:

- 3) Competition through public auctions or public competitions.
- 4) Carrying out an activity outside the countries in which the company, its subsidiaries, or its investee companies operates.



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Fourth: Competition business controls and procedures:

If any of the above criteria are met, the following will be taken into account:

- 1) Inform the Board of Directors of the competing work that it wishes to practice including the nature of the competing work, any names concerned with it, its duration, and place of practice - inside or outside the Kingdom - and to prove this report in the minutes of the board meeting.
- 2) Non-participation of a member of the Board of Directors - the stakeholder - in voting on the decision issued in this regard, whether at the meeting of the Board of Directors or the General Assembly.
- 3) The Chairman of the Board of Directors shall inform the General Assembly when it convenes of the competition businesses of the Board member, to be verified on an annual basis.
- 4) Obtaining a license from the General Assembly allows the board member - the stakeholder - to practice competing business.
- 5) If the General Assembly refuses to grant the license under article (72) of the corporate system and article (46) of the governance regulations, the board member - the stakeholder - must submit his resignation within a specified period by the General Assembly or no more than (90) days from the date of the General Assembly meeting, otherwise his membership in the Board of

Fourth: Competition business controls and procedures:

~~If any of the above criteria are met, the following will be taken into account:~~

- 1) Inform the Board of Directors ~~of the competing work that it wishes to practice~~ upon the occurrence of competing business or upon suspicion of its potential occurrence according to the competition business criterions, including the nature of the competing business, any names concerned with it, its duration, and place of practice ~~-inside or outside the Kingdom-~~ and to prove this report in the minutes of the board meeting.
- 2) The Board of Directors shall determine whether the business is competing or non-competing based on the data provided by the informant without participating in the deliberation. The Board may seek the assistance of an expert body to decide on this matter.
- 3) ~~Non-participation of a member of the Board of Directors - the stakeholder-~~ In the event that the Board of Directors decides that the reported business is competing with the company's work, a vote is taken on the competing business to approve or reject it, and the interested member does not participate in voting on the decision issued in this regard, ~~whether at the meeting of~~ by the Board of Directors and its committees ~~or~~ and the General Assembly.
- 4) In the event of competing business that is reported by senior executives in the company, it is referred to the Board of Directors for a decision.



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Directors will be terminated, unless he decides to refrain from competing with the company before the expiry of the general assembly period.

- 6) The responsibility of Non informing by the practitioner of any competition business, and in the event of failure to report, he shall be responsible for any damages that the company may face as a result of this act.

- 5) The ~~Chairman of the~~ Board of Directors shall inform the General Assembly when it convenes of the competition businesses of the Board member, **or a member of one of its committees, to** and these activities shall be verified ~~on an annual basis~~ annually.
- 6) Obtaining a license from the General Assembly **or the Board of Directors - as applicable -** allows the **interested** board member ~~-the stakeholder-~~ to practice competing business, **provided that the decision of the General Assembly specifies the competing business that the Board may authorize during the period of delegation.**
- 7) If the General Assembly refuses to grant the license ~~under article (72) of the corporate system and article (46) of the governance regulations~~ **to engage in competing business**, the **interested** board member ~~-the stakeholder-~~ must submit his resignation within a specified period by the General Assembly or no more than (90) days from the date of the General Assembly meeting, otherwise his membership in the Board of Directors will be terminated, unless he decides to refrain from competing with the company before the expiry of the general assembly period.
- 8) **If the Board of Directors refuses to grant a license to engage in competing business, the interested board member submit his resignation within a specified period by the Board of Directors, otherwise his membership in the Board of Directors will be**



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	<p>terminated, unless he decides to refrain from competing with the company before the expiry of the specified period.</p> <p>9) The responsibility of non-informing by the practitioner of any competition business, and in the event of failure to report, he shall be responsible for any damages that the company may face as a result of this act.</p> <p>10) If a member of the Board of Directors or a member of one of its committees is granted a license to engage in competing business, he must be committed to preserving the interests and secrets of the company and not disclosing or exploiting them for any purposes in the competing business, and he shall bear the responsibility for any violation of this.</p>
<p>Fifth: Policy of conflict of interest:</p> <p>Compliance with the company's policy of conflict of interest shall be taken into account in the event of any action - actual or potential - in which there is a conflict of interest in the interest of the board member.</p>	<p>Fifth: Policy of conflict of interest:</p> <p>Compliance with the company's policy of conflict of interest shall be taken into condition in the event of any action - actual or potential - in which there is a conflict of interest in the interest of the board member.</p>
<p>Sixth: Publishing and access:</p> <p>It works according to these criteria and is adhered to as of the approval of the General Assembly of Shareholders and is published on the company's website.</p>	<p>Sixth: Publishing and access General Provisions:</p> <p>a) The percentages mentioned in these standards shall be calculated based on the company's latest audited financial statements.</p>



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- b) ~~It works according to~~ The implementation of these criterions ~~and is adhered~~ is effective upon ~~to as of the approval~~ of the General Assembly ~~of Shareholders~~ approval.
- c) These criterions shall be ~~and~~ published ~~on the company's website~~ after their approval in accordance with the disclosure policy.



Item from (12 to 21)

Company's Auditor Report Board of
Directors' Notification to the AGM -
Related Parties Transactions



Ernst & Young Professional Services (Professional LLC)
Paid-up capital (SR 5,500,000 – Five million five hundred thousand Saudi Riyal)
Head Office
Al Faisaliah Office Tower, 14th Floor
King Fahad Road
P.O. Box 2732
Riyadh 11461
Kingdom of Saudi Arabia

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Tel: +966 11 215 9898
+966 11 273 4740
Fax: +966 11 273 4730
ey.ksa@sa.ey.com
ey.com

LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF ABDULLAH AL-OTHAIM MARKETS COMPANY (A SAUDI JOINT STOCK COMPANY)

Scope

We have been engaged by Abdullah Al-Othaim Markets 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 notification (Appendix A) which is presented by the Company’s Board of Directors to the Ordinary General Assembly on the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them dated 31 December 2023.

Criteria Applied by the Company

In preparing the Subject Matter the Company applied the below criteria (the “Criteria”). Such Criteria were specifically designed for the notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A). As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the Companies’ Law issued by the Ministry of Commerce as of (2023- 1444H).
- Notification presented by the Company’s Board of Directors to the Ordinary General Assembly (Appendix A) dated 20 March 2024.
- Declarations submitted by some of the Company’s Board of Directors’ members regarding the transactions and contracts in which some members of the Company’s Board of Directors have a direct or indirect personal interest in them for the year ended 31 December 2023.

Company’s Responsibilities

The 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.

**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
ABDULLAH AL-OTHAIM MARKETS COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)**

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 the Company on 29 January 2024. 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 International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia (the “Code”), and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Management 1, *Quality Management 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 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.

**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF
ABDULLAH AL-OTHAIM MARKETS COMPANY
(A SAUDI JOINT STOCK COMPANY) (continued)**

Description of Procedures Performed (continued)

Our procedures included:

- Obtained the notification presented by the Company's Board of Directors to the Ordinary General Assembly (Appendix A) regarding the transactions and contracts entered between some of the Board of Directors' members directly or indirectly with the Company dated 20 March 2024.
- Obtained the declarations from some of the Company's Board of Directors' members for the transactions and contracts done with the Company's in which some members of the Company's Board of Directors have a direct or indirect personal interest in them dated 31 December 2023.
- Obtained Board of Directors declarations that indicates some members' notification to the Board of Directors of transactions and contracts done with the Company in which some members of the Company's Board of Directors have a direct or indirect personal interest in them.

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

Other matters

The attached notification (Appendix A) is 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 the 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: 15 Shawwal 1445H
(24 April 2024)



Date: 10/09/1445H

Corresponding to: 20/03/2024G.

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

Based on Article (71) Paragraph (1) of the Companies Law and Article (21) Paragraph (15) of the Corporate Governance Regulations issued by the Capital Market Authority, which requires that the Board of Directors should inform the General Assembly of shareholders when it convenes about the business and contracts in which the company is a party and in which a member of the board of directors has a direct or indirect interest, we would like to inform your esteemed Assembly of the notifications received on business and contracts in which there is an interest to the board of directors, and it has been voted on by submitting to your esteemed assembly to obtain your approval on these businesses and contracts, according to the following details:

First: Business and contracts to be made with Abdullah Al Othaim Entertainment Company and between the company each of (Shorofat Al Jazira for Operation and Maintenance Company and Marafiq Al-Tashgheel Company "subsidiaries and wholly owned by the company") in which there is an indirect interest for the Board's Chairman of Directors Mr. Abdullah Saleh Ali Al-Othaim as follows:

a) Abdullah Al Othaim Entertainment Company:

Type of Contract	Contract Description	Contract Value/ SR	Contract Period/ year	Notes
Rent	Entertainment Center Shifa (16)	76,613	1	-
Rent	Entertainment Center Oqba (37)	417,225	1	-
Rent	Entertainment Center Swaidi (39)	1,031,073	1	-

b) Shorofat Al Jazira for Operation and Maintenance Company (a subsidiary and wholly owned by the company):

Type of Contract	Contract Description	Contract Value/ SR	Contract term/year	Notes
Services	Rent Labor Services	3,379,146	1	Amount is variable, and to be calculated at year end

c) Marafiq Al-Tashgheel Company (subsidiaries and wholly owned by the company)

Type of Contract	Contract Description	Contract Value/ SR	Contract term/year	Notes
Services	Rent Labor Services	6,436,850	1	Amount is variable, and to be calculated at year end.

Second: Business and contracts to be made with Abdullah Al-Othaim Investment Company in which there is an indirect interest for each of (Board's Chairman of Directors Mr. Abdullah Saleh Ali Al-Othaim and Member of the Boards of Directors Mr. Bandar Suliman Mohammed Al Bohairy) as follows:

Type of Contract	Contract Description	Contract Value/ SR	Contract Period/ year	Notes
Services	Electricity and General Utilities at Rented Branches	4,748,479	1	Amount is variable, to be calculated at year end,
Services	Power for Advertising Signs at commercial Malls	36,000	1	-



Third: Business and contracts to be made with each of (Al Jouf Agricultural Company, Arabian Agricultural Services Company (ARASCO), in which there is an indirect interest for the vice Chairman of the Board of Directors Mr. Bader Hamed Abdulrazaq Alaujan, as follows:

d) Al Jouf Agricultural Company:

Type of Contract	Contract Description	Contract Value/ SR	Contract term/year	Notes
Purchases	Food Products	31,464,298	1	Amount is variable, and to be calculated at year end.

e) Arabian Agricultural Services Company (ARASCO):

Type of Contract	Contract Description	Contract Value/ SR	Contract term/year	Notes
Purchases	Food Products	28,932,360	1	Amount is variable, and to be calculated at year end.

Fourth: Business and contracts to be made with Almarai Company, in which there are an indirect interest for Member of the Board of Directors Mr. Mohammed Hasan Ibrahim Alshuhail, as follows:

Type of Contract	Contract Description	Contract Value/ SR	Contract term/year	Notes
Supply	Food Products	498,268,322	1	Amount is variable, and to be calculated at year end.

The Board of Directors took the necessary procedures and made sure that there is no preference for those with an interest in the business and contracts, and the Board of Directors voted to approve the submitted notifications.

Board of Members

Board Member

Bandar Sulaiman Al-Bohiry



Board Member

Raed Abdullah Al-Hogail



Board Member

Abdulkarim Hamad Al-Nujaidi



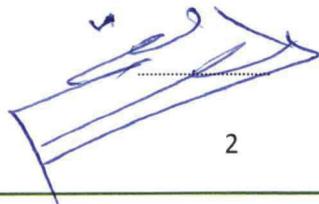
Board Member

Muaffaq Abdullah Mobarah



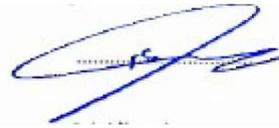
Chairman of Board

Abdullah Saleh Al-Othaim



Board Member

Bandar Nasser Al-Tamimi



Board Member

Saad Ibrahim Al-Mushawah



Board Member

Mohammed Hasan Al-Shuhail



Deputy Chairman of Board

Bader Hamed Alaujan



شركة إرنست ويونغ للخدمات المهنية
(مهنية ذات مسؤولية محدودة)

FOR IDENTIFICATION PURPOSES ONLY فقط لأغراض تعريفية فقط

Ernst & Young Professional Services
(Professional LLC) R5





Audit Committee Report to The AGM – effectiveness of
Internal Control in 2023G

Date: 31/12/2023

Date: 18/06/1445

Dear Shareholders of Abdullah Al-Othaim Markets Company,

Subject: Audit Committee Report to the Company's Shareholders for the Year 2023

In compliance with the relevant regulations and the Board Audit Committee "the Committee" charter, which requires studying and a reviewing of the internal and financial controls, in addition to the risk management systems and their effectiveness at Abdullah Al Othaim Markets Company "the Company "and expressing an opinion on their adequacy, I am pleased, on behalf of my fellow committee members, to present the Committee's report for the fiscal year ending December 31, 2023 with regard to the mentioned above :

First: Results of the Annual Review of the Effectiveness of the Company's Internal Controls

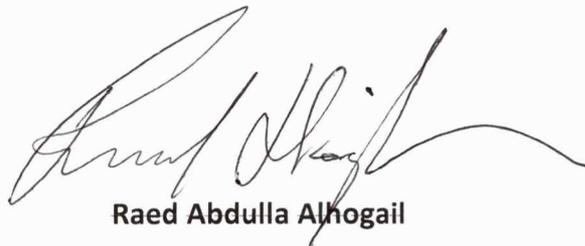
During the year 2023, the committee examined and evaluated the Company's internal control systems through the internal audit reports and ensured the company's commitment to implementing the recommendations raised in those reports. The Committee also reviewed the Company's main operational, financial, and administrative risks, and studied the weaknesses and strengths in the internal controls, financial and risk management systems.

The results of the examination revealed that there are no material deficiencies that require disclosure, and that the risk control procedures are managed within the limits that have been set in a transparent and timely manner, while emphasizing the importance of performing continuous updates to the company's systems and policies, in line with changes in the business landscape and the requirements for the continuous development of the risk management function and completion of what is necessary to perform its tasks effectively. In addition to changes in the relevant rules and regulations, noting that the Committee regularly oversees executive management efforts in this regard.

Second: Summary of the most Prominent Duties and Responsibilities carried out by the Committee During the Year 2023:

Among the most prominent duties and responsibilities carried out by the Committee during the year 2023 are reviewing the effectiveness of the Company's internal control systems, verifying the Company's compliance with the rules, regulations, policies and instructions and expressing an opinion in that regard, ensuring independence of the external auditor, reviewing the quarterly & final accounts, financial reports, studying the internal audit and risk management plans and reports, studying the external auditor's notes, forming a link between the external auditor and the Board of Directors, ensuring that the management continuously review the information Technology systems and perform any necessary actions to enhance the cybersecurity and data protection, in line with the digital transformation and developments in the field, and to perform necessary tests to ensure their effectiveness, and set corrective actions (if any) based on the results of those tests, and following up on their implementation, and finally, examining the related parties contracts and transactions with the company and making recommendations regarding them.

In conclusion, we hereby express our gratitude to the Company's shareholders and the Company's Board of Directors for their continued trust and support.



Raed Abdulla Alhogail

Chair of the Audit Committee



Proxy

Proxy Form

Dear Shareholders,

The Proxy form is not available, as the Ordinary General Assembly will be conducted through modern technology means; through tadawulaty system:

<https://www.tadawulaty.com.sa>

If there are any enquiries, please contact the investors relationship at

Tel: 011-8299905

.Email: ir@othaimmarkets.com