

Extraordinary  
General Assembly  
Meeting  
(First Meeting)

22 December 2022

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# General Assembly Agenda

- **Resolution (1):** To approve increasing the share capital from SAR 1,200 Million to SAR 1,500 Million by capitalizing SAR 300 Million from the retained earnings account, thereby increasing the capital by 25%, and thereby increasing the number of shares from 120M shares to 150M shares, through offering 1 bonus share for every 4 shares owned. The objective of this recommendation based on the Board's desire to support and strengthen Bupa Arabia's capital base to enable it to achieve growth in the Company's business and expand its activities over the coming years. The date of entitlement to the bonus shares will be to any shareholders owning shares as per the securities depository centre shareholder registry two days after the date of the Extraordinary General Assembly Meeting. In the event of fractions of shares resulting from the capital increase, they will be grouped into one portfolio and sold at the market price and then the proceeds of the sale of the fractional shares distributed to the entitled parties on the date of entitlement, according to their shares and on the basis of the average selling price per share, and which shall be completed within a period not exceeding 30 days from the date of distribution of the correct shares to the beneficiaries according to the regulations.
- **Resolution (2):** To approve the changes in Article 8 of the Company's By-Laws which is the change to the Company's capital and the number of shares issued, provided Resolution 1 of this meeting has been approved.

Resolution (1): To approve  
increasing the share capital  
from SAR 1,200 Million to SAR  
1,500 Million

Voting on increasing the capital of Bupa Arabia according to the following:

- A. The total amount of the increase is 300 million Saudi riyals.
- B. the Company's capital before the increase (1200 million Saudi riyals) and the company's capital after the increase (1500 million Saudi riyals) with an increase of 25%.
- C. The number of shares issued before the increase (120 million shares) and the number of shares issued after the increase will become (150 million shares).
- D. The objective of this recommendation based on the Board's desire to support and strengthen Bupa Arabia's capital base to enable it to achieve growth in the Company's business and expand its activities over the coming years.
- E. The company will issue bonus shares of 1 share for every 4 outstanding shares (1:4), with an increase of 25%. All shareholders of Bupa Arabia are entitled to the increase, and the maturity date of the shareholders owning shares is at the end of trading on the day of the extraordinary general assembly that approves the increase of the company's capital (on or before December 8, 2022) and who are registered in the company's shareholders register at the Securities Depository Center Company (Edaa) at the end of the second trading day following the due date.
- F. The company will use an amount of 300 million Saudi riyals from the company's existing reserves.
- G. The date of entitlement to the bonus shares will be to any shareholders owning shares as per the securities depository centre shareholder registry two days after the date of the Extraordinary General Assembly Meeting. In the event of fractions of shares resulting from the capital increase, they will be grouped into one portfolio and sold at the market price and then the proceeds of the sale of the fractional shares distributed to the entitled parties on the date of entitlement, according to their shares and on the basis of the average selling price per share, and which shall be completed within a period not exceeding 30 days from the date of distribution of the correct shares to the beneficiaries according to the regulations.

**Proposed Changes to the Company's By - Laws - Comparison Table –**

#	Article #	Current Wording	Proposed New Wording	Rationale
1.	Article 8	The Company Capital is 1,200,000,000, One Billion and Two hundred million Saudi Riyals, divided into 120,000,000, One Hundred and Twenty million shares of equal value. The value of each share is SR10, ten Saudi Riyals, all of which are Ordinary cash shares.	The Company Capital is 1,500,000,000, One Billion and five hundred million Saudi Riyals, divided into 150,000,000, One Hundred and Fifty million shares of equal value. The value of each share is SR10, ten Saudi Riyals, all of which are Ordinary cash shares.	To reflect the proposed increase in the Company Share Capital (through offering 1 bonus share for every 4 shares owned): SR300m through 30m new issued shares.

