



Agenda of the Extraordinary General Assembly Meeting (No. 31), which will be held on
Wednesday 8th of May, 2019 corresponding to 3rd of Ramadan 1440H (as per Umm al-Qura
calendar) at 10:00 PM

1.	Voting on the Auditors' Report for the fiscal year ended 31 December, 2018.
2.	Voting on the consolidated Financial Statements for the fiscal year ended 31 December, 2018.
3.	Voting on the Board of Directors' Report for the fiscal year ended 31 December, 2018.
4.	Voting on the appointment of the Company's external auditor among the nominees, based on the recommendation of the Audit Committee, to audit the Interim Financial Statements for the second, third and fourth quarters of the fiscal year 2019, and to audit the interim financial statements for the first, second, third and fourth quarters of the fiscal year 2020, and to audit the annual financial statements for the fiscal years ended 2019 and 2020, and to review the first quarter Interim Financial Statements of the fiscal year 2021. Furthermore, to determine his fees.
5.	Voting on absolving the Members of the Board Directors from their liabilities pertaining to the management of the Company for the fiscal year ended 31 December, 2018.
6.	Voting on disbursement of the annual remuneration for 2018 to the Board Members, which is included in the Annual Director's report for the Fiscal Year ended 31 December, 2018.
7.	Voting on the Board of Directors' resolution to appoint Mr. Mohammed Ibrahim Moh. Al Issaa as a member of the Board of Directors (independent member) as of 06/09/2018 and until the end of the current office term which ends on 30/06/2019 in the vacant seat after the resignation of the Board Member Mr. Abdulaziz Ibrahim Al Issaa
8.	Voting on the Board of Directors' recommendation to appoint Mr. Mohammed Ibrahim Moh. Al Issaa as a member of the Group Audit committee as of 06/09/2018 and until 30/06/2019 in the vacant seat after the resignation of Mr. Abdulaziz Ibrahim Al Issaa who resigned on 06/09/2018. The effectiveness of the appointment would be from the Board recommendation dated on 06/09/2018 as per Audit Committee Charter.
9.	Voting on the election of the members of the Board of Directors for the new office term starting on 1st of July 2019 (for a period of three years) as per the list of nominees
10.	Voting on amendment of article (3) of the company's By-law regarding the Company's Objectives.
11.	Voting on amendment the article (28) of the company's By-law regarding the invitation of the general assemblies
12.	Voting on amendment the article (39) of the company's By-law regarding the Audit committee's reports

13.	Voting on amendment the article (44) of the company's By-law regarding the financial documents.
14.	<p>Voting on formation of the Audit Committee and defining its role, responsibilities, work processes and the remuneration of its members-for the new office term starting as of 1st July 2019 until 30th September, 2022, and the nominees are:</p> <p>1-Mr. Fahad A. Al Kassim 2-Dr. Ammr Khalid Kurdi 3-Dr. Abdul Raouf Banaja</p> <p>Attached their CVs.</p>
15.	Voting on the amendment of the Audit committee charter.
16.	Voting on the transactions and contracts of purchasing consumer foods goods which will be executed between Panda Retail Co. (a subsidiary of Savola) and Almarai Co. (in which Savola Group owns 34.52%.) and its subsidiaries in which two of Savola Directors (Mr. Sulaiman A. Al-Muhaidib, and Mr. Bader Abdullah Al Issa) have indirect interest. Noting that last year 2018 transactions and contracts amounted to SAR 737.23 million. Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment and with no preference over third parties.
17.	Voting on the transactions and contracts of selling sugar which will be executed between United Sugar Company (a subsidiary of Savola foods Co.) and Almarai Co) in which Savola Group owns 34.52%) and its subsidiaries, in which two of Savola Directors (Mr. Sulaiman A. Al-Muhaidib, and Mr. Bader Abdullah Al Issa) have indirect interest. Noting that last year 2018 transaction and contracts were amounted to SAR 75.01 million. Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment and with no preference over third parties.
18.	Voting on the transactions and contracts of selling specialty fats and margarine products which will be executed between the International foods Industries Co. (a subsidiary of Savola food Co.) and Almarai Co. (in which Savola Group owns 34.52%.) in which two of Savola Directors (Mr. Sulaiman A. Al-Muhaidib, and Mr. Bader Abdullah Al Issa) have indirect interest. Noting that last year 2018 transaction and contracts were amounted to 2018 SAR 10.78 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.
19.	Voting on the transactions and contracts of selling edible oil products which will be executed between Afia International Co. (a subsidiary of Savola food Co.) and Almarai Co.(in which Savola Group owns 34.52%.) in which two of Savola Directors (Mr. Sulaiman A. Al-Muhaidib, and Mr. Bader Abdullah Al Issa) have indirect interest. Noting that last year 2018 transaction and contracts were amounted to 2018 SAR 4.72 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.
20.	Voting on the transactions and contracts of purchasing food products which will be executed between Panda Retail Co. (a subsidiary of Savola) and Mayar Foods Co. (a subsidiary of Abdulkader Al-

	Muhaidib & Sons Co. which owns 8.23% of Savola shares) and in which two of Savola Directors (Mr. Sulaiman A. Al-Muhaidib, and Mr. Essam A. Al-Muhaidib) have indirect interest. Noting that last year 2018 transactions and contracts were amounted to SAR 136.95 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.
21.	Voting on the transactions and contracts of purchasing food products which will be executed between Panda Retail Co. (a subsidiary of Savola) and Del Monte Saudi Arabia (a subsidiary of Abdulkader Al-Muhaidib & Sons Co. which owns 8.23% of Savola shares) and in which two of Savola Directors (Mr. Sulaiman A. Al-Muhaidib, and Mr. Essam A. Al-Muhaidib) have indirect interest. Noting that last year 2018 transactions and contracts amounted to SAR 85.31 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.
22.	Voting on the transactions and contracts of purchasing food products) which will be executed between Panda Retail Co. (a subsidiary of Savola) and Nestle Saudi Arabia Ltd. (in which Abdulkader Al-Muhaidib & Sons Co. owns major stake) Abdulkader Al-Muhaidib & Sons Co. owns 8.23% of Savola shares and in which two of Savola Directors (Mr. Sulaiman A. Al-Muhaidib, and Mr. Essam A. Al-Muhaidib) have indirect interest. Noting that last year 2018 transactions and contracts amounted to SAR 368.92 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.
23.	Voting on the transactions and contracts pf purchasing food products which will be executed between Panda Retail Co. (a subsidiary of Savola) and Manhal Water Factory Co. Ltd. (in which Abdulkader Al-Muhaidib & Sons Co. owns major stake) Abdulkader Al-Muhaidib & Sons Co. owns 8.23% of Savola shares and in which two of Savola Directors (Mr. Sulaiman A. Al-Muhaidib, and Mr. Essam A. Al-Muhaidib) have indirect interest. Noting that last year 2018 transactions and contracts amounted to SAR 12.88 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.
24.	Voting on the transactions and contracts of leasing spaces which will be executed between Panda Retail Co. (a subsidiary of Savola) and Abdulqader Al-Muhaidib & Sons Co. which owns 8.23% of Savola shares and in which two of Savola Directors (Mr. Sulaiman A. Al-Muhaidib, and Mr. Essam A. Al-Muhaidib) have indirect interest. Noting that last year 2018 transactions and contracts amounted to SAR 6.78 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.
25.	Voting on the transactions and contracts of leasing spaces to sell its products along with trading foods products inside Panda Shopping Centers which will be executed between Panda Retail Co. (a subsidiary of Savola) and Almehbaj Alshamiyah Trading Co. (a subsidiary of Abdulkader Al-Muhaidib & Sons Co. which owns 8.23% of Savola shares) and in which two of Savola Directors (Mr. Sulaiman A. Al-Muhaidib, and Mr. Essam A. Al-Muhaidib) have indirect interest. Noting that last year 2018 transactions and contracts amounted to SAR 19.80 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.

26.	Voting on the transactions and contracts of leasing spaces to sell its products inside Panda Shopping Centers which will be executed between Panda Retail Co. (a subsidiary of Savola) and Del Monte Saudi Arabia (a subsidiary of Abdulkader Al-Muhaidib & Sons Co.) which owns 8.23% of Savola shares and in which two of Savola Directors (Mr. Sulaiman A. Al-Muhaidib, and Mr. Essam A. Al-Muhaidib) have indirect interest. Noting that last year 2018 transactions and contracts amounted to SAR 3.15 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.
27.	Voting on the transactions and contracts of leasing shops and retail purchases of food products which will be executed between Panda Retail Co. (a subsidiary of Savola) and Herfy Food Services Co. in which Savola Group owns 49% (directly and indirectly); and in which two of Savola Directors (Mr. Essam A. Al-Muhaidib, and Eng. Mutaz Q. Alazawi) have indirect interest. Noting that last year 2018 transactions and contracts amounted to SAR 31.39 million Those are continuing contracts and existing in the normal course of business and general commercial terms executed without any preferential treatment.
28.	Voting on the transactions and contracts of selling edible oil products which will be executed between Afia International (a subsidiary of Savola) and Herfy Food Services Co. in which Savola Group owns 49% (directly and indirectly); and in which two of Savola Directors (Mr. Essam A. Al-Muhaidib, and Eng. Mutaz Q. Alazawi) have indirect interest. Noting that last year 2018 transactions and contracts amounted to SAR 1.77 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.
29.	Voting on the transactions and contracts of selling sugar which will be executed between United Sugar Company (a subsidiary of Savola food Co.) and Herfy Food Services Co. in which Savola Group owns 49% (directly and indirectly); and in which two of Savola Directors (Mr. Essam A. Al-Muhaidib, and Eng. Mutaz Q. Alazawi) have indirect interest. Noting that last year 2018 transactions and contracts amounted to SAR 2.20 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.
30.	Voting on the transactions and contracts of selling specialty fats and margarine products which will be executed between International Foods Industries Co. (a subsidiary of Savola food Co.) and Herfy Food Services Co. in which Savola Group owns 49% (directly and indirectly); and in which two of Savola Directors (Mr. Essam A. Al-Muhaidib, and Eng. Mutaz Q. Alazawi) have indirect interest. Noting that last year 2018 transactions and contracts amounted to SAR 2.30 million Those are continuing and existing contracts in the normal course of business and general commercial terms executed without any preferential treatment.