



The 13th Extraordinary General Assembly Meeting Agenda of Al Rajhi Bank

- 1) Vote on the Board of Directors report for the fiscal year ending 31st December 2018.
- 2) Vote on the Bank's financial statements for the fiscal year ending 31st December 2018.
- 3) Vote on the Auditors' report for the fiscal year ending 31st December 2018.
- 4) Vote on discharge of the Board of Directors members from liabilities for the fiscal year ending 31st December 2018.
- 5) Vote on the resolution of the Board of Directors dated 15/07/2018 to distribute cash dividend to the shareholders for the first half of the fiscal year ending 31st December 2018, (SAR 2.00) per share representing (20%) of the share book value.
- 6) Vote on the Board of Directors recommendation to distribute dividends to the shareholders for the fiscal year ending 31st December 2018 with total amount of SAR 3656.25 MM, dividend per share: (SAR 2.25) representing (22.5%) of the share book value. The total cash dividend distributed to the shareholders for the fiscal year ending 31st December 2018 is SAR 6906.25 MM, dividend per share: (SAR 4.25) representing (42.5%) of the share book value. The eligibility will be for shareholders that own shares at the end of trading of the meeting date and their data appears at the end of the second trading day following the meeting date. Dividend Distribution date will be on 11/04/2019.
- 7) Vote on the Board of Directors recommendation to increase the Bank's capital through granting bonus shares as follows:
 - A) Total amount of increase: SAR 8,750 MM
 - B) Capital before increase: SAR 16,250 MM. Capital after increase: SAR 25,000 MM. Increase percentage: 53.8%.
 - C) Number of shares before increase: 1,625 MM. Number of shares after increase: 2,500 MM.
 - D) This recommendation aims to enhance the Bank's resources to achieve good growth rates during the following years.





- E) The capital increase will be made through the capitalization of SAR 8,750 MM from retained earnings account by granting 7 shares for each 13 owned shares.
- F) In case of bonus shares fractions occurrence; the bank will collect all fractions in one portfolio to be sold by market price, the value will be distributed to eligible shareholders each by their share within 30 days from the allocation of new shares to each shareholder.
- G) The eligibility will be for shareholders that own shares at the end of trading of the meeting date and registered in the Bank's share registry at the Depository Center at the end of the second trading day following the meeting date.
- 8) Vote on the delegation of the Board of Directors to distribute interim cash dividend on semi-annually or quarterly basis for the fiscal year 2019 and approve maturity and payment date as per regulatory controls and procedures issued under Companies Law.
- 9) Vote on the appointment of the Bank's external auditors as per BACC's recommendation, from among nominees, to review and audit the primary financial statement for the first, second and third quarter financial statements and closing financial statements for 2019, and to approve their fees.
- 10) Vote on the payment of (SAR 5,945,000) as remunerations and compensations to the members of the Board of Directors and Board Committees for their membership during the period from 1st January 2018 to 31st December 2018.
- 11) Vote on the amendment of Article (6) of the Bank's Articles of Association related to Capital Increase, if approval of Extraordinary General Assembly for Item (7) is acquired .
- 12) Vote on the amendment of Article (16) of the Bank's Articles of Association related to Board Powers .
- 13) Vote on the amendment of Article (25) of the Bank's Articles of Association related to BACC Report as per Companies Law .
- 14) Vote on the amendment of Article (31) of the Bank's Articles of Association related to Calling for Assemblies Meeting as per Companies Law .
- 15) Vote on the amendment of Article (33) of the Bank's Articles of Association related to Quorum of Ordinary General Assembly Meeting .





- 16) Vote on the amendment of Article (43) of the Bank's Articles of Association related to Financial Documents as per Companies Law .
- 17) Vote on the amendment of Board Nominations and Compensations Committee's Charter .
- 18) Vote on the amendment of Board Audit & Compliance Committee's Charter.
- 19) Vote on the amendment of Compensations and Remunerations of Members of the Board of Directors, Board Committees and BACC Policy .
- 20) Vote on the business and contracts between the Bank and STC and authorize the same for the next year. Mr. Ameen bin Fahad Al Shiddi has an indirect interest being a senior executive in STC. The contract is for providing integrated telecommunication services and solutions – SMSs service. The contract will be concluded without preferential conditions or benefits and its duration is two years. The contract total value for 2018 is SAR 36,708,895 .
- 21) Vote on the business and contracts between the Bank and STC and authorize the same for the next year. Mr. Ameen bin Fahad Al Shiddi has an indirect interest being a senior executive in STC. The contract is for providing integrated telecommunication services and solutions – lines rental service. The contract will be concluded without preferential conditions or benefits and its duration is three years. The contract total value for 2018 is SAR 55,450,171 .
- 22) Vote on the business and contracts between the Bank and STC and authorize the same for the next year. Mr. Ameen bin Fahad Al Shiddi has an indirect interest being a senior executive in STC. The contract is for Linking POSs devices with the Network. The contract will be concluded without preferential conditions or benefits and its duration is one year. The contract total value for 2018 is SAR 28,208,748 .
- 23) Vote on the business and contracts between the Bank and STC and authorize the same for the next year. Mr. Ameen bin Fahad Al Shiddi has an indirect interest being a senior executive in STC. The contract is for ATM Site Rental. The contract will be concluded without preferential conditions or benefits and its duration is two year. The contract total value for 2018 is SAR 30,000 .
- 24) Vote on the business and contracts between the Bank and STC and authorize the same for the next year. Mr. Ameen bin Fahad Al Shiddi has an indirect interest being a senior executive in





STC. The contract is for ATM Site Rental. The contract will be concluded without preferential conditions or benefits and its duration is three years. The contract total value for 2018 is SAR 30,000 .

- 25) Vote on the business and contracts between the Bank and Arabian Internet and Communications Services Co. Ltd (Solutions) and authorize the same for the next year. Mr. Ameen bin Fahad Al Shiddi has an indirect interest as he has influence on the Company resolutions being a senior executive in the parent company (STC). The contract is for Direct Internet Services. The contract will be concluded without preferential conditions or benefits and its duration is one year. The contract total value for 2018 is SAR 1,512,000 .
- 26) Vote on the business and contracts between the Bank and Arabian Internet and Communications Services Co. Ltd (Solutions) and authorize the same for the next year. Mr. Ameen bin Fahad Al Shiddi has an indirect interest as he has influence on the Company resolutions being a senior executive in the parent company (STC). The contract is for Supply, Installation and Maintenance of DELL-EMC Hardware. The contract will be concluded without preferential conditions or benefits and its duration is four years. The contract total value for 2018 is SAR 75,111,584 .
- 27) Vote on the business and contracts between the Bank and Global Beverage Company and authorize the same for the next year. Mr. Bader bin Mohammed Al Rajhi has an indirect interest being a board member in the Company. The contract is for Supplying Bottled Water. The contract will be concluded without preferential conditions or benefits and its duration is one year. The contract total value for 2018 is SAR 299,987 .
- 28) Vote on the business and contracts between the Bank and Mohammed Abdulaziz Al Rajhi & Sons Investment Company and authorize the same for the next year. Mr. Bader bin Mohammed Al Rajhi has an indirect interest being a board member in the Company. The contract is for Regional South Management Building Rental. The contract will be concluded without preferential conditions or benefits and its duration is ten years. The contract total value for 2018 is SAR 245,542 .





- 29) Vote on the business and contracts between the Bank and Mohammed Abdulaziz Al Rajhi & Sons Investment Company and authorize the same for the next year. Mr. Bader bin Mohammed Al Rajhi has an indirect interest being a board member in the Company. The contract is for Direct Sales Office in Abha Rental. The contract will be concluded without preferential conditions or benefits and its duration is nine years. The contract total value for 2018 is SAR 40,000 .
- 30) Vote on the business and contracts between the Bank and Mohammed Abdulaziz Al Rajhi & Sons Investment Company and authorize the same for the next year. Mr. Bader bin Mohammed Al Rajhi has an indirect interest being a board member in the Company. The contract is for ATM Site Rental. The contract will be concluded without preferential conditions or benefits and its duration is five years. The contract total value for 2018 is SAR 35,000 .
- 31) Vote on the business and contracts between the Bank and Fursan Travel & Tourism Company and authorize the same for the next year. The Chairman Mr. Abdullah bin Sulaiman Abdulaziz Al Rajhi has a direct interest being the owner of the Company. The contract is for Providing Air Tickets for the Bank's Employees. The contract will be concluded without preferential conditions or benefits and its duration is one year. The contract total value for 2018 is SAR 4,141,611.
- 32) Vote on the business and contracts between the Bank and Mr. Abdullah bin Sulaiman Abdulaziz Al Rajhi , the Chairman of the Board of Directors, and authorize the same for the next year. The contract is for ATM Site Rental. The contract will be concluded without preferential conditions or benefits and its duration is three years. The contract total value for 2018 is SAR 90,000 .
- 33) Vote on the business and contracts between the Bank and Mr. Abdullah bin Sulaiman Abdulaziz Al Rajhi , the Chairman of the Board of Directors, and authorize the same for the next year. The contract is for Exchange & Remittance Center in Albatha'a Rental. The contract will be concluded without preferential conditions or benefits and its duration is three years. The contract total value for 2018 is SAR 550,000 .





- 34) Vote on the business and contracts between the Bank and Al Rajhi Cooperative Insurance Company and authorize the same for the next year. The Chairman Mr. Abdullah bin Sulaiman Abdulaziz Al Rajhi has an indirect interest being the Chairman of the Board of Directors in the Company. The contract is for Renewal of Comprehensive Insurance Policies for Banks, Properties, Work Disruption and Managers & Senior Executives Coverage. The contract will be concluded without preferential conditions or benefits and its duration is one year. The contract total value for 2018 is SAR 7,665,921.
- 35) Vote on the business and contracts between the Bank and Al Rajhi Cooperative Insurance Company and authorize the same for the next year. The Chairman Mr. Abdullah bin Sulaiman Abdulaziz Al Rajhi has an indirect interest being the Chairman of the Board of Directors in the Company. The contract is for Renewal of Comprehensive Insurance Policies for Cars. The contract will be concluded without preferential conditions or benefits and its duration is one year. The contract total value for 2018 is SAR 1,051,726,079 .
- 36) Vote on the business and contracts between the Bank and Panda Retail Company and authorize the same for the next year. Mr. Abdulaziz bin Khalid Al Ghefaily has an indirect interest being a board member in the Company. The contract is for ATM Sites Rental. The contract will be concluded without preferential conditions or benefits and its duration is five years. The contract total value for 2018 is SAR 145,000 .

