

## **Almarai Company invites its shareholders to attend the extraordinary general assembly meeting for discussion of Increase in share capital (Reminder)**

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 Lulaah Hall on 9 September 2013 at 7:00 p.m. to consider the following agenda:

- 1- To approve an increase in the share capital from SAR 4,000 million to SAR 6,000 million, an increase of 50% by issuing 200 million shares total SAR 2,000 million, this will increase the number of shares from 400 million shares to 600 million shares through the distribution of one bonus share for every two outstanding shares for existing shareholders at the end of trading day of the Extraordinary General Assembly meeting and will be funded from Retained Earnings as of 31/03/2013, by giving the correct number of shares for each outstanding, and collect all the fractions into one portfolio for selling them in the market. The reason for this increase is that Almarai Company wants to adjust its share capital with its assets and hence support Almarai 5 years investment plan of SAR 15.7 billion. This program will cover the expansion needs in all areas of farming, manufacturing, distribution and logistics.
- 2- To amend Article (6) of the Companys Bylaw to be read as follows The share capital of the Company shall be six billion Saudi Riyals (SAR 6,000,000,000), divided into six hundred million (600,000,000) registered shares of equal value of ten Saudi Riyals (SAR 10) each.
- 3- To approve the issuance of sukuk in compliance with Shariah principles, whether in part or several parts through the issuance of one or a series of issuance 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, and with an condition this instruments does not exceed the value of the companys capital.
- 4- Authorize the Board of Directors to take all necessary measures to issue such sukuk, 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.
- 5- To approve and rectify all works, transactions and agreements (including any documents, notice or certificates) which were concluded by the Board of Directors or any authorized person by the Board, relating to the amendment and restatement of the murabaha financing agreement dated 10 August 2009 (the Murabaha Financing Agreement)

between Al-Etisalat Al-Mutanakilah Al Saudia Company (Zain KSA) as purchaser and Banque Saudi Fransi as investment agent in connection with the Companys shareholding in Zain KSA including:

- a) a confirmation agreement between, amongst others, Almarai Company (the Company) and Banque Saudi Fransi as the security agent, pursuant to which, among other things, the Company confirmed that the pledge of its shares in Zain KSA continues to be in full force and effect;
- b) a side letter to the shareholder loan agreement between the Company and Zain KSA, pursuant to which the Company confirmed that outstanding amounts under its shareholder loan agreement shall continue to be subordinated; and
- c) a subordination deed between, amongst others, the Company and Banque Saudi Fransi as the security agent, pursuant to which, among other things, the Company extended the subordination of its shareholder loan to the facility made available under the Murabaha Financing Agreement.

In addition to the full powers delegated to the Board of Directors, the Managing Director, or the CEO to conclude or enter into any agreements or documents to be concluded by the Company in its capacity as a partner in Zain Saudi Arabia Co. according to the sole discretion of the Board of Directors, the Managing Director, or the CEO in this concern under the Murabaha Finance Agreement, Actions, or Agreements stated in the branch paragraphs (a, b, and c) mentioned above, the Board of Directors may delegate all or part of its authorities referred to above to any of its Members or to others.

Please note that as per Article (27) of the Companys Articles of Association 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, one of the banks, or the place of work if the shareholder is a governmental employee 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. Each Shareholder must present proof of his identity. Shareholders may vote on the Extraordinary General Assembly Meeting Agenda via e-voting (electronic voting) until 11 a.m. 9th September 2013.