The Extraordinary General Assembly Meeting

(First Meeting)

Location: Riyadh - Almarai headquarter - via modern technology

Date: Tuesday 13 April 2025

Time: 7:30pm

Agenda of the Extraordinary General Assembly Meeting

1. Reviewing and approving the Auditors' Report for the fiscal year ending 31st December 2024 (attached).
2. Reviewing and deliberating on the consolidated financial statements for the fiscal year ending 31st December 2024 (attached).
3. Reviewing and deliberating on the Board report for the fiscal year ending 31st December 2024 (attached).
4. To vote on the recommendation of the Board of Directors to pay dividends, for the fiscal year ending 31st December 2024, of SAR 1.00 per share totaling SAR 1000 million (This proposed cash dividend represents 10.0% of the capital share, based on 1,000 million shares), for shareholders who own shares on the date of the Extraordinary General Assembly Meeting which will be registered at the Securities Depository Center Company at the market closing of the second working day after the date of the cash dividend payment will be confirmed after the approval of the Extraordinary General Assembly, and the dividend distribution will commence on Thursday, 24 April 2025, corresponding to 26 Shawwal 1446 AH.
5. To vote on the release of Board of Directors members from liability for the fiscal year ending 31st December 2024.
6. To vote on the payment of the remuneration of the Board of Directors amounting in total to SAR 4,200,000.
7. To vote on an insurance contract, that was done in 2024, with a value of SAR 212 million at the prevailing commercial terms between Almarai Company and Arabian Shield Insurance Co. in which the Chairman of the Board of Directors HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer (Non-Executive Member) and Mr. Salman bin Abdelmuhsin Alsudeary (Independent) have an indirect interest.

8. To vote on a sales contract, that was done in 2024, with a value of SAR 998 million under the prevailing terms and conditions between Almarai Company and Panda Retail Company in which Savola Group, one of Almarai Company's main shareholders and who is represented in the board of directors, holds significant shares in Panda Retail Company. Savola board representatives at Almarai include Mr. Sulaiman bin Abdulkader Al Muhaideb (Non-Executive Member), Mr. Bader bin Abdullah Al Issa (Non-Executive Member) and Mr. Waleed bin Khalid Fatani (Non-Executive Member).

9. To vote on a sugar purchase contract, that was done in 2024, with a value of SAR 59 million at the prevailing commercial terms and conditions, between Almarai Company and United Sugar Co. in which Savola Group has indirect interest as one of Almarai Company's main shareholders who is represented in the board of directors and holds significant shares in United Sugar Co.. Savola board representatives at Almarai Company include Mr. Sulaiman bin Abdulkader Al Muhaideb (Non-Executive Member), Mr. Bader bin Abdullah Al Issa (Non-Executive Member) and Mr. Waleed bin Khalid Fatani (Non-Executive Member).

10. To vote on a sales contract, that was done in 2024, with a value of SAR 784 million under the prevailing terms and conditions between Almarai Company and Abdullah Al-Othaim Markets Company in which the board member Mr. Mohammed bin Mansour Al Mousa (Non-Executive Member), has an indirect interest.

11. To vote on the telecommunication services contracts, that were done in 2024, with a value of SAR 12 million under the prevailing commercial terms between Almarai Company and Mobile Telecommunication Company Saudi Arabia (Zain), in which the Chairman of the Board of Directors Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer (Non-Executive Member) has an indirect interest.

12. To vote on the banking services contracts, that were done in 2024, with a value of SAR 12 million at the prevailing commercial terms and conditions, between Almarai Company and Banque Saudi Fransi in which the board member Mr. Bader bin Abdullah Al Issa (Non-Executive Member) has an indirect interest.

13. To vote on the purchase contract, that was done in 2024, with a value of SAR 89 million under the prevailing commercial terms between Almarai Company and International Food Industries Co, in which the board member Mr. Bader bin Abdullah Al Issa (Non-Executive Member) has an indirect interest.

14. To vote on a purchase contract, that was done in 2024, with a value of SAR 16 million under the prevailing commercial terms between Almarai Company and Alkhorayef Lubricant Co. , a subsidiary of Alkhorayef Group, in which the board member Mr. Ammar bin Abdulwahid Alkhodairi (Independent Member) has an indirect interest.

15. To vote on a purchase contract, that was done in 2024, with a value of SAR 44 million under the prevailing commercial terms between Almarai Company and AlKhorayef Commercial Co. Ltd. , a subsidiary of Alkhorayef Group, in which the board member Mr. Ammar bin Abdulwahid Alkhodairi (Independent Member) has an indirect interest.

16. To vote on a sales contract, that was done in 2024, with a value of SAR 19 million under the prevailing commercial terms between Almarai Company and Spinneys Company, in which the board member Mr. Hossam Ali Al-Qurashi (Independent Member) has an indirect interest.

17. To vote on the Company’s purchase of up to a maximum of (10 million) shares with a view to allocating them to the employees of the company within the employee equity program. The purchase will be financed through the company's own resources, and to authorize the Board of Directors to complete the purchase within a maximum period of (12) months from the date of the Extraordinary General Assembly approval. The company will retain the shares purchased for a period not exceeding 7 years from the date of approval of the Extraordinary General Assembly until they are allocated to eligible employees. After this period, the company will follow the procedures and controls set out in the relevant laws and regulations.

18. To vote on delegating the authorization powers of the General Assembly stipulated in Paragraph (1) of Article (27) of the Companies Law to the Board of Directors, for one year from the date of approval by the General Assembly to delegate its powers to the Board of Directors, or until the end of the period of the delegated Board of Directors, whichever is earlier, in accordance with the requirements stipulated in the Implementing Regulations of the Companies Law relating to Listed Joint Stock Companies.

19. To vote on the participation of Mr. Waleed bin Khalid Fatani (Non-Executive Board Member) in a competing activity as he is a board member of Al Kabeer Group which engages in a similar activity of the Almarai Company within the poultry segment.

20. To vote on the approval of the proposed amendment to the Audit Committee Charter (attached).