

The 14th Extraordinary General Assembly Meeting of Al Rajhi Bank by means of modern technology 08/05/2022

Meeting Agenda

#	Item
1.	Voting on the Board of Directors report for the fiscal year ended 31st December 2021.
2.	Voting on the Bank's financial statements for the fiscal year ended 31st December 2021.
3.	Voting on the Bank's Auditor report for the fiscal year ended 31 st December 2021.
4.	Voting on releasing the Board of Directors Members from their liabilities for the fiscal year ended 31st December 2021.
5.	Voting on the Board resolution dated 29/06/2021 regarding distribution of dividends to shareholders for the first half of the fiscal year ended 31st December 2021 at SAR (1.40) per share, representing (14%) of the share face value.
6.	<p>Voting on the Board recommendation to increase the Bank's capital by granting bonus shares as follows:</p> <ul style="list-style-type: none"> A) Total amount of increase: SAR 15,000 MM. B) Capital before increase: SAR 25,000 MM. Capital after increase: SAR 40,000 MM. Increase Percentage: 60%. C) Number of Shares before Increase: 2,500 MM. Number of Shares after Increase: 4,000 MM. D) This recommendation aims to enhance the Bank's funding to achieve strong growth rates at the next years. E) The increase will be made through capitalization of SAR 15,000 MM from Retained Earnings account by granting 3 shares for each 5 shares. F) In case of shares fractions, the Bank will collect all fractions in one portfolio to be sold at market price; then their value to be distributed to eligible shareholders as per their share within a period not exceeds 30 days from the allocation of new shares to each shareholder. G) In case of capital increase is approved by the Bank shareholders during the Extraordinary General Assembly meeting, the eligibility of bonus shares shall be for shareholders owning shares at the end of the trading day of the Bank's General Assembly meeting and are registered in the Bank's Shareholders Registry at the Securities Depository Center (Edaa) at the end of the second trading day after the Extraordinary General Assembly meeting.
7.	Voting on amending Article No. (3) of ARB AoA related to Company Objectives.
8.	Voting on amending Article No. (6) of ARB AoA related to capital increase, if the Extraordinary General Assembly approved item No. (6).
9.	Voting on amending Article No. (10) of ARB AoA related to Register of Shareholders.
10.	Voting on amending Article No. (11) of ARB AoA related to Preferred Shares.
11.	Voting on amending Article No. (14) of ARB AoA related to Management of the Company.
12.	Voting on amending Article No. (15) of ARB AoA related to Termination of Board Membership.
13.	Voting on amending Article No. (16) of ARB AoA related to Powers of the Board.
14.	Voting on amending Article No. (17) of ARB AoA related to Executive Committee.
15.	Voting on amending Article No. (19) of ARB AoA related to Powers of Chairman, Deputy Chairman and Secretary of the Board.
16.	Voting on amending Article No. (21) of ARB AoA related to Powers of the Managing Director.

17.	Voting on amending Article No. (22) of ARB AoA related to Composition of BACC.
18.	Voting on amending Article No. (31) of ARB AoA related to Calling for Assemblies Meeting.
19.	Voting on amending Article No. (39) of ARB AoA related to Auditor Appointment.
20.	Voting on amending Article No. (41) of ARB AoA related to Auditor Reports.
21.	Voting on amending Article No. (43) of ARB AoA related to Financial Documents.
22.	Voting on amending Article No. (44) of ARB AoA related to Dividend Distribution.
23.	Voting on the delegation of the Board of Directors to distribute interim cash dividend on semi-annually or quarterly basis for the fiscal year 2022.
24.	Voting on the appointment of the Bank's external auditors, from among nominees, as per the Board nomination based on Audit Committee recommendation, to examine, review and audit the primary financial statements for the first, second and third quarter financial statements and annual financial statements for the fiscal year 2022, and to approve their fees.
25.	Voting on the payment of SAR (5,130,000) as remunerations and compensations to the Members of the Board of Directors and its Committees for the period from 1 st January 2021 to 31 st December 2021.
26.	Voting on the payment of SAR (818,494) as remunerations and compensations to the Members of the Board Audit & Compliance Committee for the period from 1 st January 2021 to 31 st December 2021.
27.	Voting on amending Board Audit & Compliance Committee charter.
28.	Voting on amending Board Nominations and Compensations charter.
29.	Voting on delegating the Ordinary General Assembly authorization powers stipulated in Paragraph (1) of Article (71) of the Companies Law to the Bank's Board of Directors, for a maximum period of one year from the date of approval by the General Assembly to delegate its powers, or until the end of the term of the delegated Board of Directors, whichever is earlier, in accordance with the conditions contained in the Regulatory Rules and Procedures related to Listed Joint Stock Companies which issued pursuant to the Companies Law.
30.	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 has an indirect interest, being the Chairman of the Company's Board of Directors, and to authorize the same for the upcoming year. The transactions contain a contract of Bankers Blanket Bond "BBB", at arm's length basis, for a period of one year with a value of SAR 9,509,000 for 2021.
31.	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 has an indirect interest, being the Chairman of the Company's Board of Directors, and to authorize the same for the upcoming year. The transactions contain a contract of Directors and Officers Policy, at arm's length basis, for a period of one year with a value of SAR 3,182,000 for 2021.
32.	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 has an indirect interest, being the Chairman of the Company's Board of Directors, and to authorize the same for the upcoming year. The transactions contain a contract of Properties All Risk Policy, at arm's length basis, for a period of one year with a value of SAR 3,194,000 for 2021.
33.	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 has an indirect interest, being the Chairman of the Company's Board of Directors, and to authorize the same for the upcoming year. The transactions contain a contract of Motor Insurance Agreement, at arm's length basis, for a period of one year with a value of SAR 509,261,000 for 2021.
34.	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 has an indirect interest, being the Chairman of the Company's Board of Directors, and to authorize the same for the upcoming year. The transactions contain a contract of Group Credit Takaful Policy - Mortgage Insurance, at arm's length basis, for a period of one year with a value of SAR 172,885,000 for 2021.
35.	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 has an indirect interest, being the Chairman of the Company's Board of Directors, and to authorize the same for the upcoming year. The transactions contain a contract of Fire and Allied Perils Policy - Mortgage Insurance, at arm's length basis, for a period of one year with a value of SAR 11,149,000 for 2021.