

Results of the  
Extraordinary General  
Assembly Meeting (First  
Meeting)

30 June 2022

- **Resolution (1):** Approved the Board of Directors Report for the year ended 31/12/2021G.
- **Resolution (2):** Approved the Auditors' Report for the year ended 31/12/2021G.
- **Resolution (3):** Approved the Annual Financial Statements for the fiscal year ended 31/12/2021G.
- **Resolution (4):** Approved the recommendation of the Board of Directors to distribute cash dividends for the fiscal year 2021G, (4.50) Saudi Riyal per share in a total amount of (540,000,000) Saudi Riyal, or 45% 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, the Dividends will be distributed on 20 July 2022.
- **Resolution (5):** Approved the purchase of the Long-Term Incentive Plan ("LTIP") shares to a maximum value of SR17,551,122 to a maximum number of shares of 175,000, the purchase will be financed through company's fund for its entitled LTIP employees. Further, to authorize the Board of Directors to complete the purchase of the shares within (12 months) from the date of the Extraordinary General Assembly Meeting's Approval. The purchased shares will be kept no longer than (10 years) from the date of approval until its allocated for the entitled employees. 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 12/08/1438 AH corresponding to 08/05/2017G.
- **Resolution (6):** Approved the Board member's remuneration at SR (4,108,000) for the year ended 31/12/2021G.
- **Resolution (7):** Approved the absolving of the Board of Directors for the year ended 31/12/2021G.
- **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 for the year 2022.
- **Resolution (9):** Approved the appointment of the members of the Board of Directors for the next cycle for a period of three years, which will start from 01/07/2022G and which will end on 30/06/2025G. They are as follows:

#	Board Member Name	Membership Type
1	Eng. Loay Hisham Nazer	Non-Executive
2	Mr. David Fletcher	Non-Executive
3	Mr. Martin Houston	Non-Executive
4	Mr. Nigel Sullivan	Non-Executive
5	Ms. Huda Ghoson	Independent
6	Mr. Abdulla Nadeem Elyas	Independent

7	Mr. Osamah Shaker	Independent
8	Mr. Tal Hisham Nazer	Executive
9	Mr. Nader Mohammad Saleh Ashoor	Executive

- **Resolution (10):** Approved the formation of the Audit Committee, determining its tasks, its work rules, and the remuneration of its members for the next cycle for a period of three years, which will start from 01/07/2022G and which will end on 30/06/2025G. They are as follows:
  1. Mr. Zaid Abdulrahman Algwaiz.
  2. Dr. Abdulla Elyas.
  3. Ms. Zain Al Emam.
  4. Mr. Ibrahim Al Husseni.
- **Resolution (11):** 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 (12):** Approved the ratification of the business and contracts, for the year 2021G, 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 2021 was 59,358 thousand Saudi Riyals.
- **Resolution (13):** Approved the ratification of the business and contracts, for the year 2021G, with the Nazer Medical Clinics, 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 2021 was 131 thousand Saudi Riyals.
- **Resolution (14):** Approved the ratification of the business and contracts, for the year 2021G, 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 2021 was 528 thousand Saudi Riyals.
- **Resolution (15):** Approved the ratification of the business and contracts, for the year 2021G, with Bupa Investments Overseas Limited, in relation to the Tax Equalization adjustment, 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 2021 was 14,241 thousand Saudi Riyals.

- **Resolution (16):** Approved the ratification of the business and contracts, for the year 2021G, with Bupa Investments Overseas Limited, in relation to the written premium, 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 2021 was 2,000 thousand Saudi Riyals.
- **Resolution (17):** Approved the ratification of the business and contracts, for the year 2021G, 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 2021, 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 2021 was 833 thousand Saudi Riyals.
- **Resolution (18):** Approved the ratification of the business and contracts, for the year 2021G, with Bupa Insurance Limited, being the value of shared insurance contract premium, 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 2021 was 59,358 thousand Saudi Riyals.
- **Resolution (19):** Approved the ratification of the business and contracts, for the year 2021G, 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, 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 2021 was 26,611 thousand Saudi Riyals.
- **Resolution (20):** Approved the ratification of the business and contracts, for the year 2021G, 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 2021 was 21,058 thousand Saudi Riyals.
- **Resolution (21):** Approved the ratification of the business and contracts, for the year 2021G, 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 2021 was 908 thousand Saudi Riyals.
- **Resolution (22):** Approved the ratification of the business and contracts, for the year 2021G, 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 2021 was 6,046 thousand Saudi Riyals.

- **Resolution (23):** Approved the ratification of the business and contracts, for the year 2021G, 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 2021 was 6,519 thousand Saudi Riyals.
- **Resolution (24):** Approved the ratification of the business and contracts, for the year 2021G, with Nazer for Dialysis and Advanced Health Services Limited, being the cost of claims paid to Medical Provider, 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 2021 was 179,055 thousand Saudi Riyals.
- **Resolution (25):** Approved the ratification of the business and contracts, for the year 2021G, 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 2021 was 199 thousand Saudi Riyals.
- **Resolution (26):** Approved the ratification of the business and contracts, for the year 2021G, 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 2021 was 7,427 thousand Saudi Riyals.
- **Resolution (27):** Approved the ratification of the medical insurance contracts, for the year 2021G, with the Saudi National Bank (SNB), 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 2021 was 173,433 thousand Saudi Riyals.
- **Resolution (28):** Approved the ratification of the medical insurance contracts, for the year 2021G, 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 2021 was 9,776 thousand Saudi Riyal.
- **Resolution (29):** Approved the ratification of the medical insurance contracts, for the year 2021G, 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 until 31 March 2021 was 48,778 thousand Saudi Riyal.

- **Resolution (30):** Approved the ratification of the medical insurance contracts, for the year 2021G, 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 2021 was 7,389 thousand Saudi Riyal.
- **Resolution (31):** Approved the ratification of the medical insurance contracts, for the year 2021G, with Careem, being the cost of medical insurance for its employees, without any preferential treatment, noting an interest for Dr. Abdullah Elyas as a Co-Founder, KSA Chairman, and Chief People Officer. Noting that the value in 2021 was 694 thousand Saudi Riyals.
- **Resolution (32):** Approved the ratification of the medical insurance contracts, for the year 2021G, 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 2021 was 2,848 thousand Saudi Riyal.