



**Minutes of Ordinary General Assembly Meeting
for Shareholders of Abdullah Al-Othaim Markets Company
Which was held on Tuesday 01-03-1444H Correspondent to 27-09-2022G**

Based on the invitation of the Board of Directors addressed to the Company's shareholders to attend the Ordinary General Assembly Meeting, which was announced on the Saudi Stock Exchange website "Tadawul" on 05/09/2022G, and published in the daily newspaper (Al-Jazirah) - Issue No. (18108) dated 10/02/1444H corresponding to 06/09/2022G, page No. (3), and it was also published on the Company's website with all documents related to the agenda items of the Assembly.

The meeting was held remotely through modern technology means in the company's headquarters in Riyadh using a Tadawulaty system at (6:30) PM on Tuesday 01/03/1444H Correspondent to 27/09/2022G Headed by Mr. Abdullah Saleh Ali Al-Othaim (Chairman of the Board of Directors) and in the presence of the Chairman, Board Member, Committee Chairs as follows:

- 1) Mr. Abdullah Saleh Ali Al-Othaim (Assembly president and the chairman of the Board of Directors)
- 2) Eng. Bader Hamed Abdulrazak Alaujan (Vice Chairman of the Board & Chairman of The Executive Committee).
- 3) Dr. Raed Abdullah Ibrahim Al Hogail (Member of the Board of Directors & Chairman of the Audit Committee).
- 4) Mr. Saad Ibrahim Saad Al Mushawah (Member of the Board of Directors & Chairman of Remunerations and Compensations Committee).
- 5) Mr. Mohammed Hasan Ibrahim Al Shuhail (Member of the Board of Directors).
- 6) Mr. Bandar Nasser Hamad Al Tamimi. (Member of the Board of Directors)
- 7) Mr. AbdulAziz Abdullah Saleh Al-Othaim (Member of the Board of Directors).
- 8) Dr. Abdulkarim Hamad Abdulkarim Al Nujaidi (Member of the Board of Directors).
- 9) Mr. Muwaffaq Mansour Mohammed Jamal (Member of the Board of Directors and CEO).

The president of the Assembly opened the meeting welcoming the attendees, announcing that the attendees (electronic vote) and their number (243) shareholders, and he disclosed the number of shares represented in the meeting was (60,152,657) Shares which represents (%66.83) of the total number of the company's shares which is (90,000,000). The meeting is valid according to Article (93) of the Companies Law and Article (35) of the Company's Articles of Association.

The president of the Assembly stated that Mr. Bandar Sulaiman Al-Bohairy was appointed as secretary of the Assembly, and members of the vote counting committee consisting of Mr. Ayed Alshamary and Mr. Alsadig Musa were also selected.

After that, reading the assembly's agenda began as follows:

First Item: Voting on the transactions and contracts that will be concluded between the company and Al Othaim Holding Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al Othaim, and the Board of Member Mr. Abdulaziz Abdullah Saleh Al Othaim) they have an indirect interest, the transaction is selling the shares owned by Abdullah Al-Othaim Markets Company in the capital of Abdullah Al-Othaim Investment Company amounting to (13,653,850) shares with a total value of SR (846,538,700), without any preferential conditions.

Second Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al Othaim, and the Board of Member Mr. Abdulaziz Abdullah Saleh Al Othaim) they have an indirect interest, the transaction is selling a land owned by Abdullah Al-Othaim Markets Company in Madinah Al-Munwarah, with an area of (105,663.79) square meters with a total value of SR (211,327,580), without any preferential conditions.

Then, after presenting the items, the chance for questions was opened to the shareholders and they were as follows:

The question: What is the pricing basis for selling shares as well as the land?

The answer: The pricing basis for the shares is based on the price range proposed by the financial advisor to offer the shares of Abdullah Al-Othaim Investment Company for public offering, as the sale made to Al-Othaim Holding Company with the higher than the price range from the proposed by the advisor, in addition to the company didn't bearing any expenses for the offering.

For the land , the basis of pricing the based on three evaluations made by accredited valuers, and the sale was made at the highest price.

After the electronic voting was closed, the voting results were sorted and announced to the shareholder as follows:

Item	Agree	Disagree	Abstaining
First Item: Voting on the transactions and contracts that will be concluded between the company and Al Othaim Holding Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al Othaim, and the Board of Member Mr. Abdulaziz Abdullah Saleh Al Othaim) they have an indirect interest, the transaction is selling the shares owned by Abdullah Al-Othaim Markets Company in the capital of Abdullah Al-Othaim Investment Company amounting to (13,653,850) shares with a total value of SR (846,538,700) ,without any preferential conditions	59,449,942 %98.83	6,583 %0.01	696,132 %1.16
Second Item: Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Investment Company, where each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al Othaim, and the Board of Member Mr. Abdulaziz Abdullah Saleh Al Othaim) they have an indirect interest, the transaction is selling a land owned by Abdullah Al-Othaim Markets Company in Madinah Al-Munwarah , with an area of (105,663.79) square meters with a total value of SR (211,327,580), without any preferential conditions.	59,449,942 98.83%	6,598 %0.01	701,097 %1.17

The meeting ended at 07:15 PM, when the president of the Assembly, on behalf of the company's board of directors and all its employees, thanked everyone for the active participation in this meeting.

Assembly Secretary
Mr. Bandar S. Albohry

Assembly President
Mr. Abdullah Saleh Al-Othaim

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