

Astra Industrial Group

General Assembly Meeting Agenda

Tuesday 19/09/1441H corresponding 12/05/2020

1. Voting on the Board of Directors' report of the fiscal year ending on 31/12/2019.
2. Voting on the external auditor's report of the fiscal year ending on 31/12/2019.
3. Voting on the annual financial statements of the fiscal year ending on 31/12/2019.
4. Voting on the Audit Committee recommendation to appoint the external auditors to audit the Company's financial statements for the 2nd, 3rd, 4th QTR & annual of the fiscal year of 2020 and the 1st QTR of year 2021 and determine their fees.
5. Voting on a business and service contract between the group and Prince Fahed Bin Sultan Hospital where Mr. Sabih Masri (Non executive), Mr. Khaled Masri (Non executive) and Mr. Kameel Sadeddin (Non executive) and Mr. Ghassan Akeel (Non executive) board members have indirect interest, the contract is sale of medicine while noting that the revenues of the contract for 2019 was SAR 2,620,293 with no preferential conditions.
6. Voting on a business and service contract between the group and Astra Farm where Mr. Sabih Masri (Non executive), Mr. Khaled Masri (Non executive) and Mr. Kameel Sadeddin (Non executive) and Mr. Ghassan Akeel (Non executive) board members have indirect interest, the contract is sale of fertilizers while noting that the revenues of the contract for 2019 was SAR 4,279,745 with no preferential conditions.
7. Voting on a business and service contract between the group and Nour Net Communications compnay where Mr. Sabih Masri (Non executive), Mr. Khaled Masri (Non executive) and Mr. Kameel Sadeddin (Non executive) and Mr. Ghassan Akeel (Non executive) board members have indirect interest, the contract is internet services while noting that the cost of the contract for 2019 was SAR 4,476,643 with no preferential conditions.
8. Voting on a business and service contract between the group and Astra Farm where Mr. Sabih Masri (Non executive), Mr. Khaled Masri (Non executive) and Mr. Kameel Sadeddin (Non executive) and Mr. Ghassan Akeel (Non executive) board members have indirect interest, the contract is transportation of goods while noting that the cost of the contract for 2019 was SAR 169,918 with no preferential conditions.
9. Voting on a business and service contract between the group and Astra Food/commercial branch where Mr. Sabih Masri (Non executive), Mr. Khaled Masri (Non executive) and Mr. Kameel Sadeddin (Non executive) and Mr. Ghassan Akeel (Non executive) board members have indirect interest, the contract is purchase of food products while noting that the cost of the contract for 2019 was SAR 1,077,910 with no preferential conditions.

10. Voting on a business and service contract between the group and Tanmiya for steel company where Mr. Sabih Masri (Non executive), Mr. Khaled Masri (Non executive) and Mr. Kameel Sadeddin (Non executive) and Mr. Ghassan Akeel (Non executive) board members have indirect interest, the financing contract while noting that the financing amount for 2019 was SAR 16,400,530 with no preferential conditions.
11. Voting on business and service contract between the group and Al Maseera International Company where Mr. Sabih Masri (Non executive), Mr. Khaled Masri (Non executive) and Mr. Kameel Sadeddin (Non executive) and Mr. Ghassan Akeel (Non executive) board members have indirect interest, the transfer of retained earnings balance in Astra Energy for 2019 to shareholders current account proportionally. Astra Energy is owned by 76% by Astra Industrial Group while remaining 24% is owned by Al Maseera International Company, while noting that the balance of the retained earning amount transferred is SAR 33,470,468 out of which Al Maseera share is SAR 8,032,913. The purpose of the balance transfer was to settle due to/ due from accounts between subsidiaries in preparation for the accumulated losses absorption transaction for Tanmiya for Steel Company in Iraq as announced in Tadawul website on January 1st, 2020.
12. Voting on the participation of Mr. Sabih Masri (Non executive) in a competing business with the group through his ownership in El Kendi Company in Algeria that has similar business of producing medicines.
13. Voting on the participation of Mr. Khaled Masri (Non executive) in a competing business with the group through his ownership in El Kendi Company in Algeria that has similar business of producing medicines.
14. Voting on the participation of Mr. Kameel Sadeddin (Non executive) in a competing business with the group through his ownership in El Kendi Company in Algeria that has similar business of producing medicines.
15. Voting on the participation of Mr. Ghassan Akeel (Non executive) in a competing business with the group through him being a board of director in El Kendi Company in Algeria that has similar business of producing medicines.
16. Discharge the members of Board of Directors from liability for their management of the Company during the year ending on 31/12/2019.
17. Voting on the independent board members remuneration of SAR 600,000 for the financial year ended 31/12/2019.
18. Voting on the board recommendation of not distributing dividends for the year ended 31/12/2019.
19. Voting on the amendment of the Bylaws article 21 related to Board of directors' authorities.
20. Voting on the amendment of the Bylaws article 22 related to Board remuneration.
21. Voting on the amendment of the Bylaws article 50 related to Dividends distribution.
22. Voting on authorizing board of directors to distribute quarterly dividends for the year 2020.