

Results of the
Extraordinary General
Assembly Meeting
(First Meeting)

24 June 2021

- **Resolution (1):** Approved the Board of Directors Report for the year ended 31/12/2020G.

- **Resolution (2):** Approved the Auditors' Report for the year ended 31/12/2020G.

- **Resolution (3):** Approved the Annual Financial Statements for the year ended 31/12/2020G.

- **Resolution (4):** Approved the Board of Directors' decision to appoint Mr. Nigel Sullivan as a non-executive member of the Board of Directors starting from the date of his appointment on 04-05-2021 to complete the Board Term until the end of the current term on 06-30-2022, succeeding the former non-executive member Mrs. Joy Linton.

- **Resolution (5):** Approved the appointment of the external auditors, as Ernst and Young & Co., and Price Waterhouse Coopers, from amongst the candidates recommended by the Audit Committee, to audit the Company's quarterly financial statements for the first, second, and third quarters, the annual financial statements for the fiscal year 2021 and first quarter for the fiscal year 2022, along with determining their fees.

- **Resolution (6):** Approved the Board member's remuneration at SR3,828K for the year ended 31/12/2020G.

- **Resolution (7):** Approved the absolving of the Board of Directors of their responsibility for managing the company for the year ended 31/12/2020G.

- **Resolution (8):** Approved the delegation of the authority to the Board to approve an interim dividend to the shareholders, on a semi-annual or quarterly basis, if required and approved by the Company, and provided approved by the relevant regulator(s).

- **Resolution (9):** Approved the purchase of the LTIP shares, by the Company, to a maximum value of SR21,240,542 to a maximum number of shares of 326,000, for its LTIP scheme, for its entitled LTIP employees. The allocation will be done within a maximum period of 12 (twelve) months from the date of this Extraordinary General Assembly meeting which approved the LTIP shares purchase, and the purchase will be financed through company's fund. To authorize the Board to

finalize the share buy-back transaction(s), in one or several phases, and to authorize the execution of the LTIP shares transactions, and/or the delegation of the authority to authorize the execution of the LTIP shares transactions. Noting that this program is a continuation of the current program, the conditions of which were previously determined by the Board of Directors, and the approval of the Extraordinary General Assembly was obtained on 08/12/1438 AH corresponding to 05/08/2017 AD.

- **Resolution (10):** Approved delegating the Board of Directors the authority of the Ordinary General Assembly to the license mentioned in Paragraph (1) of Article 71 of the Companies Law, for a period of one year from the date of the approval of the General Assembly or until the end of the session of the authorized Board of Directors, whichever is earlier, in accordance with the conditions mentioned Regarding the regulatory controls and procedures issued in implementation of the Companies Law of Listed Joint Stock Companies.
- **Resolution (11):** Approved the recommendation of the Board of Directors to distribute cash dividends for the fiscal year 2020 AD, (by 3.40 riyals) per share in a total amount of (408,000,000 Saudi riyals), or 34% of the nominal share value, provided that the shareholders owning the shares are eligible at the end of the trading day of the General Assembly meeting and those registered in the company's shareholders' register with the Securities Depository Center Company (Edaa Center) at the end of the second trading day following the approval date, provided that the company will start the distribution within 15 days of the approval and will announce on Tadawul once the distribution is completed.
- **Resolution (12):** Approved the update of the Code of Corporate Governance
- **Resolution (13):** Approved the update of the Board of Directors Charter
- **Resolution (14):** Approved the update of the Executive Committee (EC) Charter
- **Resolution (15):** Approved the update of the Investments Committee (IC) Charter
- **Resolution (16):** Approved the ratification of the business and contracts, for the year 2020G, with Bupa Insurance Limited, for contracts linked to the Bupa Global Market Unit, without any preferential treatment, noting that Mr. David Martin Fletcher, Mr. Martin Houston, Mrs. Joy Linton and Mr. Nigel Sullivan have/had/will have an interest as members of the Board of Directors. Noting that the value in 2020 was 41,431 thousand Saudi Riyals.

- **Resolution (17):** Approved the ratification of the business and contracts, for the year 2020G, with My Clinic International Medical Company Limited, for providing on-site clinic services for Bupa Arabia employees on the Bupa Arabia premises, noting that Mr. Loay Nazer and Mr. Tal Nazer have/had/will have an interest as owners of My Clinic International Medical Company Limited. Noting that the value of this contract in 2020 was 131 Thousand Saudi Riyals.
- **Resolution (18):** Approved the ratification of the business and contracts, for the year 2020G, with the Nazer Medical Clinics, for expenses charged/re-charged, without any preferential treatment, noting an interest for Eng. Loay Nazer and Mr. Tal Nazer, as owners of Nazer companies. Noting that the value in 2020 was 307 thousand Saudi Riyals.
- **Resolution (19):** Approved the ratification of the business and contracts, for the year 2020G, with Bupa Investments Overseas Limited, in relation to the Tax Equalization adjustment, without any preferential treatment, noting that Mr. David Martin Fletcher and Mr. Martin Houston and Mrs. Joy Linton and Mr. Nigel Sullivan have/had/will have an interest as members of the Board of Directors. Noting that the value in 2020 was 1,873 thousand Saudi Riyals.
- **Resolution (20):** Approved the ratification of the business and contracts, for the year 2020G, with Bupa Investments Overseas Limited, in relation to Board and Board Committee member remunerations, being the value of the Board and Board Committee Member Remuneration amounts for its Bupa Arabia Board and Board Committee member representatives' services during 2020, without any preferential treatment, noting that Mr. David Martin Fletcher and Mr. Martin Houston and Mrs. Joy Linton and Mr. Nigel Sullivan have/had/will have an interest as members of the Board of Directors. Noting that the value in 2020 was 915 thousand Saudi Riyals.
- **Resolution (21):** Approved the ratification of the business and contracts, for the year 2020G, with Bupa Insurance Limited, being the value of shared insurance contract premium, without any preferential treatment, noting that Mr. David Martin Fletcher and Mr. Martin Houston and Mrs. Joy Linton and Mr. Nigel Sullivan have/had/will have an interest as members of the Board of Directors. Noting that the value in 2020 was 41,431 thousand Saudi Riyals.
- **Resolution (22):** Approved the ratification of the business and contracts, for the year 2020G, with Bupa Middle East Holdings Two W.L.L., relating to brand fees, without any preferential treatment, noting that Eng. Loay Nazer, Mr. Tal Nazer, Mr. David Martin Fletcher and Mr. Martin Houston and Mrs. Joy Linton and Mr. Nigel Sullivan have/had/will have an interest as members of the Board of Directors. Noting that the value in 2020 was 26,896 thousand Saudi Riyals.
- **Resolution (23):** Approved the ratification of the business and contracts, for the year 2020G, with Bupa Arabia for Cooperative Insurance Company, being the cost of providing health insurance to

its employees, without any preferential treatment, noting that board member Mr. Tal Nazer has an interest as the CEO of Bupa Arabia for Cooperative Insurance and board member Nader Ashoor has an interest as the CFO of Bupa Arabia for Cooperative Insurance. Noting that the value in 2020 was 19,779 thousand Saudi Riyals.

- **Resolution (24):** Approved the ratification of the business and contracts, for the year 2020G, with Nazer Group Limited, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer has/will have an interest as an owner and as the Chairman of the Nazer Group Limited, and Mr. Tal Nazer has/will have an interest as an owner. Noting that the value in 2020 was 842 thousand Saudi Riyals.
- **Resolution (25):** Approved the ratification of the business and contracts, for the year 2020G, with Nazer Medical Clinics Company and Nazer Pharmacies businesses, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer and Mr. Tal Nazer have/will have an interest as owners. Noting that the value in 2020 was 3,565 thousand Saudi Riyals.
- **Resolution (26):** Approved the ratification of the business and contracts, for the year 2020G, with Nazer for Dialysis and Advanced Health Services Limited, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer as owner and the Chairman of Nazer for Dialysis and Advanced Health Services Limited, and Mr. Tal Nazer as owner, have/will have an interest. Noting that the value in 2020 was 5,895 thousand Saudi Riyals.
- **Resolution (27):** Approved the ratification of the business and contracts, for the year 2020G, with Nawah Healthcare Company, being the cost of medical insurance for its employees, without any preferential treatment, noting that Eng. Loay Nazer as owner and the Chairman of Nawah Healthcare Company, and Mr. Tal Nazer as owner, have/will have an interest. Noting that the value in 2020 was 380 thousand Saudi Riyals.
- **Resolution (28):** Approved the ratification of the business and contracts, for the year 2019G, with the Nazer Medical Clinics Company and the Nazer Pharmacies businesses, in order to provide some medical and professional services, noting that prices will be comparable with the prices prevailing with other service providers and so without any preferential treatment, noting that Eng. Loay Nazer and Mr. Tal Nazer as owners have/will have an interest. Noting that the value in 2020 was 4,416 thousand Saudi Riyals.
- **Resolution (29):** Approved the ratification of the medical insurance contracts, for the year 2020G, with the National Commercial Bank (NCB), being the cost of medical insurance for its

employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a member of the Board of Directors. Noting that the value in 2020 was 156,524 Thousand Saudi Riyals.

- **Resolution (30):** Approved the ratification of the medical insurance contracts, for the year 2020G, with Gulf International Bank (GIB), being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a member of the Board of Directors. Noting that the value of the transactions in 2020 was 9,701 thousand Saudi Riyal.
- **Resolution (31):** Approved the ratification of the medical insurance contracts, for the year 2020G, with Etihad Etisalat Company (Mobily), being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2020 was 48,738 thousand Saudi Riyal.
- **Resolution (32):** Approved the ratification of the medical insurance contracts, for the year 2020G, with MA'ADEN Corporate (Saudi Arabian Mining Company), being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2020 was 12,717 thousand Saudi Riyal.
- **Resolution (33):** Approved the ratification of the medical insurance contracts, for the year 2020G, with Bawan Wood Industries Co., being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2020 was 1,577 thousand Saudi Riyal.
- **Resolution (34):** Approved the ratification of the medical insurance contracts, for the year 2020G, with Bawan Metal Industries Company, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2020 was 1,286 thousand Saudi Riyal.
- **Resolution (35):** Approved the ratification of the medical insurance contracts, for the year 2020G, with Al Rajhi Bank, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member

of the Board of Directors. Noting that the value of the transactions in 2020 was 107,147 thousand Saudi Riyal.

- **Resolution (36):** Approved the ratification of the medical insurance contracts, for the year 2020G, with Riyadh Cables Group Company, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Zaid Algwaiz as a first-degree relative to a member of the Board of Directors. Noting that the value of the transactions in 2020 was 7,415 thousand Saudi Riyal.
- **Resolution (37):** Approved the ratification of the medical insurance contracts, for the year 2020G, with Careem, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Dr. Abdullah Elyas as a CEO and member of the Board of Directors. Noting that the value in 2020 was 731 Thousand Saudi Riyals.
- **Resolution (38):** Approved the ratification of the medical insurance contracts, for the year 2020G, with Saudi Steel Pipe Company, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest Nader Ashoor as a member of the Board of Directors. Noting that the value in 2020 was 3,224 thousand Saudi Riyals.
- **Resolution (39):** Approved the ratification of the medical insurance contracts, for the year 2020G, with Ahmed Mohammed Baeshen Co (AMB), being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Ali Sheneamer as a member of the Board of Directors. Noting that the value of the transactions in 2020 was 3,058 thousand Saudi Riyal.