



Ordinary General Assembly Meeting ( the First Meeting )

# Mobile Telecommunication Company Saudi Arabia (Zain KSA)

Location: Riyadh (Via modern technology means )

Date: 24 / 04/ 2025

Corresponding to: 26 / 10/ 1446 H

Time: 19:00 PM



## Zain KSA Ordinary General Assembly Meeting Agenda for the year 2025

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- 1 - Voting on the election of members of the board of directors from among the candidates for the next term, which starts on 26-04-2025 and lasts for four years, ending on 25-04-2029. (attached)
- 2 - Review and discuss Board of Directors Report for the fiscal year ended on 31/12/2024.
- 3 - Review and discuss the financial statements for the fiscal year ended 31/12/2024.
- 4 - Voting on External Auditor Report for the fiscal year ended on 31/12/2024 after discussing it.
- 5 - Voting on appointment of an External Auditor for the Company from among the candidates nominated based on recommendation of Audit Committee to review and audit financial statements of the second quarter, third quarter and the annual of the fiscal year 2025, in addition to first quarter of 2026, and determining its fees.
- 6 - Voting on the Board of Directors Resolution to appoint Mr. Nawaf Hisham Al-Gharabally as a Non- Executive Board Member to the Board of Directors, starting from date of his appointment on 22-12-2024 until end of the current term of the Board of Directors on 25-04-2025 in the Vacant Seat in the Board of Directors. (attached).
- 7 - Voting on the discharge of Board of Directors members for the fiscal year ended on 31/12/2024.
- 8 - Voting on disbursement of (4,500,000) SAR as remuneration to the Board members for the fiscal year ended on 31/12/2024.
- 9 - Vote on delegating the Ordinary General Assembly's authorization mentioned in Paragraph (1) from Article (27) of the Companies Law, for a period of one year from the date of approval of the Ordinary General Assembly or until the end of the term of the delegated Board, whichever is earlier, pursuant to the terms mentioned in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.
- 10 - Vote on the recommendation of the Board of Directors to distribute cash dividends to the shareholders for the fiscal year ending 31 December 2024 amounting to (449,365,000) SAR at (0.5) SAR per share representing (5%) of the nominal value per share. The eligibility of Cash dividends will be to shareholders who own the company shares by the end of the trading day of the General Assembly of the company and who are registered in the Company's shareholders record at Securities Depository Center Company (Edaa) at the end of the second trading day following the eligibility date, the dividend distribution will start on Thursday 17/11/1446 AH, corresponding to May 15, 2025.

11 - Voting on the business and contracts concluded between the company and Zain group K.S.C.P in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Martial Caratti (Former Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). which is Administrative fees, and Branding Fee. noting that the transactions amounted to (170,000,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).

12 - Voting on the business and contracts concluded between the company and and Zain group K.S.C.P Subsidiaries, in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Martial Caratti (Former Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). which is Telecom Services (interconnect/roaming), noting that the provided transactions amounted to (42,507,000) SAR, and received transactions amounted to (90,342,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).

13 - Voting on the business and contracts concluded between the company and Hulool ZainTECH for Information Technology. in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Martial Caratti (Former Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). which is Licensing fees. noting that the transactions amounted to (2,225,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).

14 - Voting on the business and contracts that will take place between the company and Hulool ZainTECH for Information Technology in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). which is a leasing contract. noting that the transactions amounted to (5,900,000) SAR for the fiscal year 2024, And it will start in 2025. and there is no Preferential terms for this contract. (attached).

15 - Voting on the business and contracts that will take place between the company and Hulool ZainTECH for Information Technology in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). It consists of providing a technical and information services, worth (87,377,000) SAR, And it be implemented in 2025. and there is no Preferential terms for this contract. (attached).

16 - Voting on the business and contracts that will take place between the company and Zain Omantel International ZOI in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). It consists of purchase contracts, worth (79,670,000) SAR, In fiscal year 2025. and there is no Preferential terms for this contract. (attached).

17 - Voting on the business and contracts that will take place between the company and Zain Global Communications Co. SPC in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). It consists of Providing technical and information services, worth (1,204,000) SAR, to be implemented In 2025. and there is no Preferential terms for this contract. (attached).

18 - Voting on the business and contracts that will take place between the company and FOO Holding Sal. in which the members of the Board of Directors have an indirect interest: Mr. Bader Nasser Alkharafi (Vice chairman), Mr. Osama Matta (Board Member), Mr. Kamil Hilali (Board Member), Mr. Talal Al Mamari (Board Member), and Mr. Nawaf Hisham Al-Gharabally (Board Member). It consists of purchase contracts, worth (1,758,000) SAR, to be implemented In 2025. and there is no Preferential terms for this contract. (attached).

19 - Voting on the business and contracts concluded between the company and Al Marai company, in which the Chairman of the Board of Directors has an indirect interest: HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer. which is Telecom Services (interconnect/roaming), noting that the transactions amounted to (5,150,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).

20 - Voting on the business and contracts concluded between the company and Yamama Cement company, in which the Chairman of the Board of Directors has an indirect interest: HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer. which is Telecom Services (interconnect/roaming), noting that the transactions amounted to (2,081,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).

21 - Voting on the business and contracts concluded between the company and Golden Lattice company, in which the Chairman of the Board of Directors has an indirect interest: HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer. which is the Towers sale transaction, noting that the transactions amounted to (3,026,000,000) SAR for the fiscal year 2023. and there is no Preferential terms for this contract. (attached)

22 - Voting on the business and contracts concluded between the company and Golden Lattice company, in which the Chairman of the Board of Directors has an indirect interest: HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer. which is Towers rental and operating expenses, noting that the transactions amounted to (510,589,000) SAR for the fiscal year 2023. and there is no Preferential terms for this contract. (attached).

23 - Voting on the business and contracts concluded between the company and Golden Lattice company, in which the Chairman of the Board of Directors has an indirect interest: HH Prince Naif bin Sultan bin Mohammed bin Saud Al Kabeer. which is Towers rental and operating expenses, noting that the transactions amounted to (815,867,000) SAR for the fiscal year 2024. and there is no Preferential terms for this contract. (attached).