

## Almarai invites its shareholders to the Extraordinary General Assembly Meeting

The Board of Directors of Almarai Company, a Saudi Joint Stock Company, is pleased to invite its shareholders to the Extraordinary General Assembly Meeting to be held in Riyadh at the Holiday Inn Al Izdehar Hotel - Al Lula'ah Hall on 2 April 2013 at 7:00 p.m. to consider the following agenda:

- 1- Approve the Board Report for the fiscal year ending 31/12/2012.
- 2- Approve the Auditors report for fiscal year ending 31/12/2012.
- 3- Approve the consolidated Financial Statements for the fiscal year ending 31/12/2012.
- 4- Approve the recommendation of the Board of Director to pay a dividend for fiscal year ending 31/12/2012 of SR 1.25 per share totaling SR 500.0 million (12.5% of the paid up capital), for shareholders registered at the date of the Extraordinary General Assembly Meeting on 2 April 2013 (The date of the cash dividend payment will be confirmed at the General Assembly) This proposed cash dividend represents 12.5% of the nominal value of each share.
- 5- Approve the recommendation of the Board of Directors to appoint the Auditors and to determine their fees for the Fiscal Year 2013 based on the recommendation of the Audit and Risk Committee to the Board of Directors.
- 6- To release Board of Directors members from liability for the fiscal year ending 31/12/2012.
- 7- Approval of all businesses and contracts and licenses of the same between Almarai Company and HH Chairman of the Board of Directors consisting of the following:
  - A) Contract management by Almarai Company and feed purchases from Al Kabeer Farm totaling SAR 50.3 million for one year at the prevailing business conditions.
  - b) Lease of land by Almarai Company from heirs of Prince Mohammed bin Saud Al Kabeer for SAR 0.8 million for one year at the prevailing business conditions.
  - c) Insurance contract between Almarai Company and Arabian Shield Insurance Co. of which Prince Sultan bin Mohammed is the Chairman for an amount of SAR 46.1 million for one year at the prevailing business conditions.
- 8- Approval of the Lease Contract between Almarai Company and Mr. Abdulaziz bin Ibrahim Al Muhanna, as this is an indirect conflict of interest with Mr. Abdulrahman bin Abdulaziz Al Muhanna. The lease is for rent of land for Almarai's distribution center in Sharjah costing SAR 173,000 for twenty years starting on 10th April 2001 at the prevailing business conditions.

9- Approval of all businesses and contracts and licenses of the same between Almarai Company and Savola Group which have representatives in the Board of Directors, consisting of the following:

a) Sales from Almarai Company to Savola Group totaling SAR 375.5 million for one year at the prevailing business conditions.

b) Packaging purchases by Almarai Company from Savola Packaging Systems Co. Ltd. totaling SAR 105.0 million for one year at the prevailing business conditions.

c) Sugar purchases by Almarai Company from United Sugar Co. totaling SAR 119.5 million for one year at the prevailing business conditions.

d) Soya Bean Oil purchases by Almarai Company from Afia International Company totaling SAR 10.3 million for one year at the prevailing business conditions.

10- Election of members of the Board of Directors of Almarai Company for the third session for a period of three years starting from date 07/08/2013 by cumulative voting.

11- Approval of the issuance of sukuk in compliance with the provisions of Islamic Law, whether in part or several parts through the issuance of one or a series of issuances from time to time, with the amounts and terms set by the Company as per the Board of Directors' approval without referring to the General Assembly of shareholders on this matter, provided that the total amount of the sukuk shall not exceed the share capital of the Company.

12- Authorize the Board of Directors to take all necessary measures to issue such bonds, once the necessary approvals from the relevant authorities have been received. The Board may delegate any or all of its authorization, as per the resolutions stated above, to any person or persons who may then also delegate this authorization.

13- Approve the recommendation of the Board of Director to add the following tasks for the working method of the Audit and Risk Committee on the basis of Article (14) listed on Corporate Governance issued by CMA Board:

a) To supervise the activities of the external auditors and approve any activity beyond the scope of the audit work assigned to them during the performance of their duties.

b) To review the external auditor's comments on the financial statements and follow up the actions taken about them.

c) To review the accounting policies in force and advise the Board of Directors of any recommendation regarding them.

14- Approve the recommendation of the Board of Directors to add the following tasks for the working method of the Nomination and Remuneration Committee on the basis of Article (15) listed on Corporate Governance issued by CMA Board:

- a) Review the structure of the Board of Directors and recommend changes.
- b) Determine the points of strength and weakness in the Board of Directors and recommend remedies that are compatible with the company's interest.
- c) Draw clear policies regarding the indemnities and remunerations of the Board Members and top executives; in laying down such policies, the standards related to performance shall be followed.

15- Approve the recommendation of the Board of Directors to set specific and explicit policies, standards and procedures, for the membership of the Board of Directors on the basis of Article (10/d) listed on Corporate Governance issued by CMA Board.

16- To approve the addition to item 12 of article 3 of the Company by law related to the objective of the Company by adding the active of Private Civil Security Guard.

Each shareholder owning twenty shares or more shall have the right to attend the Extraordinary General Assembly Meeting, whether in person or by proxy, subject to presentation of corroborating evidence or a written power of attorney endorsed by the Chamber of Commerce authorizing another shareholder, other than a member of the Board of Directors or employee of the Company, to attend on their behalf. The Extraordinary General Assembly Meeting will be quorum with 51% of the capital of the Company. Shareholders are requested to arrive 30 minutes prior to the commencement of the meeting in order to complete the necessary registration procedures.