

The 15th Extraordinary General Assembly Meeting of Al Rajhi Bank by means of modern technology 24/03/2023



Meeting Agenda

#	Item
1.	Reviewing and discussing the Board of Directors report for the fiscal year ended 31 st December 2023.
2.	Reviewing and discussing the financial statements for the fiscal year ended 31 st December 2023.
3.	Voting on the Bank's Auditor report for the fiscal year ended 31 st December 2023 after discussing it.
4.	Voting on releasing the Board of Directors Members from their liabilities for the fiscal year ended 31 st December 2023.
5.	Voting on the Board of Directors' recommendation to distribute cash dividends of SAR (4,600) Million to shareholders for the second half of the fiscal year ended 31 st December 2023, estimated at SAR (1.15) per share, representing (11.5%) of the face value of share. Accordingly, total distributed dividends for the fiscal year ended 31 st December 2023 is SAR (9,200) Million, estimated at SAR (2.30) per share, representing (23%) of the face value of share. The eligibility of dividends shall be for the Bank's shareholders who own shares at the end of the trading day of convening General Assembly meeting and who are registered in the Shareholders Register at Securities Depository Center (Edaa) at the end of the second trading day following the due date noting that dividends distribution commences on 03/04/2024.
6.	Voting on the delegation of the Board of Directors to distribute interim dividends to the Bank's shareholders on semi-annually or quarterly basis for the fiscal year 2024.
7.	Voting on the appointment of the Bank's external auditors, from among nominees, based on Audit Committee's recommendation, to examine, review and audit the primary financial statements for the second and third quarter financial statements for the fiscal year 2024, annual financial statements for the fiscal year 2024, and the first quarter of the fiscal year 2025, and to approve their fees.
8.	Voting on the payment of SAR (5,225,000) as remunerations and compensations to the Members of the Board of Directors for the period from 1 st January 2023 to 31 st December 2023.
9.	Voting on the payment of SAR (900,000) as remunerations and compensations to the Members of Audit Committee for the period from 1 st January 2023 to 31 st December 2023.
10.	Voting on amending the Charter of Audit Committee. (Attached)
11.	Voting on amending the Policy for Remuneration and Compensation of Board, Board Committees, Audit Committee Members and Executive Management. (Attached)
12.	Voting on amending the Board of Directors Nomination and Membership Policy. (Attached)
13.	Voting on delegating the Ordinary General Assembly authorization powers stipulated in Paragraph (1) of Article (27) of Companies Law to the Board of Directors, for one year from the General Assembly approval date or until the end of the term of the delegated Board of Directors, whichever is earlier, pursuant to the conditions stipulated in Implementing Regulations of Companies Law for Listed Joint Stock Companies.
14.	Voting on amending the Bank's Bylaws in accordance with the new Companies Law, and rearranging and numbering the articles of the bylaws in alignment with the proposed amendments. (Attached)
15.	Voting on the business and contracts concluded between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors. The transactions contain a contract of Micro and Small Business Motor Insurance,

	at standard conditions without preferences, for a period of one year with a value of SAR 104,884,653 for 2023. (Attached)
16.	Voting on the business and contracts concluded between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors. The transactions contain a contract of Banker's Blanket Bond and Professional Indemnity Insurance Agreement, at standard conditions without preferences, for a period of one year with a value of SAR 2,388,533 for 2023. (Attached)
17.	Voting on the business and contracts concluded between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors. The transactions contain a contract of Directors and Officers Insurance, at standard conditions without preferences, for a period of one year with a value of SAR 3,040,061 for 2023 (Attached).
18.	Voting on the business and contracts concluded between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors. The transactions contain a contract of Properties All Risk Policy, at standard conditions without preferences, for a period of one year with a value of SAR 9,012,353 for 2023. (Attached).
19.	Voting on the business and contracts concluded between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors. The transactions contain a contract of Fire and Allied Perils – Mortgage Insurance Agreement, at standard conditions without preferences, for a period of one year with a value of SAR1,380,740 for 2023. (Attached)
20.	Voting on the business and contracts concluded between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors. The transactions contain a contract of Bancassurance Agreement, at standard conditions without preferences, for a period of one year with a value of SAR 37,202,998 for 2023. (Attached)
21.	Voting on the business and contracts concluded between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors. The transactions contain a contract of Motor Insurance Agreement, at standard conditions without preferences, for a period of one year with a value of SAR 520,357,347 for 2023. (Attached)
22.	Voting on the business and contracts concluded between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors. The transactions contain a contract of Marine Cargo Open Cover Insurance Agreement, at standard conditions without preferences, for a period of one year with a value of SAR 960,150 for 2023. (Attached)