



**ABDULLAH AL OTHAIM MARKETS COMPANY INVITES ITS SHAREHOLDERS TO ATTEND  
THE TENTH ORDINARY GENERAL ASSEMBLY MEETING (FIRST MEETING) THROUGH  
MODERN TECHNOLOGY**

Abdullah Al-Othaim Markets Company Board of Directors is pleased to invite the shareholders to attend the ordinary general assembly meeting (first meeting) in the Company Head Quarter in Riyadh City, through modern technology means using the Tadawulaty system through link ([www.tadawualty.com.sa](http://www.tadawualty.com.sa)), which will be held on Wednesday 16<sup>th</sup> Ramadan 1442H corresponding to 28<sup>th</sup> April 2021G at 10:00PM, in order to ensure the safety of health of the relevant dealers of financial market. Moreover, this will support the precautionary measures issued by the relevant healthcare authorities & the government agencies of the kingdom to prevent the spread of the new Corona virus (COVID-19). In continuation of the continuous efforts made by all government agencies in the Kingdom of Saudi Arabia to take the necessary preventive measures to prevent its spread. The meeting will discuss the attached agenda.

The quorum for the Ordinary General Assembly is the presence remotely of shareholders representing at least (50%) of the company's capital. If this quorum is not secured at the first meeting, a second meeting will be held within one hour of the expiry of the deadline set for the first meeting and shall be considered valid regardless of the number of shares represented therein.

Attendance Eligibility to the Shareholders registered in the Company Shareholders Register in the Depository Centre at the end of the trading session preceding the AGM via registration of electronic attendance and e-voting through using Tadawulaty system and as per the rules and regulations.

The right-to registration to attend the assembly meeting ends at the start time of the meeting. and the right to vote on the Assembly's agenda for attendees ends at the end of the votes counting.

We also wish to point out the possibility of automated voting on the Assembly Agenda through the automated voting service starting at 10 am on Saturday 12/09/1442H corresponding to 24/04/2021G, until the end of the assembly time registration and voting in Tadawulaty services will be free and available through using the link ([www.tadawualty.com.sa](http://www.tadawualty.com.sa)).

Shareholders can address any questions or inquiries with regard the AGM Agenda starting at 10:00AM on Saturday, 24/04/2021G, through e-mail ([ir@othaimmarkets.com](mailto:ir@othaimmarkets.com)).

**AGENDA OF ABDULLAH AL OTHAIM MARKETS COMPANY SHAREHOLDERS ORDINARY GENERAL ASSEMBLY MEETING (FIRST MEETING)**  
**SCHEDULED TO BE HELD ON WEDNESDAY 16th RAMADN 1442H CORRESPONDING TO 28th APRIL 2021G AT 10:00PM**

- 1) Voting on the auditor report on the Company's accounts for the fiscal year ending 31/12/2020G.
- 2) Voting on the financial statements for the fiscal year ending on 31/12/2020G
- 3) Voting on the Board of Directors' report for the fiscal year ending on 31/12/2020G.
- 4) Voting on appointing the auditor for the Company from among the candidates based on the Audit Committee's recommendation. The appointed auditor/s shall examine, review and audit the second, third, fourth and annual financial statements of the fiscal year 2021G, and the 1st quarter of the fiscal year 2022G and determination of the auditor remuneration (Attached).
- 5) Voting on delegating the Board of Directors to distribute interim dividends on a biannual or quarterly basis, for the fiscal year 2021G.
- 6) Voting on delegating to the Board of Directors the authorization powers of the General Assembly stipulated in paragraph (1) of Article (71) of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies (Attached).
- 7) Voting on the transactions and contracts that will be concluded between the company and Al-Othaim Holding Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has a direct interest ,and each of the Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim and Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim they have an indirect interest, The business is a rent contract for trademark, and with amount of SR (10,000) for the year 2021G, There are no preferential terms in this transaction (Attached).
- 8) Voting on the transactions and contracts that will be concluded between the company and Al-Othaim Holding Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has a direct interest ,and each of the Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim and Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim they have an indirect interest, The transaction is a rent contract for administrative offices for a period of one year, and with amount of SR (710,050) for the year 2021G There are no preferential terms in this transaction (Attached).
- 9) Voting on the transactions and contracts that will be concluded between the company and Al-Othaim Holding Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has a direct interest ,and each of the Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim and Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim they have an indirect interest, The transaction is a for joint services for a period of one year and with amount of SR (172,389) for the year 2021G. The value is variable and will be calculated at the end of the year. There are no preferential terms in this transaction (Attached).
- 10) Voting on the transactions and contracts that will be concluded between the company and Al-Othaim Holding Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has a direct interest ,and each of the Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim and Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim they have an indirect interest, The transaction is a for common accommodation for employees for a period of one year and with amount of SR (9,730) for the year 2021G. The value is variable and will be calculated at the end of the year. There are no preferential terms in this transaction (Attached).
- 11) Voting on the transactions and contracts that will be concluded between the company and Al-Othaim Holding Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has a direct interest

,and each of the Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim and Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim they have an indirect interest, The transaction is a purchases contract for sanabel al-khair cards for a period of one year and with amount of SR (5,500,000) for the year 2021G. The value is variable and will be calculated at the end of the year,. There are no preferential terms in this transaction (Attached).

- 12) Voting on the transactions and contracts that will be concluded between the company and its subsidiaries and Al-Othaim Holding Company, where the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim has a direct interest ,and each of the Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim and Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim they have an indirect interest These transactions are rent contracts for the labors services for a period of one year, and with amount of SR (730,226) for the year 2021G. The value is variable and will be calculated at the end of the year. There are no preferential terms in this transactions (Attached).
- 13) Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Company for Investment and its subsidiaries, for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have a direct interest and Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim has an indirect interest, The transaction is a rent contract for administrative offices for a period of one year, and with amount of SR (742,500) for the year 2021G, There are no preferential terms in this transaction (Attached).
- 14) Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Company for Investment and its subsidiaries, for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have a direct interest and Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim has an indirect interest, The transaction is contract a for common services for a period of one year and with amount of SR (1,467,958) for the year 2021G. The value is variable and will be calculated at the end of the year. There are no preferential terms in this transaction (Attached).
- 15) Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Company for Investment and its subsidiaries, for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have a direct interest and Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim has an indirect interest, The transaction is a contract to provide services activities Marketing in commercial complexes for a period of one year, that are carried out by Abdullah Al-Othaim markets company in the commercial complexes belonging to Abdullah Al-Othaim Company for Investment and with amount of SR (4,000,000) for the year 2021G.The value is variable and will be calculated at the end of the year. There are no preferential terms in this transaction (Attached).
- 16) Voting on the transactions and contracts that will be concluded between the company and its subsidiaries and Abdullah Al-Othaim Company for Investment and its subsidiaries for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have a direct interest and Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim has an indirect interest, These transactions are rent contracts for the labors services for a period of one year, with amount of SR (775,698) for the year 2021G. The value is variable and will be calculated at the end of the year.. There are no preferential terms in this transactions (Attached).
- 17) Voting on the transactions and contracts that will be concluded between the company and Abdullah Al-Othaim Company for Investment and its subsidiaries, for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have a direct interest and Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim has an indirect interest, The transaction is a rent contract for common accommodation for Employees at Sister Companies for a period of one year, and with amount of SR (321,902) for the year 2021G.The value is variable and will be calculated at the end of the year.. There are no preferential terms in this transaction (Attached).

- 18) Voting on the transactions and contracts that will be concluded between the Company and Abdullah Al-Othaim Company for Investment and its subsidiaries, for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have a direct interest and Member of the Board of Directors Mr. Abdulaziz Abdullah Saleh Al-Othaim has an indirect interest, The transaction is contract for electricity services and general benefits in the rented branches for a period of one year, and with amount of SR (4,430,801) for the year 2021G, The value is variable and will be calculated at the end of the year.. There are no preferential terms in this transaction (Attached).
- 19) Voting on the transactions and contracts that will be concluded between the Company and Abdullah Al-Othaim Company for Investment and its subsidiaries, for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have a direct interest and Member of the Board of Directors Mr. Abdulaziz Abdullah Saleh Al-Othaim has an indirect interest, The transaction are contracts for electricity services for billboards in the commercial complexes for a period of one year, and with amount of SR (36,000) for the year 2021G, There are no preferential terms in this transaction (Attached).
- 20) Voting on the transactions and contracts that will be concluded between Mueen Company for human resources "a subsidiary" and Seven Services Company "a subsidiary", where the Member of the Board of Directors Mr. Abdulaziz Abdullah Saleh Al-Othaim has a direct interest, and for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have an indirect interest, The transaction is a rent contract for labors services and with amount of SR (79,487) for the year 2021G. The value is variable and will be calculated at the end of the year.. There are no preferential terms in this transaction (Attached).
- 21) Voting on the transactions and contracts that will be concluded between the company and Mueen for Human Resources Company "a subsidiary", where the Member of the Board of Directors Mr. Abdulaziz Abdullah Saleh Al-Othaim has a direct interest, and for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have an indirect interest, The business is a rent contract for real estates for a periods of one year in the amount of SR (60,000) for the year 2021G. There are no preferential terms in these transaction (Attached).
- 22) Voting on the transactions and contracts concluded between the company and Mueen for Human Resources Company "a subsidiary", where the Member of the Board of Directors Mr. Abdulaziz Abdullah Saleh Al-Othaim has a direct interest, and for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have an indirect interest, These transactions are rent contracts for real estates for a period of (2) year, and with amount of SR (117,713) for the year 2020G. There are no preferential terms in these transactions (Attached).
- 23) Voting on the transactions and contracts concluded between the company and Mueen for Human Resources Company "a subsidiary", where the Member of the Board of Directors Mr. Abdulaziz Abdullah Saleh Al-Othaim has a direct interest, and for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have an indirect interest, The transaction is a purchase real estate with amount of SR (40,000,000) for the year 2020G, There are no preferential terms in these transaction (Attached).
- 24) Voting on the transactions and contracts concluded between the company and Mueen Company for human resources "a subsidiary", where the Member of the Board of Directors Mr. Abdulaziz Abdullah Saleh Al-Othaim has a direct interest, and for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have an indirect interest, The transaction is recruitment services for typical labor for one years with amount of SR (274,768) for the year 2020G. The value is variable and will be calculated at the end of the year. . There are no preferential terms in this transaction (Attached).
- 25) Voting on the transactions and contracts that will be concluded between the company and Riyadh Company for Food Industries which (55%) owned indirectly by the company, where the Member of the Board of Directors

Mr.Abdulaziz Abdullah Saleh Al-Othaim has a direct interest, and for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have an indirect interest, the transaction is a contract to supply food products for period of one year with amount of SR (130,408,485) for the year 2021G. The value is variable and will be calculated at the end of the year. There are no preferential terms in this transaction (Attached).

- 26) Voting on the transactions and contracts that will be concluded between the company and Seven Services Company” a subsidiary”, where the Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim has a direct interest, and for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have an indirect interest,, The transaction is a contract to commissions for selling goods for period of one year and with amount of SR (394,681) for the year 2021G. The value is variable and will be calculated at the end of the year. There are no preferential terms in this transaction (Attached).
- 27) Voting on the transactions and contracts that will be concluded between the company and Seven Services Company ” a subsidiary”, where the Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim has a direct interest, and for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have an indirect interest, the transaction is a rent contract for administrative offices for a period of one year, and with amount of SR (40,000) for the year 2021G, There are no preferential terms in this transaction (Attached).
- 28) Voting on the transactions and contracts that will be concluded between the company and Shorofat Al Jazira Company” a subsidiary”, where the Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim has a direct interest, and for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have an indirect interest,, The transaction is a rent contract for labors services for period of one year and with amount of SR (3,051,049) for the year 2021G. The value is variable and will be calculated at the end of the year. There are no preferential terms in this transaction (Attached).
- 29) Voting on the transactions and contracts that will be concluded between the company and Marafiq Al-Tashgeel Company” a subsidiary”, where the Member of the Board of Directors Mr.Abdulaziz Abdullah Saleh Al-Othaim has a direct interest, and for each of the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, and Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim they have an indirect interest, the transaction is a rent contract for labors services for period of one year and with amount of SR (6,299,113) for the year 2021G. The value is variable and will be calculated at the end of the year. There are no preferential terms in this transaction (Attached).
- 30) Voting on the transactions and contracts that will be concluded between the company and Anni&Dani Company, where the Member of the Board of Directors Mr.Saleh Mohammed Saleh Al-Othaim has a direct interest, These transactions are a rent contract for showrooms for period of (3) years and with amount of SR (673,000) for the year 2021G. There are no preferential terms in these transactions (Attached).

Date: 27/07/1442H  
Corresponding to: 11/03/2021G.

**To: shareholders of Abdullah Al-Othaim Markets Company**

Dears,

Based on Article (71) of the Companies Law and Article (27) Paragraph (9) of the Corporate Governance Regulations issued by the Capital Market Authority, which requires that the Chairman of the Board of Directors should inform the General Assembly of shareholders when it convenes about the business and contracts that are made for the company's benefits and one of the members of the board of directors has a direct or indirect interest, accordingly I would like to inform your esteemed Assembly of the notifications received on business and contracts to the board of directors, and it has been voted on by submitting to your esteemed assembly to obtain your approval on these businesses and contracts, according to the following detail:

**First:** Business and contracts with Al-Othaim Holding Company in which there is an interest-direct and indirect-for each of (the Chairman of the Board of Directors MR. Abdullah Saleh Ali Al-Othaim, the Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim, and the Member of the Board of Directors Mr. Abdulaziz Abdullah Saleh Al-Othaim), as follows:

Type of Contract	Contract Description	Contract Value/ SR	The Beginning of the Contract	Contract term/year	Method of Payment	Notes
Rent	Trademark	10,000	01/07/2016G	5	Annual	-
Rent	Administrative Offices	710,050	01/01/2021G	1	Semi Annual	-
Services	Common Services	172,389	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.
Rent	Common Accommodation for Employees	9,730	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.
Purchases	Sanabel Al-Khair Cards	5,500,000	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.
Services	Renting Labor Services from Mueen Human Resources Co.	373,755	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.
Services	Renting Labor Services from Abdullah Al-Othaim Markets Co.	356,471	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.



**Second:** Business and contracts with Abdullah Al-Othaim Investment Company and its subsidiary companies-direct and indirect interest-for each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, the Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim, and the Member of the Board of Directors Mr. Abdulaziz Abdullah Saleh Al-Othaim, as follows:

Type of Contract	Contract Description	Contract Value/ SR	The Beginning of the Contract	Contract term/year	Method of Payment	Notes
Rent	Administrative Offices	742,500	01/01/2021G	1	Semi Annual	-
Services	Common Services	1,467,958	01/05/2021G	1	Annual	Amount is variable, calculated at year end.
Provided Services	Marketing Services at Malls	4,000,000	01/05/2021G	1	Annual	Amount is variable, calculated at year end.
Labor Services	Renting Labor Services for Emteyaz Al-Riyadh Co. from Mueen HR Co.	354,757	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.
Labor Services	Renting labor Services for Abdullah Al-Othaim Entertainment Co. from Mueen HR Co.	347,308	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.
Rent	Common Accommodation for Employees at Sister Companies	321,902	01/05/2021G	1	Annual	Amount is variable, calculated at year end.
Labor Services	Renting Labor Services	73,633	01/05/2021G	1	Annual	Amount is variable, calculated at year end.
Services	Electricity and General Utilities at Rented Branches	4,430,801	01/05/2021G	1	Annual	Amount is variable, calculated at year end.
Services	Power for Ads. Signs at Malls	36,000	01/05/2021G	1	Annual	-

**Third:** Business and contracts with Mueen Company for Human Resources and Riyadh Company for Food Industries in which there is an interest-direct and indirect-for each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, the Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim, and the Member of the Board of Directors Mr. Abdulaziz Abdullah Saleh Al-Othaim), as following:

**a) Mueen Human Resources Company:**

Type of Contract	Contract Description	Contract Value/ SR	The Beginning of the Contract	Contract term/year	Method of Payment	Notes
Services	Renting Labor Services to Al Othaim Holding Co.	373,755	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.
Services	Renting Labor Services to Emteyaz Al-Riyadh Co.	354,757	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.

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شركة أسواق عبدالله العثيم - شركة مساهمة سعودية - رأس المال المدفوع ٩٠٠ مليون ريال - سجل تجاري رقم ١٠١٠٣١١٨٥  
 ص.ب ٤١٧٠٠ الرياض ١١٥٣١ - المملكة العربية السعودية - هاتف: ٢٥٤٢٠٠٠ تحويلة ٤٧١-٤٧٢-٤٧٣ فاكس: ٤٤٥٣٤٩٨ - رقم العضوية: ١٠٠٢٨٠  
 Abdullah Al Othaim Markets Company, Saudi Joint Stock Company, Paid Up Capital 900 Million SR., C.R. 1010031185  
 P. O. Box. : 41700, Riyadh: 11531, Kingdom of Saudi Arabia, Tel.: 2542000, Fax. : 4933265, C.C.No: 100280, www.othaimmarkets.com

Services	Renting Labor Services to Abdullah Al-Othaim Entertainment Co.	347,308	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.
Services	Renting Labor Services to Seven Services Co.	79,487	01/05/2021G	2	Monthly	Amount is variable, calculated at year end.
Rent	Showrooms in Nafal District	60,000	01/05/2021G	1	Semi Annual	-
Rent	Alkhobar	85,463	15/12/2020G	2	Semi Annual	-
Rent	Qurtubah-Buraydah	32,250	15/11/2020G	2	Semi Annual	-
Purchases	Purchase Real Estate in Al-Shifa District from Mueen HR Co.	40,000,000	17/09/2020G	-	Cash	-
Services	Recruitment services for typical labor for a Mueen Business company for, Operation and Maintenance	274,768	26/10/2020G	1	Monthly	Amount is variable, calculated at year end.

**b) Riyadh Food Industries Company:**

Type of Contract	Contract Description	Contract Value/ SR	The Beginning of the Contract	Contract term/year	Method of Payment	Notes
Supply	Commercial contract to supply foodstuffs	130,408,485	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.

**Fourth:** Business and contracts with the Seven Services Company, Shorofat Al Jazira Company and the Marafiq AL-Tashgeel Company therein-direct and indirect interest-for each of (the Chairman of the Board of Directors Mr. Abdullah Saleh Ali Al-Othaim, the Vice Chairman of the Board of Directors Mr. Fahad Abdullah Saleh Al-Othaim, and the Member of the Board of Directors Mr. Abdulaziz Abdullah Saleh Al-Othaim), as following:

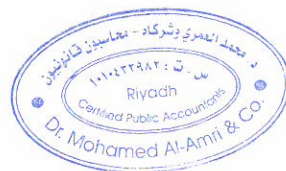
**a) Seven Services Company:**

Type of Contract	Contract Description	Contract Value/ SR	The Beginning of the Contract	Contract term/year	Method of Payment	Notes
Services	Commissions for Selling Goods	394,681	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.
Services	Renting Labor Services from Mueen HR Co.	79,487	01/05/2021G	2	Monthly	Amount is variable, calculated at year end.
Rent	Administrative Offices	40,000	01/04/2021G	1	Annual	-

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**b) Shorofat Al Jazira Company:**

Type of Contract	Contract Description	Contract Value/SR	The Beginning of the Contract	Contract term/year	Method of Payment	Notes
Services	Renting Labor Services	3,051,049	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.

**c) Marafiq Al-Tashgeel Company:**

Type of Contract	Contract Description	Contract Value/SR	The Beginning of the Contract	Contract term/year	Method of Payment	Notes
Services	Renting Labor Services	6,299,113	01/05/2021G	1	Monthly	Amount is variable, calculated at year end.

**Fifth:** Business and contracts with Danni Trading Company in which there is an interest for the Member of the Board of Directors Mr. Saleh Mohammed Saleh Al-Othaim, as follows:

Type of Contract	Contract Description	Contract Value/SR	The Beginning of the Contract	Contract term/year	Method of Payment
Rent	Commercial Showroom, Al-Rawdah Branch	300,000	01/05/2021G	3	Semi Annual
Rent	Commercial Showroom in Dammam Corniche	373,000	15/07/2021G	3	Semi Annual

The Board of Directors took the necessary measures and made sure that there is no preference for those with an interest in the aforementioned business and contracts, and the Board of Directors voted to approve the submitted notifications.

**Chairman of Board of Directors**

**Abdullah Saleh Ali Al-Othaim**

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**Limited assurance report on the declaration submitted by the Chairman of the Board of Directors' to the shareholders of Abdullah Al-Othaim Markets Company "Declaration"**

**for year ended 31 December 2020**

**To the shareholders of**

**Abdullah Al-Othaim Markets Company**

**(Saudi Joint Stock Company)**

**Riyadh -Kingdom of Saudi Arabia**

We have been engaged by the board of directors of Abdullah Al-Othaim Markets Company (the 'Company'), and carried out limited assurance procedures on the Declaration submitted by the Chairman of the Board of Directors' to the shareholders of Abdullah Al-Othaim Markets Company therein which disclose any interest for any member of the Board of Directors, both directly or indirectly.

**SUBJECT MATTER**

The subject matter is the Declaration prepared in accordance with the requirements of Article 71 of the Regulations for Companies in the Kingdom of Saudi Arabia and the provisions of Article 27 of the Corporate Governance Regulations issued by the Capital Market Authority.

**APPLICABLE CRITERIA**

The applicable criteria against the subject matter are as follows:

- The requirements of Article No. (71) of the Regulations for Companies in the Kingdom of Saudi Arabia and the provisions of Article No. (27) of the Corporate Governance Regulations issued by the Capital Market Authority.
- The minutes of the general assembly meetings of shareholders of the company that approved the transactions and contracts.
- The company's accounting records and books for the fiscal year ended on 31 December 2020.

**MANAGEMENT RESPONSIBILITY**

The Company's management is responsible for the preparation of the Declaration in accordance with the Applicable Criteria mentioned in the above section "Applicable Criteria". Further, the Management of the Company is responsible for preparing and presenting the financial information that included in the Declaration Form and for such internal controls as management determines necessary to the preparation and presentation of the financial information included in the Declaration in accordance with the Applicable Criteria that are free from material misstatement, whether due to fraud or error. Company's management is responsible for maintaining the supporting documents and financial records and books that support these transactions.



## OUR RESPONSIBILITY

Our responsibility is to provide a limited assurance report on the subject matter to form an independent conclusion, based on our limited assurance procedures on whether anything has come to our attention to indicate that the Declaration is not prepared in all material respects, in accordance with the applicable criteria set out above

We conducted our engagement in accordance with the International Standard on Audit Engagements 3000 ("Assurance engagements other than audits or reviews of historical financial information") as endorsed in the Kingdom of Saudi Arabia.

Our procedures were designed to obtain a limited level of assurance to form a conclusion on the Declaration by the Company, of any member of the Board of Directors with any interest, both directly or indirectly and as such does not provide all the evidence that would be required to give a reasonable level of assurance.

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants endorsed in the Kingdom of Saudi Arabia, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour

The firm applies International Standard on Quality Control (1) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

## Summary of the Work Performed

Our procedures included the following:

- Matching the information and data included in the Declaration with the company's accounting records and books for the fiscal year ended 31 December 2020.
- Matching the information included in the Declaration with the minutes of the general assembly meetings of the shareholders of the company that approved the transactions and contracts for the fiscal year ended 31 December 2020.

The procedures performed in the limited assurance engagement differ in the nature and timing from the reasonable assurance engagement and are less in scope and thus the level of assurance that is achieved in the limited assurance engagement is much less than the assurance that would have been obtained if a reasonable assurance engagement had been performed.

**CONCLUSION**

Based on the limited assurance procedures performed and evidence obtained, nothing has come to our attention causing us to believe that the information included in the attached Declaration are not prepared, in all material respects, in accordance with the applicable criteria.

**RESTRICTION OF USE**

This report is solely issued for the purpose of submission to the management of the Company along with the Declaration by the Chairman therein which disclose any interest for any member of the Board of Directors, both directly or indirectly, and may not be useful, used or provided for any other purposes.

**OTHER MATTERS**

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

We stamped the attached Declaration for identification purpose only.

For Dr. Mohamed Al-Amri & Co



Gihad Al-Amri

Partner

SOCPA License No.: 362

Date: 22 Sha'ban 1442 (H)

Corresponding to: 04 April 2021 (G)

Place: Riyadh





Date:03/08/1442.

Date:16/03/2021.

### **The audit committee recommendation to appoint the company's external auditor for the year 2021**

The Audit Committee, after reviewing its mandate, the corporate Law, the Ministry of Commerce's instructions and the Corporate Governance law issued by the CMA (Capital Market Authority) in respect of the nomination of the company's external auditor's firms, it has invited a number of licensed auditors to submit their proposals for the statutory audit for year 2021.

The audit committee has received and reviewed the offers submitted by qualified bidders, the company's endeavor to issue its financial statements as accurately as possible, in accordance with the International Financial Reporting Standards (IFRS).

#### **The first candidate:**

BDO Dr. Mohamed Al-Amri & Co. firm for auditing the interim financial statements of Abdullah Al Othaim Markets Company for second, third, fourth quarter and financial statements for the year ended 31-12-2021, audit the interim financial statements for the first quarter of 2022 and the limited assurance report on the transactions of the related parties.

#### **The second candidate:**

Bakertilly & Co. firm for auditing the interim financial statements of Abdullah Al Othaim Markets Company for second, third, fourth quarter and financial statements for the year ended 31-12-2021, audit the interim financial statements for the first quarter of 2022 and the limited assurance report on the transactions of the related parties

Based on the review of the above-shortlisted offers, The Audit committee recommends the appointment of the first candidate, BDO Dr. Mohamed Al-Amri & Co.

### **Committee members**

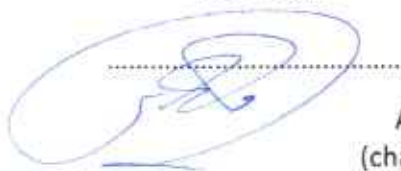
Bandar bin Nasser Al-Tamimi  
(Member)



Saleh bin Mohammed Al-Othaim  
(member)



Fahd bin Abdullah Al-Othaim  
(Member)



Abdullah bin Abdul Rahman Al-Rabdi  
(Member)



Abdul Aziz bin Saleh Al-Rabdi  
(chairman of the audit committee)



## لجنة المراجعة Audit Committee

Date: 31/12/2020.



### **Dear shareholders of Abdullah Al-Othaim Markets Company.**

The Audit Committee presents to you its report on the adequacy of the company's internal control system and other activities performed within its jurisdiction for the year ended 31 Dec 2020, as follows:

#### **First: Results of the annual review of the effectiveness of the company's internal control procedures:**

In 2020, The audit committee has reviewed the company's internal control system and ascertained its effectiveness, as well as studied and reviewed the key operational, financial and administrative risks that the company may encounter and its analysis and related mitigating control activities, treatments required to ensure the soundness of the company's operations, in addition to any weaknesses and strengths that have been identified during the year.

The audit committee, through its review of the internal audit department's achievements, in light of what has been conducted, can conclude that the audit processes covered all key aspects and activities of the company and its departments. After applying the results of the examination of internal control systems, the Committee did not show any substantial deficiencies in the internal control system that must be disclosed. The assurance procedures have kept the key risks within the established tolerances and limits, which has been conducted in a transparent and timely manner, thus the completed work ensured the integrity of the company's key operational, financial and commercial aspects.

#### **Second: Summary of the committee's key duties and responsibilities carried out during the year 2020:**

In accordance with its mandated responsibilities and regulations and its charter, the audit committee conducted several activities during the year 2020 including, but not limited to, the following:

- Reviewing the effectiveness of the company's internal control system.
- Verifying the company's compliance with laws, regulations, policies and procedures, and expressing its opinion on the state of compliance.
- Ensuring the independence of the external auditor and no scope limitations or restrictions were in place.
- Ensuring the integrity of the financial reports, reviewing the accounting policies, reviewing interim and annual financial statements, and reviewing the resulting notes to the financial statements.
- Reviewing the internal audit department's annual plan and the resulting reports, assessing risks and setting the necessary policies to manage them.
- Serving as the focal point of contact between the external auditor and the board of directors to facilitate the necessary communication process.
- Reviewing related-parties' transactions and their transactions and contracts.

**Finally**, we would like to extend our gratitude to you and the Board of Directors for the trust you put in the committee.

Abdul Aziz Saleh Abdullah Al-Rabdi

(Chairman of the Audit Committee)



شركة أسواق عبدالله العثيم . شركة سعودية مساهمة . رأس المال المدفوع ٩٠٠ مليون ريال . سجل تجاري رقم ١٠١٠٠٣١١٨٥  
ص.ب ٤١٧٠٠ الرياض ١١٥٣١ - المملكة العربية السعودية - هاتف : ٩٦٦ ١١ ٢٤٥٧٠٠٠ - فاكس : ٩٦٦ ١١ ٤٩٣٣٢٦٤ - رقم العضوية ١٠٠٢٨٠  
Abdullah Al Othaim Markets Company . Saudi Joint Stock Company . Paid Up Capital SR 900 Milion . C.R. 1010031185  
P.O.Box 41700 , Riyadh 11531 - Kingdom of Saudi Arabia Tel : 2457000 - Fax : 4933264 - C.C. No: 100280 - www.othaimmarkets.com

<p><b>Conditions for Authorizing the Board of Directors with the authority of the General Assembly Stipulated in Paragraph No. (1) Of Article 71 of the Companies Law.</b></p>
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| 1. The total amount of business or contract or the total of the businesses and contracts during the fiscal year - is less than (1%) of the company's revenues according to the latest audited financial statements and less than 10 million Saudi Riyal. |
| 2. The business or contract falls within the normal course of the Company's business.  |
| 3. The business or contract shall not include preferential terms to the Board members and shall be in accordance with the same terms and conditions followed by the company with all contractors and dealers.  |
| 4. The business or contract shall not be part of the business and consultation contracts which a board member carries out by a professional license for the company in accordance with Article 3 of these Regulations                                    |

## **Proxy Form**

Dear Shareholders,

The Proxy form is not available, as the Ordinary General Assembly will only be conducted through modern technology means; to ensure the safety of dealers in the Stock Exchange Market, in context of supporting the preventive and precautionary efforts conducted relevant authorities to address the new Corona Virus (Covid-19).

If there are any enquiries, please contact the investors relationship at

Tel: 011-8299905

.Email: [ir@othaimmarkets.com](mailto:ir@othaimmarkets.com)