

# **Results of the 4<sup>th</sup> Extraordinary General Meeting of the Shareholders of Alandalus Property Co. (First Meeting)**



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1. Approved the Board of Directors report for the fiscal year ended 31/12/2018.
2. Approved the consolidated financial statements for the fiscal year ended 31/12/2018.
3. Approved the Company auditors' report for the fiscal year ended 31/12/2018.
4. Approved the discharge of Directors for the fiscal year ended 31/12/2018.
5. Approved the appointment of AlFozan & Partners KPMG (Certified Public Accountants) as the auditor of the Company from among the names recommended by the Audit Committee to examine, review and audit the financial statements for quarter 2, quarter 3, of the fiscal year 2019 and those of quarter 1, 2020, and determine its fees.
6. Approved the Board of Directors' recommendation on the dividend distribution to shareholders for the fiscal year ended 31/12/2018 of a total value of SR 70 million. Dividends will be SR 1 per share, i.e. 10% of the capital. The number of dividend eligible shares is 70,000,000. SAR 35 million will be distributed from 2018 profits while SAR 35 million will be distributed from the gains made from the offering of 31.27% of the Real Estate Fund (AlAhli REIT I). Dividends will be payable to shareholders at the close of trading on the Company's Shareholders General Meeting day stated in this invitation, who are registered in the Company's shareholders register at the Depository Center at the end of the second trading day following the date of the General Meeting. Dividends will be transferred to the accounts linked with the respective portfolios of eligible shareholders by 9 May 2019 through SABB. If dividends are not received on that date, please visit any SABB branch or contact Investor Relations Department, Tel: 001 4700735, ext. 403-888, or through email: IR@alandalus.com.sa.
7. Approved the payment of SR 801,864 as a bonus to the members of the Board of Directors for the fiscal year ended 31/12/2018.
8. Approved the works and contracts (management contract) to entered between the Company and Hayat Real Estate Company (sister company), in which the Vice Chairman of the Board, Eng. Saleh Bin Mohammad Al Habib, who is a member of the board of directors of Hayat Real Estate Company, has a direct interest. Also, Mr. Hathal bin Saad al-Otaiby, who is also a member of the board of directors of Hayat Real Estate Company, has a direct interest. Pursuant to the contract, the Company will manage Hayat Mall and the Hayat Real Estate Company will be charged a pro rata share of the direct general and administrative expenses related to the management of this center, for no consideration, charges, or fees. The contract term extends from 2/8/2015 to 2/8/2020. The contract contains no preferential conditions.
9. Approved the works and contracts (renewal of contract) between the Company and Arab Intiaz Company, in which the Chairman of the Board, Mr. Abdul Salam Bin Abdulrahman Al-Aqeel, has a direct interest as a member of the Board of Managers of Arab Intiaz Company and an indirect co-owner thereof. Pursuant to the contract, Arab Intiaz Company will rent a show room with an area of 321 sqm at Alandalus Mall, Jeddah, which is one of the assets held by Alahli Real Estate Fund 1, which the Company owns 68.73% of its units. The renewal period is from 15/01/2019 to 14/01/2022. The total rent for the entire contract term is SR 1,444,500. The contract contains no preferential conditions.
10. Approved the works and contracts to be entered between the Company and Arab Intiaz Company, in which the Chairman of the Board, Mr. Abdul Salam Bin Abdulrahman Al-Aqeel, has a direct interest as

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a member of the Board of Managers of Arab Intiaz Company, and an indirect co-owner thereof. Pursuant to the contract, Arab Intiaz Company will rent a show room with an area of 218 sqm at Alandalus Mall, Jeddah, which is one of the assets held by Alahli Real Estate Fund 1, which the Company owns 68.73% of its units. The renewal period is from 15/04/2019 to 14/04/2020. The total rent for the contract term is SR 2,267,200. The contract contains no preferential conditions.

11. Approved the works and contracts to be entered between the Company and Arab Intiaz Company, in which the Chairman of the Board, Mr. Abdul Salam Bin Abdulrahman Al-Aqeel, has a direct interest as a member of the board of managers of Arab Intiaz Company and an indirect co-owner thereof. Pursuant to the contract, Arab Intiaz Company will rent a show room with an area of 109 sqm in Alandalus Mall, Jeddah, which is one of the assets held by Alahli Real Estate Fund 1, which the Company owns 68.73% of its units, The renewal period is from 01/02/2016 to 31/01/2021. The total rent for the entire contract term is SR 1,024,600. The contract contains no preferential conditions.
12. Approved the works and contracts to be entered between the Company and Arab Intiaz Company, in which the Chairman of the Board, Mr. Abdul Salam Bin Abdulrahman Al-Aqeel, has a direct interest as a member of the board of managers of Arab Intiaz Company, and an indirect co-owner thereof. Pursuant to the contract, Arab Intiaz Company will rent a show room with an area of 105 sqm at Alandalus Mall, Jeddah, which is one of the assets held by Alahli Real Estate Fund 1, which the Company owns 68.73% of its units, The renewal period is from 01/11/2015 to 31/10/2020. The total rent for the entire contract term is SR 1,260,000. The contract contains no preferential conditions.
13. Approved the works and contracts to be entered between the Company and Arab Intiaz Company, in which the Chairman of the Board, Mr. Abdul Salam Bin Abdulrahman Al-Aqeel, has a direct interest as a member of the board of managers of Arab Intiaz Company, and is an indirect co-owner thereof. Pursuant to the contract, Arab Intiaz Company will rent a show room with an area of 83 sqm in Alandalus Mall, Jeddah, which is one of the assets held by Alahli Real Estate Fund 1, which the Company owns 68.73% of its units, The renewal period is from 01/03/2015 to 28/02/2020. The total rent for the entire contract term is SR 830,000. The contract contains no preferential conditions.
14. Approved the works and contracts to be entered between the Company and Integrated Pharmacies Company, in which the vice chairman of the Board, Mr. Saleh Bin Mohammed Al Habib, has a direct interest as a director of Integrated Pharmacies Company and an indirect co-owner thereof. Pursuant to the contract, Integrated Pharmacies Company will rent a show room with an area of 206 sqm in Alandalus Mall, Jeddah, which is one the assets held by Alahli Real Estate Fund 1, which the Company owns 68.73% of its units. The contract term extends from 01/5/2017 to 30/04/2021. The total rent for the entire contract term is SR 1,977,600. The contract contains no preferential conditions.
15. Approved the works and contracts to be entered between the Company and Integrated Pharmacies Company, in which the vice chairman of the Board, Mr. Saleh Bin Mohammed Al Habib, has a direct interest as a member of the board of managers of the Integrated Pharmacies Company and an indirect co-owner thereof. Pursuant to the contract, Integrated Pharmacies Company will rent a show room with an area of 250 sqm at Telal Centre, Riyadh, which is owned by the Company. The contract term extends from 01/04/2019 to 31/03/2020. The total rent for the entire contract term is SR 385,000. The contract contains no preferential conditions.

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16. Approved the works and contract between the Company and the Jamal Pharmacy IV Trading Company, in which Vice Chairman of the board, Mr. Saleh bin Mohammed Al Habib, has a direct interest as a member of the Board of Managers of the International Pharmacies Company and an indirect co-owner thereof. Pursuant to the contract, the International Pharmacies Company will rent a show room with an area of 249.3 sqm at the Press Center, Riyadh, which is owned by the Company. The contract term extends from 18/12/2018 to 17/12/2019. The contract value during the renewal period is SR 200,000. The contract contains no preferential conditions.
17. Approved the works and contracts to be entered between the Company and Dr. Sulaiman Al Habib Medical Services Holding Group, in which the Vice Chairman of the Board, Mr. Saleh Bin Mohammed Al Habib, has a direct interest as a member of the Board of Directors of Dr. Sulaiman Al Habib Medical Services Holding Group and an indirect co-owner thereof. Pursuant to the contract, Dr. Sulaiman Al Habib Medical Services Holding Group will design, operate and the hospital equally owned by the two parties. The contract term started on 30/4/2014 and will remain in force throughout the term of the West Jeddah Hospital Company, which two parties established to own this project for 99 years. In return for development and designing services, the Medical Group shall receive 10% of the development cost plus a management and operation fee of 5% of the annual income (7.5% if the annual investment return exceeds 20%). The contract contains no preferential conditions.
18. Approved the works and contracts to be entered between the Company and Hamat Real Estate Company, in which the Chairman of the Board of Directors, Mr. Abdul Salam Al-Aqeel has a direct interest as a member of the Board of Managers of Hamat Real Estate Company and an indirect co-owner thereof. Also, Eng. Saleh bin Mohammad Al-Habib, who is a member of the Board of Managers of Hamat Real Estate Company and an indirect co-owner thereof, has a direct interest in the contract. In addition, Mr. Hathal bin Saad Al Otaibi, who is a member of the Board of Managers of Hamat Real Estate Company, has an indirect interest in the contract. Pursuant to the contract, Hamat Real Estate Company will manage and operate Alandalus Mall in Jeddah, which is one of the assets held by AlAhli Real Estate Fund 1, which the Company owns 68.73 of its units, against specific percentages of the mall total income of and the amounts collected from the tenants. The renewal period extends from 01/01/2019 to 24 /12/2027). The total amount charged to Hamat Real Estate Company under this contract for the year 2018 was SR 794,558. The contract contains no preferential conditions.
19. Approved the works and contracts to be entered between the Company and Hamat Real Estate Company, in which the Chairman of the Board of Directors, Mr. Abdul Salam Al-Aqeel has a direct interest as a member of the Board of Managers of Hamat Real Estate Company and an indirect co-owner thereof. Also, Eng. Saleh bin Mohammad Al-Habib, who is a member of the Board of Managers of Hamat Real Estate Company and an indirect co-owner thereof, has an interest in the contract. In addition, Mr. Hathal bin Saad Al Otaibi, who is a member of the Board of Managers of Hamat Real Estate Company, has an indirect interest in the contract. Pursuant to the contract, Hamat Real Estate Company will manage, operate and lease the Press Center, Riyadh, which is owned by the Company, against specified percentages of the mall total income and the amounts collected from the tenants. The renewal period extends from 01/01/2019 to 31 /12/2023). The total amount charged to Hamat Real Estate Company under this contract for the year 2018 was SR 161,856. The contract contains no preferential conditions.

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20. Approved the works and contracts to be entered between the Company and Hamat Real Estate Company, in which the Chairman of the Board, Mr. Abdul Salam Al-Aqeel has a direct interest as a member of the Board of Managers of Hamat Real Estate Company and an indirect co-owner thereof. Also, the Vice Chairman, Eng. Saleh bin Mohammad Al-Habib, a member of the Board of Managers of Hamat Real Estate Company and a co-owner thereof, has a direct interest. In addition, Mr. Hathal bin Saad Al Otaibi, who is a member of the Board of Managers of Hamat Real Estate Company, has an indirect interest in the contract. Pursuant to this contract, Hamat Real Estate Company will manage, operate, and lease Yarmouk Center in Riyadh, which is owned by the Company, in return for specific percentages of the center total income and the amounts collected from the tenants. The contract term extends from 01/01/2019 to 31/12/2023. The total amount charged to Hamat Real Estate under this contract for 2018 is SR 256,884. The contract contains no preferential conditions.
21. Approved the works and contracts to be entered between the Company and Hamat Real Estate Company, in which the Chairman of the Board of Directors, Mr. Abdul Salam Al-Aqeel has a direct interest as a member of the Board of Managers of Hamat Real Estate Company and an indirect co-owner thereof. Also, the Vice Chairman, Eng. Saleh bin Mohammad Al-Habib, a member of the Board of Managers of Hamat Real Estate Company and a co-owner thereof, has a direct interest. In addition, Mr. Hathal bin Saad Al Otaibi, who is a member of the Board of Managers of Hamat Real Estate Company, has an indirect interest in the contract. Pursuant to this contract, Hamat Real Estate Company will manage, operate, and lease Yarmouk Center in Riyadh, which is owned by the Company, in return for specific percentages of the center total income and the amounts collected from the tenants. The contract term extends from 01/01/2019 to 31/12/2023. The total amount charged to Hamat Real Estate under this contract for 2018 is SR 256,884. The contract contains no preferential conditions.
22. Approved the works and contracts to be entered between the Company, in its capacity as the agent, and NCB Capital Company, as the fund manager of AlAhli REIT Fund I, which the Company owns 68.73% of its units. In addition, Eng. Saleh Al-Habib (Vice Chairman) and Mr. Ahmad Al-Mousa (Board Member) have indirect interests and set on the Board of Directors of the said Fund. Pursuant to the contract, the Company shall manage and supervise Alandalus Mall and supervises Stepbridge Suites hotel- Jeddah Andalus Mall, in return for an agreed fee payable to the Company from the Fund account. This contract term is unlimited; the Company may terminate it by a 6-month prior notice, while the Fund Manager may not terminate it - except in default events set out in the contract – subject to approval by the Fund Unitholders. The contract value of SR 500,000 for the first year starting on the date of transfer of ownership title to the Fund on 25/12/2017, after which the parties will determine estimated the fees annually. The contract contains no preferential conditions.
23. Approved allowing the Chairman of the Board of Directors, Mr. Abdul Salam Bin Abdulrahman Al-Aqeel, to be involved in any business that is competitive with that of the Company.
24. Approved allowing Vice Chairman of the Board of Directors, Eng. Saleh Bin Mohammed Al Habib, to be involved in any business that is competitive with that of the Company.
25. Approved allowing the board member, Mr. Ahmed bin Abdulrahman Al-Mousa, to be involved in any business that is competitive with that of the Company.

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26. Approved allowing the board member, Mr. Mohammed bin Abdulmohsen Al-Zakri, to be involved in any business that is competitive with that of the Company.
27. Approved allowing the board member Mr. Hathal bin Saad Al-Otaibi, to be involved in any business that is competitive with that of the Company.
28. Approved the amendment of Article 3 of the Company's by-laws related to Company's objectives .
29. Approved the amendment of Article 30 of the Company's by-laws related to Convening the General Meeting .
30. Approved the amendment of Article 41 of the Company's by-laws related to Committee Reports .
31. Approved the amendment of Article 45 of the Company's by-laws related to Financial Documents.
32. Approved the amendment of the Board, Committees, and Executive Management remuneration and compensation policy .
33. Approved the amendment of the terms of reference of the Audit Committee .
34. Approved the amendment of the terms of reference of the Nominations and Remuneration Committee .