

16/12/2015

## **Almarai Company announces the opening of nominations for membership to the Board of Directors.**

Almarai Company is pleased to announce to its shareholders, the opening of nominations for membership to the Board of Directors for the next session beginning on 7th August 2016 and ends on 6th August 2019 (for three years). That the candidates are elected in the next General Assembly meeting which will be announced later after obtaining the necessary approvals from the competent authorities.

Consequently, the shareholders who wish to nominate themselves for membership of the Board of Directors who meet the criteria for membership in the Board which was approved by the Extraordinary General Assembly Meeting for Almarai Company held on 2nd April 2013 which can be found by visiting the company's website following the link:

<http://www.almarai.com/investors/corporate-governance-code>

Some of the criteria:

1. The nominee shall be a natural person of at least 25 years of age.
2. The nominee shall not be previously convicted of dishonor or dishonesty crime, decided as bankrupt, has made arrangements or conciliation with his creditors or unfit for the Board membership in accordance with any law or instructions applied in the Kingdom.
3. The nominee shall not be a board member of more than 5 other joint stock companies simultaneously.
4. The nominee shall not be a government employee.
5. The nominee shall have effective ability of communication and strategic thinking.
6. In the case of independent member, the independent member shall not have any case contradicting to independency.
7. The board member shall hold shares of at least SAR 10,000 value within thirty days from the date being appointed as a board member. These shares shall be used to ensure the liability of the board members and they shall be non-tradable till the elapse of the period fixed for hearing the case of liability indicted in article 76 of the Law of Companies.
8. The board member shall represent all shareholders and shall abide by what realizes the interests of the company in general and not what realizes the interests of the group he represents or the group that voted in favor of his appointment as a board member.

The conditions should be met as set forth by the circular by the Ministry of Commerce and Industry No. (222/9362/3254) date of 18/06/1421 AH, and Circular No. (222/205/3800) date of 26/12/1420 AH, and the form attached to it. Submit and notify the company (to Nomination and Remuneration Committee - or board secretary) no later than end of business Thursday, 14<sup>th</sup> January 2016, with the following requirements:

1. Submit a written request signed by the candidate express his Details of the candidate in terms of curriculum vitae, qualifications and experience in the area of the Company's business.
2. Indicate the number and the periods of membership of the boards of joint stock companies of which the candidate has been a member.
3. Statement of all the joint stock companies of which the candidate is still a member.
4. Membership type shall be clarified, i.e. if the member is an executive member or a non-executive member or an independent member.
5. The membership nature shall be clarifies, i.e. if the member is a nominee for himself or if he represents a legal person.
6. Statement of all companies and institutions that participate in the management or ownership of the work and exercise similar to the work of the company.
7. Any nominee who is a previous company board member shall enclose with the nomination notice a statement from the company administration on the last session in which he was a board member including the flowing information:
  - The number of the board meetings held in each year of the session years
  - The standing committees in which the member participated, the number of the meetings held by each committee within one year of the session period, the number of the meetings he attended and the percentage of his attendance to the total meetings.
  - Summary of the financial results achieved by the company during each year of session.
8. Fill out the Capital Market Authority form No. 3 (CV of a candidate for membership of the Board of Directors of model listed company on the Saudi Stock Exchange), which can be accessed from the site of the Capital Market Authority on the following link:  
  
<http://www.cma.org.sa/Ar/FormsSite/Pages/Disclosure.aspx>
9. Attach a clear and valid image of national identity, family card and passport for individuals or the commercial register of companies and institutions with the nomination request and contact numbers for candidate.
10. Sign a statement and pledged of conflict interest transactions for members of the Board of Directors and Committees, in the case has been nominated by the shareholders.
11. Sign pledges board members, in the case has been nominated by the shareholders.

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Be informed that the Nomination and Remuneration Committee will take into consideration variety of academic qualifications and practical experience and giving priority of nomination to the required needs of persons having appropriate skills for the board of directors. The number of independent members shall not be less than one third of the board of directors. The vote in the General Assembly will be limited to those who nominated themselves in accordance with policies, standards and procedures developed in accordance with the mentioned cumulative vote in accordance with Article 16 of the Statute of Almarai.

Nomination documents are delivered to the company's investor relations (addressed to the Nomination and Remuneration Committee or the secretary of the Board of Directors) at the company's headquarters in Riyadh.

You can also communicate with the investor relations through:

Phone: +966114700005 Ex.7233 or 6280

Fax: +966114701555

P.O.Box 8524 Riyadh 11492

Email: [investor.relations@almarai.com](mailto:investor.relations@almarai.com)