

Agenda for the Extraordinary General Meeting

- 1) To vote the Board of Directors report to Shareholders regarding the Company's activities during the year ending 31/12/ 2016.
- 2) To vote the company's financial statements for the financial year ending on 31/12/2016.
- 3) To vote the auditor's report for the financial year ending on 31/12/2016.
- 4) To vote the Directors release of their management results for the company of the period 1/01/2016 until the year ending on 31/12/2016.
- 5) To vote the selection of the External Auditors among nominees based on Audit Committee recommendation to audit the company's financial statements and the quarterly report for the year 2017 and the (Q1) for the year 2018 and fixing their fees.
- 6) To vote the appointment of Mr. Richard Hinchley successor of Mr. David Kenney in the company board of directors as Non-Executive Board Member representing HSBC group and SABB. Commencing from 20/12/2016 till end of the existing board cycle on 14/05/2019.
- 7) To vote the appointment of Mr. Mansour AlSaghayer successor of Mr. Majed AlGwaiz in the company board of directors as Non-Executive Board Member representing SABB. Commencing from 30/01/2017 till end of the existing board cycle on 14/05/2019.
- 8) To vote to authorize the company's transactions and contracts represented various annual insurance contracts with a party who has relation with (SABB) for Board members, with the following names: Naif Abdulkareem, Majed AlGwaiz, Richard Hinchley whom have an indirect interest to and as SABB representatives, and authorize it for the next year. In knowledge that the nature of transactions in 2016 was various annual insurance contracts with total contribution amount of SAR 53,183 thousands and claims paid with total amount of SAR 28,337 thousands. There is no any special or preferential terms with the mentioned contracts in this item.
- 9) To vote to authorize the company's transactions and contracts represented in annual operation servicing contracts, Use of Fixed Asset and IT infrastructure with a party who has relation with (SABB) for Board member, with the following names: Naif Abdulkareem, Majed AlGwaiz, Richard Hinchley, whom have an indirect interest to and as SABB representative and authorize it for the next year, In knowledge that nature of transition in 2016 was various annual operation servicing contracts, Use of Fixed Assets and IT infrastructure with total amount of SAR 4,261 thousands. There is no any special or preferential terms with the mentioned contracts in this item.
- 10) To vote to authorize the company's transactions and contracts represented in Investment Income of Murabaha Deposits with a party who has relation with (SABB) for Board members with the following names: Naif Abdulkareem, Majed AlGwaiz, Richard Hinchley, whom have indirect interest to as SABB representatives, and authorize it for the next year. In knowledge that nature of 2016 was Investment Income on Murabaha Deposits with total amount of SAR 731 thousands. There is no any special or preferential terms with the mentioned contracts in this item.
- 11) To vote to authorize the company's transactions and contracts represented in Payable Profits Commission with a party who has relation with (SABB) for Board member, with the following names: Naif Abdulkareem, Majed AlGwaiz, Richard Hinchley, whom have indirect interest to as SABB representative and authorize it for the next year. In knowledge that nature of transaction in 2016 was Payable Profits Commission with total amount of SAR 259 thousands.
- 12) To vote authorize the company's transactions and contracts represented in annual insurance agency contracts exclusive to sale the company products with a party who has relation with (SABB Insurance Agency Ltd) for Board members with the following names: Naif Abdulkareem, Majed

- AlGwaiz, Richard Hinchley, whom have indirect interest to as SABB representative and authorize it for the next year. In knowledge that nature of transaction in 2016 was an annual insurance agency contract for selling company's products exclusively, and the total commission paid is SAR 5,471 thousands. There is no any special or preferential terms with the mentioned contracts in this item.
- 13) To vote authorize the company's transactions and contracts represented in various annual insurance contracts with a party who has relation with (HSBC Saudi Arabia Ltd) for Board members with the following names: Naif Abdulkareem, Majed AlGwaiz, Richard Hinchley, whom have indirect interest to as SABB and HSBC representatives and authorize it for the next year. In knowledge that nature of transaction in 2016 was various annual insurance contracts with total amount of SAR 905 thousands. There is no any special or preferential terms with the mentioned contracts in this item.
- 14) To vote authorize the company's transaction's and contracts represented in Policyholders' Investment fund management contract for Family Takaful for individuals in HSBC Saudi Arabia Ltd. Investments Fund with a party who has relation with (HSBC Saudi Arabia Ltd.) for Board members with the following names: Naif Abdulkareem, Majed AlGwaiz, Richard Hinchley, Ian Kaith Moore, Anthony Bentley whom have indirect interest to as SABB and HSBC representatives and authorize it for the next year. In knowledge that nature of transaction in 2016 was Policyholders' Investment fund management contract for Family Takaful for individuals in HSBC Saudi Arabia Ltd. Investments Fund amount of SAR 353,740 thousands where the units purchased during the year is SAR 98,551 thousands, while the units sold during the year is SAR 121,542 thousands. The rebate fees received on unit-linked investments is SAR 1,163 thousands. There is no any special or preferential terms with the mentioned contracts in this item.
- 15) To vote the payment of SAR 486 thousands as remuneration and attendance fees for the independent board members for 2016 as per article 17 from company's by-laws.
- 16) To vote the updated company corporate governance and conforms to the supervision requirements.
- 17) To vote the updated company By-Law and conforms to the supervision requirements.

Each shareholder has the right to attend the General Assembly Meeting, whether in person or by proxy, subject to presentation of corroborating evidence (Commercial Registration if the shareholder is a company) or a written power of an attorney endorsed by the Chamber of Commerce, a licensed bank or an Authorized Person in the Kingdom, provided that the authorizing shareholder holds an account with the attesting bank or Authorized Person, Notary public or Persons licensed for attesting. The Authorization could be to another shareholder, other than a member of the Board of Directors or employee of the Company, to attend on their behalf. The shareholder or its proxy must deliver the original copy of the proxy letter to the Company at least two days prior to the assembly meeting, and the proxy shall present the original proxy letter prior to the assembly meeting.

The Extraordinary General Assembly Meeting will reach its quorum with 65% of the capital of the Company. Shareholders are requested to arrive 60 minutes prior to the commencement of the meeting in order to complete the necessary registration procedures.

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نموذج التوكيل

تاريخ تحرير التوكيل: 1438/ / هـ
الموافق: 2017/ / م

أنا المساهم (اسم الموكل رباعي ...) (.....الجنسية)، بموجب هوية شخصية رقم(.....) أو رقم الإقامة أو جواز السفر لغير السعوديين (صادرة من (.....) ، بصفتي (الشخصية) أو (مفوض بالتوقيع عن مدير/رئيس مجلس إدارة شركة ومالك(ة) لأسهم عددها (.....) سهما من أسهم شركة ساب تكافل (مساهمة سعودية) المسجلة في السجل التجاري في الرياض برقم 1010234032 ، واستناداً لنص المادة (28) من النظام الأساس للشركة فإنني بهذا أوكل (اسم الوكيل) رباعي) لينوب عني في حضور إجتماع الجمعية العامة غير العادية الذي سيعقد في المقر الرئيسي لشركة ساب تكافل(وهو من غير أعضاء مجلس الإدارة أو موظفي الشركة أو المكلفين بالقيام بصفة دائمة بعمل فني أو إداري لحسابها)، مبنى الإدارة العامة البنك السعودي البريطاني – الدور لأرضي شارعالأمير عبدالعزيز بن مساعد بن جلوي في مدينة الرياض في تمام الساعة السادسة و النصف مساءً من يوم الخميس بتاريخ 2017/04/13 م الموافق 1438/07/16 هـ. وقد وكلته بالتصويت نيابة عني على المواضيع المدرجة على جدول الأعمال وغيرها من المواضيع التي قد تطرحها الجمعية العامة للتصويت عليها، والتوقيع نيابة عني على كافة القرارات والمستندات المتعلقة بهذا الاجتماعات، ويعتبر هذا التوكيل ساري المفعول لهذا الاجتماع أو أي إجتماع لاحق يؤجل إليه.

اسم موقع التوكيل:	
صفة موقع التوكيل:	رقم السجل المدني لموقع التوكيل أ ورقم الإقامة أو جواز السفر لغير السعوديين:
توقيع الموكل بالإضافة للختم الرسمي إذا كان مالك الأسهم شخصاً معنوي	
التصديق (من الغرفة التجارية أو من أحد البنوك أو كتابة العدل أو الأشخاص المرخص لهم بأعمال التوثيق)	