



Gulf General Cooperative Insurance Company
Eye On The Future

Minutes of the Ordinary General Assembly Meeting (the First Meeting) of the Shareholders of
Gulf General Cooperative Insurance Co.
Held on Thursday, 09/09/1439 AH corresponding to 24/05/2018 AD

Based on the invitation of the Board of Directors addressed to the Company's shareholders to attend the Ordinary General Assembly meeting, which was announced on the website of the Saudi Stock Exchange "Tadawul" on 03/05/2018 AD, and published in the Okaz Newspaper, Issue No. (18878) on Friday, 18/08/1439 AH corresponding to 04/05/2018 AD, Page (6).

Accordingly, the meeting was held at Radisson Blu Hotel, Al Almajlis Hall, Jeddah, at 11:00 pm by Mr. Jamal Abdullah AlDabbagh, Chairman of the Board of Directors and in the presence of each of the following Board members:

1. Mr. Saud Abdulaziz AlSulaiman, Deputy Chairman of the Board;
2. Mr. Mohamed Farouk Tamer;
3. Mr. Majed Diaaaddin Kareem;
4. Mr. Ehab Yousef Linjawi.

The following Board of Directors members apologized for not attending:

1. Mr. Jawdat Musa AlHalabi;
2. Mr. Mohamed Husnee Jazeel;
3. Mr. Mohammadzاهر Salahuddin Almunajjed;
4. Mr. Taher Mohammed Omar Agueel;

The meeting was attended by representatives of the auditors, El Sayed El Ayouty & Co. Office and Ahmed Tayseeh Ibrahim & CO. Office. The meeting was also attended by the representative Capital Market Authority, Mr. Abdulhadi Abdullah Al-Juhani.

The Chairman of the Assembly began the meeting by welcoming the attendees and announced information of shareholders of the Company present in person, by proxy, and voting automatically (remotely), and they are (46) shareholders, representing (7,867,082) shares, i.e. (39.34%) of the total number of the Company's shares of (20,000,000) shares, thus the meeting of the Assembly is valid in accordance with the Companies Law and the Company's Articles of Association.

The Chairman of the Assembly stated that Mr. Mustafa Muhammad Hisham Daftardar was appointed as secretary of the Assembly, and the members of the committee for auditing and recounting votes, consisted of Mr. Abdulaziz bin Marzouq Al-Marzouq and Mr. Ahmed Abdelqader Takr, were also approved by the shareholders.



After that, the agenda of the Extraordinary General Assembly was read out before the shareholders and attendees, then the Chairman of the Assembly asked the representative of the auditors to read the auditor's report and the financial statements for the fiscal year ending 31/12/2017 AD and the inspection report related to the relevant clauses, and expressed his readiness to respond to any inquiries from the shareholders.

The auditors who submitted their offers to audit the Company's accounts were reviewed for examining, reviewing and auditing the financial statements for the first, second, third, fourth and annual quarters of 2018 and the first quarter of 2019.

After that, the Chairman of the Assembly asked that the auditors' representatives leave the session to complete the discussion of the agenda items.

The questions and inquiries of the shareholders were discussed and with the members of the Board of Directors and were as follows:

Q: What type of business and contracts (written insurance premiums) in which the members of the board of directors and the Company had an interest?

A: The CEO answered: Al-Dabbagh Group has health and general insurance, while Rolaco Group and Tamer Group have general insurance only.

Q: Why the names of the auditors weren't listed in detail in clause (4) and enabling shareholders to choose between them?

A: The Chairman of the Audit Committee answered: the Audit Committee selects the auditors among the nominees and this selection is made based on certain technical methods such as the quality of work and covering all aspects of the work at a reasonable cost. After that, the recommendation is submitted to the shareholders in the General Assembly, and the vote is either approved or rejected.

Q: Will dividends be distributed to shareholders?

A: The Chairman of the Board of Directors answered: if there are remaining profits in the budget, the Company will distribute dividends to shareholders. In addition, the decision to distribute dividends is a decision taken by the Board of Directors based on the future aspirations of the Company and its desire to invest in infrastructure (planning for growth). The Board of Directors expects that the deficit will be covered this year.

Q: Why was there an increase in the cost of employees?

A: The CEO answered: what is currently required is to raise the Saudization rate in the insurance sector, and due to the lack of qualified human cadres, raising the Saudization rate is accompanied by a high cost of development and training. This is the case in the insurance sector in general.



Q: Several companies in the insurance sector have a desire to integrate, and we believe that the Gulf General Company does not need this integration. Is there any desire to integrate?

A: The CEO answered: in the current situation, the Company has not integrated and has not announced that.

Q: Does the Company want to expand the points of sale?

A: The CEO answered: the Company started development of points of sale in 2017. Since each segment has the appropriate points of sale so that the product is sold faster and more abundantly, and the main goal of the Company is to facilitate the implementation of electronic operations for the individual sector. So it has launched an electronic service platform (online) to facilitate the implementation of all operations for the individual sector. It has also developed a call center and services provided by phone. Gulf General Cooperative Insurance is keen to invest in channels that will continue with us.

After that, the Chairman of the Assembly asked the shareholders to cast their votes on the agenda items in the voting cards that were distributed to them. After the shareholders completed the voting process, the members of Votes Count Committee counted the shareholders votes with the participation of the Assembly secretary.

Accordingly, the voting results were counted, and the minutes attached to the voting results were prepared. The results of voting for the Assembly items were as follows:

Assembly Clauses			
Clause Text	Approvers	Non-Approvers	Abstainers
Clause (1) Voting on what was stated in the report of the Board of Directors for the period ended 31/12/2017.	7,812.269 99,30%	54,798 0,70%	15 0.00%
Clause (2) the financial statements for the fiscal year ended 31/12/2017.	7,812.269 99,30%	54,798 0,70%	15 0.00%
Clause (3) Voting on the auditor's report for the fiscal year 31/12/2017	7,812.269 99,30%	54,798 0,70%	15 0.00%
Clause (4) Voting on the appointment of the Company's auditors among the nominees based on the recommendation of the Audit Committee, in order to examine, review and audit the financial statements for the second, third, fourth	7,812.243 99,30%	54,834 0,70%	5 0.00%



<p>and annual fiscal year of 2018 AD and the first quarter of 2019 AD, and determine their fees, and they are:</p> <ol style="list-style-type: none"> 1. El Sayed El Ayouty & Co. 2. Ahmed Tayseeh Ibrahim & CO. 			
<p><u>Clause (5)</u> Voting on the business and contracts that will be carried out with (Al-Dabbagh Group) represented in the written insurance premiums, as the Chairman of the Board of Directors, Mr. Jamal Abdullah Al-Dabbagh, has an indirect interest as he is the owner of this group. Note that the transactions that took place in 2017 were written insurance premiums of SR 1,866.000 and there are no preferential terms for these contracts.</p>	<p>7,807.316 99,25%</p>	<p>58,761 0,75%</p>	<p>5 0.00%</p>
<p><u>Clause (6)</u> Voting on the business and contracts that will be carried out with (Rolaco Group) represented in the written insurance premiums, as the member of the Board of Directors, Mr. Saud Abdulaziz AlSulaiman, has an indirect interest as he is the owner of this group and license for next year. Note that the transactions that took place in 2017 were written insurance premiums of SR 27.000 and there are no preferential terms for these contracts.</p>	<p>7,849.451 99,79%</p>	<p>16.621 0,21%</p>	<p>10 0.00%</p>
<p><u>Clause (7)</u> Voting on the business and contracts that will be carried out with (Tamer Group) represented in the written insurance premiums, as the member of the Board of Directors, Mr. Mohamed Farouk Tamer, has an indirect interest as he is the owner of this group and license for next year. Note that the transactions that took place in 2017 were written insurance premiums of SR 3,808.000 and there are no preferential terms for these contracts.</p>	<p>7,807,311 99,25%</p>	<p>58.761 0,75%</p>	<p>10 0.00%</p>



Clause (8) Voting on discharge the members of the Board of Directors for their work during the year 2017. Note: The present members of the Board of Directors are not entitled to vote on this item.	7,619.290 98,99%	75.996 0,99%	1,796 0,02%
Clause (9) Voting on disbursing an amount of (SR 1,800,000) one million eight hundred thousand riyals to remunerate the members of the Board of Directors for the year 2017 at the rate of SR 200,000 for each member	7,583.596 98,53%	103.282 1.34%	10,204 0,13%

Thus, the decision of the meeting of the Assembly on the agenda of the Ordinary General Assembly is the approval by the majority of votes on all clauses of the agenda. Note that the present members of the Board of Directors have not vote on the item of discharge and the item of remuneration, as well as the relevant stakeholders have not vote on the items related to them, and the vote was taken to appoint the auditor, M/s. El Sayed El Ayouty & Co. office with fees of (SR 350,000) and M/s. Ahmed Tayseeh Ibrahim & CO. office with a fee of (SR 150,000).

The meeting ended at 11:58 pm at the same day, in which the Chairman of the Assembly, on behalf of the Company's Board of Directors and all its employees, thanked all the attendees and the active participation of the shareholders by attending this meeting. He also thanked the representative of the Capital Market Authority for attending.

May Allah grant success,

Assembly Secretary

Mr. Mustafa Muhammad Hisham Daftardar

Signature:

Chairman of the Assembly

Mr. Jamal Abdullah AlDabbagh

Signature: