

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 Izdehar Hall number 3 on 2 April 2014 at 7:00 p.m. to consider the following agenda:

- 1- Approve the Board Report for the fiscal year ending 31/12/2013.
- 2- Approve the Auditors report for fiscal year ending 31/12/2013.
- 3- Approve the consolidated Financial Statements for the fiscal year ending 31/12/2013.
- 4- Approve the recommendation of the Board of Director to pay a dividend for fiscal year ending 31/12/2013 of SR 1.00 per share totaling SR 600.0 million (10% of the paid up capital), for shareholders registered at the date of the Extraordinary General Assembly Meeting on 2 April 2014 (The date of the cash dividend payment will be confirmed at the General Assembly) This proposed cash dividend represents 10% of the nominal value of each share.

5- To release Board of Directors members from liability for the fiscal year ending 31/12/2013.

6- Approve the directors remuneration amounting to SAR 1,800,000 by SAR 200,000 for each member for the financial year ended 31/12/2013.

7- Approve the recommendation of the Board of Directors to appoint the Auditors and to determine their fees for the Fiscal Year 2014 based on the recommendation of the Audit and Risk Committee to the Board of Directors.

8- 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 44,615,000 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 813,000 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 53,893,000 for one year at the prevailing business conditions.

9- 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 Almarais distribution center in Sharjah costing SAR 173,000 for twenty years starting on 10th April 2001 at the prevailing business conditions.

10- 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 422,438,000 for one year at the prevailing business conditions.

B . Packaging purchases by Almarai Company from Savola Packaging Systems Co. Ltd. totaling SAR 117,905,000 for one year at the prevailing business conditions.

C . Sugar purchases by Almarai Company from United Sugar Co. totaling SAR 88,466,000 for one year at the prevailing business conditions.

D . Soya Bean Oil purchases by Almarai Company from Afia International Company totaling SAR 9,633,000 for one year at the prevailing business conditions.

11- Approval to the Board Member Mr. Abdulrahman bin Abdulaziz Al-Muhanna to participate in the work of a competitor of the company, to being a member of the board of the Arab Company for Agricultural Services (Arasco) that engage in similar activity of the company in poultry.

12- To approve the addition to item 13 of article 3 of the Company by law related to the objective of the Company by adding Road transportation as a company activity.

13- To approve the amendment to the first paragraph of Article 21 of the Company by law by deletion of the possibility for a board member to be at the same time chairman and managing director.

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 and it should be sent to P.O. Box 8524 Riyadh 11492.



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. Contact details: 0114700005