

10 April 2018

## **Almarai Company announces the results of the Extraordinary General Assembly Meeting.**

Almarai Company, a Saudi Joint Stock Company, is pleased to announce the results of shareholders Extraordinary General Assembly Meeting, which was held in Riyadh at the Holiday Inn Al Izdihar Hotel – Hall 3 on 9 April, 2018 at 7:30 p.m., after reaching the quorum, the shareholders approved all items on the agenda as follows:

- 1- Approved - The Auditors Report for the fiscal year ending 31 December, 2017.
- 2- Approved - The Consolidated Financial Statements for the fiscal year ending 31 December, 2017.
- 3- Approved - The Board Report for the fiscal year ending 31 December, 2017.
- 4- Approved - The recommendation of the Board of Directors to pay a dividend, for the fiscal year ending 31 December, 2017, of SAR 0.75 per share totaling SAR 750 million (This proposed cash dividend represents 7.5% of the capital share, based on 1,000 million shares), for shareholders registered at the Securities Depository Center Company at the market closing of the second working day after the date of the Extraordinary General Assembly Meeting on 9 April, 2018. the dividend will be paid to the shareholders on 17 April 2018 by Saudi British Bank (Saab) and any shareholder who did not receive the dividend on that day, can visit any Saudi British Bank (Saab) branch and collect the dividend in form of cash or you can contact our Investor Relations team at this telephone number +966 11 4700005 (Ext. 7233, 6280) or Email: [investor.relations@almarai.com](mailto:investor.relations@almarai.com).
- 5- Approved - The recommendation of the Audit Committee to appoint PWC as Auditors for the full scope Audit of the Financial Statements of the fiscal year 2018 and to review the first quarter Interim Financial Statements of the fiscal year 2019 and to determine their fees.
- 6- Approved to release Board of Directors members from liability for the fiscal year ending 31 December, 2017.

- 7- Approved - The directors' remuneration amounting in total to SAR 1,800,000 where SAR 200,000 will be distributed to each director on a pro-rated basis for the financial year ending 31 December, 2017.
- 8- Approved - The managerial contract with a value of SAR 864,000 at the prevailing commercial terms between Almarai Company and Al Kabeer Farms in which HH Prince Sultan bin Mohammed bin Saud Al Kabeer, Chairman of the Board of Directors, has an interest and to obtain approval for the next year.
- 9- Approved - The feed purchase contract at the prevailing commercial terms between Almarai Company and Al Kabeer Farms in which HH Prince Sultan bin Mohammed bin Saud Al Kabeer, Chairman of the Board of Directors, has an interest and to obtain approval for the next year taking into consideration that the value of the same contract for 2017 SAR 55,626,000 at the prevailing terms and conditions.
- 10- Approved - The lease agreement of Towdihia Dairy Farm at the prevailing terms and conditions between Almarai Company and the heirs of Prince Mohammed bin Saud Al Kabeer in which HH Prince Sultan bin Mohammed bin Saud Al Kabeer, Chairman of the Board of Directors, has an interest and to obtain approval for the next year taking into consideration that the rent for 2017 was totaled SAR 813,000.
- 11- Approved - The catering services contract at the prevailing commercial terms between Almarai Company and Al Nafoura Catering in which HH Prince Sultan bin Mohammed bin Saud Al Kabeer, Chairman of the Board of Directors, has an interest and to obtain approval for the next year taking into consideration that the value for 2017 amounted to SAR 393,000.
- 12- Approved - The insurance contract at the prevailing commercial terms between Almarai Company and Arabian Shield Insurance Co., in which HH Prince Sultan bin Mohammed bin Saud Al Kabeer, Chairman of the Board of Directors, has an interest and to obtain approval for the next year taking into consideration that the payments for the insurance contract totaled SAR 115,181,000 for the year ended 31 December 2017.

13- Approved Sukuk dividend payment for the year 2017 to Arabian Shield Insurance Co., in which HH Prince Sultan bin Mohammed bin Saud Al Kabeer, Chairman of the Board of Directors, has an interest and to obtain approval for the next year taking into consideration that the total dividend payment for 2017 amounted to SAR 98,000.

Arabian Shield Insurance Co. holds under the prevailing terms and conditions a total amount of SAR 3.0 million in Almarai Sukuk being traded during the period of seven years (2012 to 2019).

14- Approved confirmation of the Sukuk dividend payment the year 2017 to Yamama Cement Company, in which HH Prince Sultan bin Mohammed bin Saud Al Kabeer, Chairman of the Board of Directors, and Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer have an interest and to obtain approval for the next year taking into consideration that the total dividend payment amounted to SAR 1,581,000 in 2017.

Yamama Cement Company holds under the prevailing terms and conditions SAR 50.0 million of Almarai issued sukuk being traded during a five year period (2013 to 2018).

15- Approved - The Telecommunication services contracts under the prevailing commercial terms. between Almarai Company and Mobile Telecommunication Company Saudi Arabia (Zain), in which the board member Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer has an interest and to obtain and approval for the next year taking into consideration that the contract value for 2017 amounted to SAR 839,000.

16- Approved & obtain for the next year on the lease contract under the prevailing commercial terms between Almarai Company and Mr. Abdulaziz bin Ibrahim Al Muhanna. The lease is for Almarai's Depot in Sharjah, UAE. The lease term is twenty years starting on 10 April, 2001 to 9th April, 2021. The rental value was SAR 173,000 for 2017.

17- Approved - The publishing services contract at the prevailing commercial terms for Al-Jazirah Press, Printing and Publishing, in which the board member Mr. Abdulrahman bin Abdulaziz Al Muhanna has an interest and to obtain

approval for the next year taking into consideration that the contract amount was SAR 139,000 for fiscal year 2017.

- 18- Approved - The feed purchase contract under the prevailing terms and conditions between Almarai Company and Arab Company for Agricultural Services (Arasco), in which the board member Mr. Abdulrahman bin Abdulaziz Al Muhanna has an interest and to obtain approval for the next year taking into consideration that the contract value for 2017 amounted to SAR 4,228,000.
- 19- Approved - The Sales contract under the prevailing terms and conditions between Almarai Company and Panda Retail Company in which Savola Group, one of Almarai's main shareholders and who is represented in the board of directors, holds significant shares; and to obtain approval for the next year. Savola board representatives at Almarai include: Mr. Suliman bin Abdulkader Al Muhaideb, Engr. Rayan bin Mohammed Fayeze Engr. and Mr. Bader bin Abdullah Al Issa. The contract value for 2017 amounted to SAR 640,247,000.
- 20- Approved - The sugar purchase contract between Almarai Company and United Sugar Co. in which Savola Group, one of Almarai's main shareholders and who is represented in the board of directors, holds significant shares; and to obtain approval for the next year. Savola board representatives at Almarai include: Mr. Suliman bin Abdulkader Al Muhaideb, Engr. Rayan bin Mohammed Fayeze and Mr. Bader bin Abdullah Al Issa. The contract value for 2017 represented purchases of SAR 106,313,000.
- 21- Approved - The soya bean oil purchase contract at the prevailing commercial terms between Almarai Company and Afia International Company in which Savola Group, one of Almarai's main shareholders and who is represented in the board of directors, holds significant shares; and to obtain approval for the next year. Savola board representatives at Almarai include: Mr. Suliman bin Abdulkader Al Muhaideb, Engr. Rayan bin Mohammed Fayeze and Mr. Bader bin Abdullah Al Issa. The total purchases amounted to SAR 8,000 in 2017
- 22- Approved - The financial services contract under the prevailing terms and conditions between Almarai Company and J.P. Morgan Saudi Arabia Limited,

in which the board member Engr. Rayan bin Mohammed Fayez has an interest. The previous year contract was SAR 5,398,000 by the prevailing commercial terms.

- 23- Approved - The banking services contract at the prevailing commercial terms between Almarai Company and Saudi British Bank (SABB) in which the board member Mr. Suliman bin Abdulkader Al Muhaideb has an interest and to obtain approval for the next year taking into consideration that the previous year's contract amounted to SAR 35,935,000.
- 24- Approved - The financing facility for the period (2016 – 2027) under the prevailing terms and conditions between Almarai Company and Saudi British Bank (SABB), in which the board member Mr. Suliman bin Abdulkader Al Muhaideb has an interest and to obtain approval for the next year taking into consideration that the previous year financing amounted to SAR 1,242,095,000
- 25- Approved - The Sukuk dividend payments that will be paid to Saudi British Bank (SABB), in which the board member Mr. Suliman bin Abdulkader Al Muhaideb has an interest and to obtain approval for the next year. The previous year's dividends paid to SABB totalled SAR 14,940,000. SABB holds under the prevailing terms and conditions Sukuk as follows: SABB holds SAR 100,000,000, of a sukuk issued for the period (2015 to 2022), an amount of SAR 150,000,000, for the period (2013 to 2018), an amount of SAR 167,000,000, for the period (2013 to 2020), and lastly an amount of SAR 50,000,000 for the period (2012 to 2019).
- 26- Approved - The banking services contract which between Almarai Company and Banque Saudi Fransi, in which the board members Eng. Mosa bin Omran Al Omran Mr. Bader bin Abdullah Al Issa, have an interest. Taking into consideration that the contract amounted to SAR 9,873,000 in 2017.
- 27- Approved - The financing for the period (2016 – 2019) under the prevailing terms and conditions between Almarai Company and Banque Saudi Fransi, in which the board members Eng. Mosa bin Omran Al Omran and Mr. Bader bin Abdullah Al Issa have an interest and to obtain approval for the next year taking

into consideration that the bank financing amounted to SAR 210,000,000 in 2017.

- 28- Approved - The Sukuk dividends payment that will be paid to Banque Saudi Fransi, in which the board members Eng. Mosa bin Omran Al Omran and Mr. Bader bin Abdullah Al Issa has an interest and to obtain approval for the next year. The previous year dividends totaled SAR 14,855,000. Banque Saudi Fransi holds under the prevailing terms and conditions the following Almarai sukuk's: SAR 100,000,000 for the period (2015 to 2022), an amount of SAR 200,000,000, for the period (2013 to 2018), an amount of SAR 100,000,000 for the period (2013 to 2020), and an amount of SAR 90,000,000 for the period (2012 to 2019).
- 29- Approved - The participation of Board Member Mr. Abdulrahman bin Abdulaziz Al-Muhanna in a competing activity as he is a Board Member of the Arab Company for Agricultural Services (Arasco) which engages in similar activities to those of Almarai within the Poultry segment.
- 30- Approved - The participation of Board Member Eng. Rayan Fayez's participation in a competing company as he is a board member of Herfy Food Services Co. which engages in a similar activity of the Company within the bakery segment.
- 31- Approved - The purchase of up to 10 million shares and to allocate them within the Employee Share Participation Program (ESOP). This is to be financed by the Company's own resources, and to authorize the Board of Directors to complete the purchase in one or several tranches over a maximum period of twelve months from the date of the Extraordinary General Assembly resolution, as well as to authorize the Board of Directors to determine the conditions of this program, including the allocation price for each share offered to the designated employees.
- 32- Approved - The Board of Directors' decision to appoint Eng. Anees bin Ahmed bin Mohammed Moumina as a member of the Board of Directors of the Company (non-executive member) replacing the outgoing Board Member, Engineer Rayan Bin Mohammed Hamed Fayez (non-executive member). Eng.

Anees bin Ahmed bin Mohammed Moumina will continue the duration of his predecessor in the current session of the Board of Directors, which began on 7 August 2016 and ends on 6 August 2019.

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