

# GOVERNANCE

The Bank's Board of Directors is committed to enhance the continuity of an effective governance system by achieving sustainable growth. This is achieved through the formulation of strategic objectives which are then transferred to an appropriate work program, and a focus on their achievement with a commitment to the transparency, disclosure and justice standards. The aim is to achieve the Bank's strategy, sustainability, vision and mission by providing a growing value on the long run to all stakeholders. Governance – as a concept in Bank Albilad – is a system of rules used in directing and guiding the Bank, including mechanisms to regulate the relationship between the Board of Directors, the Executive Management, shareholders and other stakeholders. Special regulations and procedures are applied to facilitate decision making, to protect the rights of shareholders and other stakeholders, achieve justice and transparency, and create a growing value for the Bank.

The Bank's corporate governance is based on fair treatment and equality between the different parties. This includes shareholders, investors, and other stakeholders including Management, customers, suppliers, and related regulatory, supervisory and government entities, and also community sectors. It takes into consideration the social, environmental and economic sustainability dimensions. The Board of Directors and the Executive Management stress the need to adhere to the governance controls as an effective method to develop the concepts of effective transparency, integrity and control, and achieving high professional performance, thus enhancing the stakeholders' confidence.

This report shows the extent of the Bank's commitment to the provisions and principles of corporate governance, based on the requirements and instructions of regulatory authorities such as the Saudi Arabian Monetary Agency (SAMA) and the Capital Market Authority (CMA). The Bank's governance documents and updates have been approved as a guide to governance and an annex to the guide to governance and a set of policies and documents related. The link, in line with the corporate system and its regulations, the corporate governance regulations and updates issued by the Capital Market Authority, the main principles of bank governance issued by the Saudi Arabian Monetary Agency and the circulars and instructions issued by it and the basic system of the Bank. The most prominent accomplishments achieved in 2019 were updating several documents that comply with the regulations and instructions update, including revising the Bank's basic system and governance guide with the Board of Directors' or General Assembly's approval. In addition, there were certain amendments applied to the Nomination, Remuneration and Audit Committees, which also went through the Board of Directors' or General Assembly's approval. The Board of Directors and its Committees do continuous follow-ups with the Executive Management to ensure its active commitment to implementing those regulations, policies and rules.

## BOARD OF DIRECTORS' GOVERNANCE

The Board of Directors is composed of 11 members who were elected at the Extraordinary Assembly Meeting held on 9 April 2019 for the period of 3 years, starting on 17 April 2019 and ending on 14 April 2022.

### A. BOARD OF DIRECTORS 2019 (PREVIOUS AND CURRENT SESSIONS)

No.	Name	Position	Classification
1	Dr. Abdulrhman Ibrahim AlHumaid*	Chairman	Non-Executive
2	Mr. Nasser Mohammed AlSubeaei*	Vice Chairman	Non-Executive
3	Mr. Sameer Omar Baeisa*	Member	Independent
4	Mr. Fahad Abdullah Bindekhayel*	Member	Non-Executive
5	Mr. Khalid Abdulaziz AlMukairin*	Member	Non-Executive
6	Mr. Ahmed Abdulrahman Alhussan*	Member	Independent
7	Dr. Zeyad Othman Alhekail*	Member	Independent
8	Mr. Abdulaziz Mohammed AlOnaizan*	Member – Chief Executive Officer	Executive
9	Mr. Adeeb Mohammed Abanumai*	Member	Independent
10	Mr. Khalid Abdulrahman AlRajhi*	Member	Non-Executive
11	Mr. Haytham Sulaiman AlSuhaimi*	Member	Non-Executive
12	Mr. Saud bin Mohammed Al Fayez**	Member	Independent
13	Mr. Abdulrahman bin Mohammed Ramzi Addas**	Member	Independent
14	Eng. Omar bin Saleh Babaker**	Member	Independent
15	Mr. Khalid bin Sulaiman Al Jasser**	Member	Non-Executive
16	Mr. Fahad bin Abdullah Al Qasim**	Member	Non-Executive

\*Board of Directors in the current session, whose membership started on 17 April 2019.

\*\*Board of Directors in the previous session, whose membership ended on 16 April 2019.

## B. BOARD OF DIRECTORS' CURRENT AND PREVIOUS POSITIONS, THEIR QUALIFICATIONS AND EXPERIENCE

### Dr. Abdulrahman Ibrahim Al Humaid – Chairman of the Board of Directors – Non-Executive Member

Dr. Abdulrahman Ibrahim Al Humaid holds a PhD in Accounting from Louisiana State University and an MBA from the University of Missouri. He previously served as head of the Accounting Department at King Saud University, as well as the president in several areas, including the Zakat Committee of the Ministry of Finance. He also worked as a consultant for the Ministry the Foreign Office and the General Auditing Bureau. Dr. Abdulrahman is currently a member of the Board of Directors of the General Authority of Zakat and Income, and has been a member of the American Accountants Association for more than 40 years.

Current Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	Legal Entity	Previous Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	Legal Entity
Board Member of the Saudi Verified Clay Pipe Co.	Inside the Kingdom	Listed joint company	Board Member of Mohammed Abdulaziz AlRajhi & Sons Holding Co.	Inside the Kingdom	Closed joint company
Board Member of Mohammed Ibrahim AlSubeaei & Sons Investment Co. (MASIC)	Inside the Kingdom	Listed joint company	Board Member of the Saudi Agricultural and Livestock Investment Company (SALIC)	Inside the Kingdom	Government joint company
Board Member of Obeikan Investment Group	Inside the Kingdom	Listed joint company			

### Mr. Nasser Mohammed AlSubeaei – Vice Chairman of the Board of Directors – Non-Executive Member

Mr. Nasser Mohammed AlSubeaei holds a Bachelor's degree in Accounting from King Saud University. He has over 35 years of experience in banking, investment and real estate.

Current Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	Legal Entity	Previous Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	Legal Entity
Board Vice Chairman of Mohammed Ibrahim AlSubeaei & Sons Investment Co. (MASIC)	Inside the Kingdom	Closed joint company			
Board Chairman of Thakher Investment and Real Estate Development Co.	Inside the Kingdom	Closed joint company	Board Member of Dur Hospitality	Inside the Kingdom	Listed joint company
Board Chairman of Alargan Projects	Inside the Kingdom	Closed joint company			
Board Member of Akwan Real Estate	Inside the Kingdom	Closed joint company			
Board Member of Fajr Capital	Outside the Kingdom	Limited liability			

**Mr. Sameer Omar Baeisa – Independent Member**

Mr. Sameer Omar Baeisa holds an MBA from the California State University and a Bachelor's degree in Business Administration from King Abdulaziz University. He also holds several positions including Regional Director for the western region at the National Commercial Bank. Additionally, he held the position of General Manager for branches network of Banque Saudi Fransi, and worked as a Business Development Consultant at Riyadh Bank. Mr. Sameer is currently a Member of the Board of Directors of the Saudi Company for Hardware (SACO).

<b>Current Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>	<b>Previous Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>
Board Member of the Saudi Company for Hardware (SACO)	Inside the Kingdom	Listed joint company	-	-	-

**Mr. Fahad Abdullah Bindekhayel – Non-Executive Member**

Mr. Fahad Abdullah Bindekhayel holds a Bachelor's degree in Quantitative Methods from King Saud University. He previously worked in the field of private banking and investment. He has several years of experience in numerous banks including the Saudi British Bank. Mr. Fahad is the Chairman of the Board of Directors of Albilad Investment Company.

<b>Current Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>	<b>Previous Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>
Board Chairman of Albilad Investment Company	Inside the Kingdom	Listed joint company			
Board Chairman of Wafaa Plastuc industries	Inside the Kingdom	Limited liability	Emirates National Oil Company	Outside the Kingdom	Limited liability
Board member of Family Investment Company	Inside the Kingdom	Limited liability			

**Mr. Khalid Abdulaziz AlMukairin – Non-Executive Member**

Mr. Khalid Abdulaziz AlMukairin holds a Higher Diploma in Banking and Investment from Beirut Open University in Lebanon and a Bachelor's degree in Economics from King Saud University. He has also had extensive experience in the banking field.

<b>Current Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>	<b>Previous Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>
Board Chairman of Al Maktaba Marketing Company	Inside the Kingdom	Closed joint company	Board Chairman of Albilad Investment Company	Inside the Kingdom	Closed joint company
Board Chairman of Khaled AlMukairin & Sons Holding Co.	Inside the Kingdom	Limited liability	Chamber of Commerce and Industry	Inside the Kingdom	Civil organization
			Family Investment Company	Inside the Kingdom	Limited liability

### Mr. Ahmed Abdulrahman Alhussan – Independent Member

Mr. Ahmed Abdulrahman Alhussan holds a Diploma in Banking Credit in Financial Management from the Arab Academy for Banking and Financial Sciences, and a Bachelor's in Business Administration from King Saud University. He is a former member of the Board of Trustees of the Accounting and Auditing Organization for Islamic Banks and Financial Institutions. He also worked as a Regional Manager for Al Rajhi Banking and Investment Corporation in the Central Region. Mr. Ahmed is currently the Chairman of the Audit Committee of Mohammed Ibrahim AlSubeaei & Sons Investment Co. (MASIC) and of the Review Committee of Dar Al-Arjan Projects Company.

Current Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom		Previous Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	
		Legal Entity			Legal Entity
NA	-	-	NA	-	-

### Dr. Zeyad Othman Alhekail – Independent Member

Dr. Zeyad Othman Alhekail holds a PhD and a Master's degree in Electrical Engineering from Ohio State University, and a Bachelor's degree in Electrical Engineering from King Saud University. He is currently a businessman, consultant, and member of various Board Committees for several Saudi companies. These include the National Information Systems Company and First Airfinance Holding Limited Co. outside Saudi Arabia.

Current Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom		Previous Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	
		Legal Entity			Legal Entity
Awqaf Sulaiman Bin Abdulaziz Al-Rajhi Holding Co.	Inside the Kingdom	Limited liability	Saudi Grains and Foder Holding Co. LLC	Inside the Company	Limited liability
Dyar Al Khozami Real Estate Development Co.	Inside the Kingdom	Close joint company			
Sulaiman Al-Rahji Real Estate Investment Company	Inside the Kingdom	Close joint company	National Aquaculture Group	Inside the Company	Close joint company
AlWatania Information Systems	Inside the Kingdom	Limited liability			
Jabal Omar Development Company	Inside the Kingdom	Listed joint company			
Al-Rajhi for Human Resources Development	Inside the Kingdom	Limited liability	Advanced Communications & Electronic Systems Co.	Inside the Kingdom	Close joint company
ALIF Segregated Portfolio Company	Outside of the Kingdom	Exempted segregated portfolio company			

**Mr. Abdulaziz Mohammed AlOnaizan – Executive Member – Chief Executive Officer**

Mr. Abdulaziz Mohammed AlOnaizan holds a Bachelor's degree in Quantitative Methods from King Saud University. He worked in Samba Group as Assistant General Manager of the Treasury Sector, and as General Manager of Treasury and Investment in the Arab National Bank and Alinma Bank. Mr. Abdulaziz is currently the CEO and an Executive Member of Bank Albilad, and a Member of the Board of Directors of Albilad Investment Company.

<b>Current Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>	<b>Previous Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>
Albilad Investment Company	Inside the Kingdom	Limited liability	Alinma Investment	Inside the Kingdom	Closed joint company
			General Manager of Treasury and Investment at Alinma Bank	Inside the Kingdom	Limited liability
			General Manager of Treasury, Investment and Financial Institutions at Arab National Bank	Inside the Kingdom	Limited liability
			Assistant General Manager of Treasury Group at Samba Capital	Inside the Kingdom	Limited liability

**Mr. Adeb Mohammed Abanumai – Independent Member**

Mr. Adeb Mohammed Abanumai holds a Master's degree in Accounting from the University of Miami and a Bachelor's degree in Accounting from King Saud University. He previously worked as a Senior Advisor and Disclosure Specialist in the Capital Market Authority. Mr. Adeb is currently a Member of the Board of Directors of Al-Ma'ather Reit Fund and the Tunisian Saudi Bank, and a Member of the Audit Committee of the Gas Company and in Gazan Agricultural Development (GAZADCO).

<b>Current Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>	<b>Previous Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>
Al-Ma'ather Reit Fund	Inside the Kingdom	Real Estate Investment Fund	Tunisian Saudi Bank	Outside the Kingdom	Equal government contribution between the Kingdom of Saudi Arabia and Tunisia
Jazan Energy & Development Co.	Inside the Kingdom	Limited liability			

### Mr. Khalid Abdulrahman AlRajhi – Non-Executive Member

Mr. Khalid holds a Bachelor's degree in Finance from King Fahd University of Petroleum & Minerals. He previously served as a member of the Board of Directors of Saudi Telecom Company, Chairman of the Audit Committee and a Member of the Investment Committee. Mr. Khalid is currently the Chairman of the Board of Directors of the Saudi Cement Company and Takween Advanced Industries, and Vice Chairman of the Risk Committee. In addition, he is Chairman of the Committee Investing in Walaa Cooperative Insurance Company and a Member of the Board of Directors of Albilad Investment Company. He also serves as CEO of Abdul Rahman Saleh Al-Rajhi & Partners Co. Ltd.

Current Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	Legal Entity	Previous Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	Legal Entity
Board Chairman of Saudi Cement	Inside the Kingdom	Listed joint company	Dana Gas	Outside the Kingdom	Listed joint company
Board Chairman of Takween Advanced Industries	Inside the Kingdom	Listed joint company	Flynas	Outside the Kingdom	Listed joint company
Board Member of Tanami Arabia Co. Ltd	Inside the Kingdom	Closed joint company	Saudi Telecom Company	Inside the Kingdom	Listed joint company
Board Member of Albilad Investment Company	Inside the Kingdom	Closed joint company	The National Shipping Company of Saudi Arabia (Bahri)	Inside the Kingdom	Listed joint company
Chief Executive Officer of Abdul Rahman Saleh Al-Rajhi & Partners Co, Ltd	Inside the Kingdom	Limited liability	Board Member of Walaa Cooperative Insurance Company	Inside the Kingdom	Listed joint company

### Mr. Haytham Sulaiman AlSuhaimi – Non-Executive Member

Mr. Haytham holds a Master's degree in Investment and Financial Risk from the University of Westminster and a Bachelor's degree in Business Administration from Al Ghurair University. He has experience in wealth management, investment and banking operations, and has worked as an Investments Financial Analyst in private accounts. Mr. Haytham is currently the Vice President of Business Development at Albilad Investment Company.

Current Membership in Board of Directors' Committee or one of their Managers	Inside / Outside the Kingdom	Legal Entity	Previous Membership in Board of Directors' Committee or one of their Managers	Inside / Outside the Kingdom	Legal Entity
NA	-	-	NA	-	-

**Mr. Saud bin Mohammed Al Fayez – Previous Independent Board Member ended on 16 April 2019**

Mr. Saud bin Mohammed Al Fayez holds a Bachelor's degree in Business Administration from the University of Jordan, and has wide experience in the fields of finance, banking and risk management. He previously held the position of CEO of the Arab Pipe Company.

<b>Current Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>	<b>Previous Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>
NA	-	-	Board Member of National Industrialization Company (Tasnee)	Inside the Kingdom	Listed joint company
			Board Member of Al Shekat Tourism Saudi Company	Inside the Kingdom	Closed joint company
			Board Member of The Saudi Spanish Bank	Outside the Kingdom	Joint Bank

**Mr. Abdulrahman bin Mohammed Ramzi Addas – Previous Independent Board Member ended on 16 April 2019**

Mr. Abdulrahman holds a Master's degree in Business Administration with a major in Financial Management from the University of Denver and a Bachelor's degree in Business Administration from King Abdulaziz University. He has a license from the Ministry of Trade and Investment and works as a Financial Advisor on non-securities. He has also had extensive experience in all banking sectors including funding, investment and risk management. Additionally, he has experience in managing general and real estate. Mr. Abdulrahman has also served as a Managing Director for Real Estate Investments in SEDCO Holding.

<b>Current Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>	<b>Previous Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>
Board Chairman of Diyar Al Khayyal Real Estate Development Company	Inside the Kingdom	Closed joint company	Al-Sorayai Group	Inside the Kingdom	Listed joint company
Board Member of Arcoma Company	Inside the Kingdom	Limited liability	Board Member of Red Sea Markets	Inside the Kingdom	Limited liability
Board Chairman of The Tunisian Saudi Bank	Outside the Kingdom	A company owned by the Ministry of Finance in Saudi Arabia and Tunisia	Board Member of Abdulaziz Al Saghyir Holding	Inside the Kingdom	A financial company licensed by the Capital Market Authority/ Private company
			Board Member of Quantum Investment Bank	Outside the Kingdom	A financial company licensed by the Capital Market Authority



### Eng. Omar bin Saleh Babaker – Previous Independent Board Member ended on 16 April 2019

Eng. Omar bin Saleh Babaker holds a Bachelor's degree in Civil Engineering from King Saud University. He has extensive experience in trade and contracting. Eng. Omar currently holds the position of Chairman of Babaker Group.

Current Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	Legal Entity	Previous Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	Legal Entity
Board Member of Al Ahlia for Cooperative Insurance	Inside the Kingdom	Listed joint company	Ishraq Real Estate Company	Outside the Kingdom	Listed joint company
Saleh Babker Sons Co.	Inside the Kingdom	Limited liability			
President of Babaker Supplies	Inside the Kingdom	Limited liability			
Board Chairman of Haikaliyah Contracting Company	Inside the Kingdom	Limited liability			
Binaa for Ready Mix Concrete Co.	Inside the Kingdom	Limited liability			
East Asia Development & Agriculture Investment Co.	Inside the Kingdom	Closed joint company			

### Mr. Khalid bin Sulaiman Al Jasser – Non-Executive Board Member ended on 16 April 2019

Mr. Khalid bin Sulaiman Al Jasser holds a Bachelor's degree in Business Administration from King Saud University and has several diplomas and courses in management and banking. He has over 30 years' experience in banking, during which time he worked as CEO and Member of the Board of Directors of Bank Albilad, and Vice President of Human Resources at Riyadh Bank. He also served as a member of the Board of Directors of the Qassim Cement and as CEO and Member of the Board of Directors of Arabian Centres.

Current Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	Legal Entity	Previous Membership in Board of Directors' Committee or one of their Managers	Inside/ Outside the Kingdom	Legal Entity
Albilad Investment Company	Inside the Kingdom	Closed joint company	Qassim Cement	Inside the Kingdom	Listed joint company
			Al Shekat Tourism Saudi Company	Inside the Kingdom	Limited liability
			Board Member of Al Ahlia for Cooperative Insurance	Inside the Kingdom	Listed joint company

**Mr. Fahad bin Abdullah Al Qasim – Non-Executive Board Member ended on 16 April 2019**

Mr. Fahad bin Abdullah Al Qasim holds a Bachelor's degree in Accounting from King Saud University. He is currently the Chairman of the Board of the Amwal Company for Financial Consultants and Advisor to the Board of Directors of Al Rajhi United Company. He has more than 20 years of experience in financial management, consulting and auditing. In cooperation with KPMG International, he was a member of the Executive Management of health institutions, retail and wholesale trade. Mr. Fahad also worked as Executive Director of Dallah Hospital and was a founder of the Al Qasim Office Certified Public Accountants.

<b>Current Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>	<b>Previous Membership in Board of Directors' Committee or one of their Managers</b>	<b>Inside/ Outside the Kingdom</b>	<b>Legal Entity</b>
Board Member of The Savola Group	Inside the Kingdom	Listed joint company			
Board Member of Jarir Marketing Company	Inside the Kingdom	Listed joint company	Al Abdullatif Holding Group	Inside the Kingdom	Closed joint company
Board Member of Dur Hospitality	Inside the Kingdom	Listed joint company			
Board Member of Dallah Health	Inside the Kingdom	Listed joint company			
Board Chairman of Fahed Abdullah Al-Qasim & Sons for Trade and Investment	Inside the Kingdom	Closed joint company			
Board Member of Dur for Saudi Heritage Hospitality	Inside the Kingdom	Close joint company			
Board Member of Dr. Mohammed Rashid Al Faqih & Partners	Inside the Kingdom	Close joint company	National General Automotive	Inside the Kingdom	Limited liability
Board Member of Rakeen Najd International Company	Inside the Kingdom	Close joint company			
Board Member representing Saudi Post in Naqel Logistics	Inside the Kingdom	Close joint company			
Board Chairman and Partner in Amwal Financial Consultants	Inside the Kingdom	Limited liability			
Board Chairman and Partner of Ariz Commercial Investment Company Ltd.	Inside the Kingdom	Limited liability	Raj Real Estate Company	Inside the Kingdom	Limited liability
Board Member of Rakeen Najd International Company	Inside the Kingdom	Limited liability			
Board Member of Saudi Post	Inside the Kingdom	Government limited liability			
Partner in Pearl Gate	Inside the Kingdom	Limited liability			
Partner in Al Tas-heelat	Inside the Kingdom	Limited liability			
Executive Member in AlRajhi United Company	Inside the Kingdom	Close joint company	Board Member of AlRajhi Alpha Investments	Inside the Kingdom	Limited liability
Partner in Century 21 for Real Estate Insurance	Inside the Kingdom	Close joint company			
Fincorp Company	Outside the Kingdom	Close joint company			

### C. ATTENDANCE RECORD OF THE BOARD PREVIOUS AND CURRENT MEETINGS IN 2019

For the purpose of enhancing its role, the Board of Directors held 6 meetings during 2019, 2 of which were held during the previous session which ended on 16 April 2019:

No.	Name	Meeting number and date					
		(77) 18/03/2019	(78) 09/04/2019	(79) 19/05/2019	(80) 18/07/2019	(81) 16/09/2019	(82) 16/11/2019
1	Dr. Abdulrhman Ibrahim AlHumaid*	✓	✓	✓	✓	✓	✓
2	Mr. Nasser Mohammed AlSubaei*	✓	✓	✓	✓	✓	✓
3	Mr. Sameer Omar Baeisa*	-	-	✓	✓	✓	✓
4	Mr. Fahad Abdullah Bindekhayel*	✓	✓	✓	✓	✓	✓
5	Mr. Khalid Abdulaziz AlMukairin*	✓	x	✓	✓	✓	✓
6	Mr. Ahmed Abdulrahman Alhussan*	✓	✓	✓	✓	✓	✓
7	Dr. Zeyad Othman Alhekail*	-	-	✓	✓	✓	✓
8	Mr. Abdulaziz Mohammed AlOnaizan*	-	-	✓	✓	✓	✓
9	Mr. Adeeb Mohammed Abanumai*	-	-	✓	✓	✓	✓
10	Mr. Khalid Abdulrahman AlRajhi*	✓	✓	✓	✓	✓	✓
11	Mr. Haytham Sulaiman AlSuhaimi*	-	-	✓	✓	✓	✓
12	Mr. Saud bin Mohammed Al Fayeز**	✓	✓	-	-	-	-
13	Mr. Abdulrahman bin Mohammed Ramzi Addas**	✓	✓	-	-	-	-
14	Eng. Omar bin Saleh Babaker**	✓	✓	-	-	-	-
15	Mr. Khalid bin Sulaiman Al Jasser**	✓	✓	-	-	-	-
16	Mr. Fahad bin Abdullah Al Qasim**	✓	✓	-	-	-	-

✓ Attended

x Not Attended

\*Board of Directors in the current session, whose membership started on 17 April 2019.

\*\*Board of Directors in the previous session, whose membership ended on 16 April 2019.

**D. THE BALANCE OF SHARES FOR THE BOARD OF DIRECTORS, THEIR SPOUSES AND MINOR CHILDREN**

The number of shares for the Board of Directors, their spouses and minor children at the beginning and end of fiscal year 2019:

No.	Stakeholder name	Number of shares at the beginning of 2019	Number of shares at the end of 2019	Net change	Change %
1	Dr. Abdulrhman Ibrahim AlHumaid	1,999	2,498	499	25%
2	Mr. Nasser Mohammed AlSubeaei	2,058,051	2,572,563	514,512	25%
3	Mr. Sameer Omar Baeisa	-	-	-	-
4	Dr. Zeyad Othman Alhekail	-	-	-	-
5	Mr. Fahad Abdullah Bindekhyel	1,500	1,875	375	25%
6	Mr. Khalid Abdulaziz AlMukairin	511,233	464,041	(47,192)	(9%)
7	Mr. Ahmed Abdulrahman Alhussan	1,500	1,875	375	25%
8	Mr. Abdulaziz Mohammed AlOnaizan	223,034	278,792	55,758	25%
9	Mr. Adeeb Mohammed Abanumai	-	-	-	-
10	Mr. Haytham Sulaiman AlSuhaimi	-	-	-	-
11	Mr. Khalid bin Abdulrahman AlRajhi	63,274,730	79,093,412	15,818,682	25%
12	Mr. Saud bin Mohammed Al Fayez*	2,400	2,400	-	-
13	Mr. Abdulrahman bin Mohammed Ramzi Addas*	3,998	3,998	-	-
14	Eng. Omar bin Saleh Babaker*	1,700,989	1,700,989	-	-
15	Mr. Khalid bin Sulaiman Al Jasser*	659,270	659,270	-	-
16	Mr. Fahad bin Abdullah Al Qasim*	1440	1440	-	-

\*Board of Directors in the previous session, whose membership ended on 16 April 2019 and number of shares at the end of the period represents the number of shares at the end of the Board of Directors membership period.

## E. CURRENT AND PREVIOUS EXECUTIVE MEMBERS POSITIONS, QUALIFICATIONS AND EXPERIENCE

Name	Current position	Previous positions	Qualifications	Experience	Specialty
Mr. Abdulaziz Mohammed AlOnaizan	Chief Executive Officer	Chief Business Officer of Bank Albilad	Bachelor	30 years	Quantitative Methods
Mr. Haitham Medainy AlMedainy	Executive Vice President of Human Resources	Head of Recruitment at the Saudi British Bank (SABB)	Bachelor	24 years	Computer Engineering
Mr. Hisham Ali AlAkil	Executive Vice President of Finance	Chief Financial Officer – Al Rajhi Capital	Master	19 years	Accounting
Mr. Ehab Mahmoud Hassoubah	Executive Vice President of Retail Banking	General Manager of Operations at Bank Albilad	Bachelor	19 years	Systems Engineering
Mr. Saleh Suliman AlHabib	Executive Vice President of Operations	General Manager of Corporate at Bank Albilad	Bachelor	25 years	Accounting
Eng. Omar Abdul Rahman AlHussain	Executive Vice President of Injaz	Assistant Managing Director of Injaz	Master	21 years	Business Administration
Mr. Abdullah Mohammed Alarifi	Executive Vice President of Risk	General Manager of Credit Policy at Bank Albilad	Bachelor	23 years	Accounting
Mr. Samer Mohammed Farhoud	Executive Vice President of Treasury	Chief Executive Officer – Deutsche Gulf Finance	Bachelor	33 years	Computer Engineering
Mr. Jameel Nayef Alhamdan	Executive Vice President of Corporate Banking	Assistant General Manager Corporate – Bank Albilad	Bachelor	15 years	International Business Administration

## F. THE BALANCE OF SHARES FOR THE EXECUTIVE MEMBERS, THEIR SPOUSES AND MINOR CHILDREN

The number of shares for Executive Members, their spouses and minor children at the beginning and end of fiscal year 2019:

No.	Stakeholder name	Position	Number of shares at the beginning of 2019	Number of shares at the end of 2019	Net Change	Change %
1	Mr. Abdulaziz Mohammed AlOnaizan	Chief Executive Officer	223,034	278,792	55,758	25%
2	Mr. Abdullah Mohammed Alarifi	Executive Vice President of Risk	60,644	75,805	15,161	25%
3	Mr. Hisham Ali AlAkil	Executive Vice President of Finance	3,554	4,442	888	25%
4	Mr. Saleh Suliman AlHabib	Executive Vice President of Operations	82,627	103,283	20,656	25%
5	Mr. Haitham Medainy AlMedainy	Executive Vice President of Human Resources	6,771	6,463	(308)	(4.5%)
6	Mr. Samer Mohammed Farhoud	Executive Vice President of Treasury	30,745	5,000	(25,745)	(84%)
7	Eng. Omar Abdul Rahman AlHussain	Executive Vice President of Injaz	3,555	4,442	887	25%
8	Mr. Ehab Mahmoud Hassoubah	Executive Vice President of Retail Banking	14,398	-	(14,398)	(100%)

## BOARD COMMITTEES

The Board Committees perform their duties and responsibilities based on policies, regulations and related governance documents approved by the Board of Directors or the General Assembly, depending on the case. They will determine their authorization level and work procedures. These Committees were established along with the formation of the current Board of Directors starting from 17 April 2019 to 16 April 2020.

### A. EXECUTIVE COMMITTEE

The responsibilities of the Executive Committee are to ensure the effectiveness of the decision-making process at highest levels. This is done to achieve the Bank's aims through a flexible timetable that will support the Board of Directors in implementing its responsibilities. The Committee helps in enhancing the Board of Directors' roles in promoting, monitoring and implementing the Bank's strategy. This leads to an effective performance, reviewal and monitoring of the Bank's operations on a regular basis, as well as taking decisions and providing applicable recommendations to the Board.

**The Executive Committee consisted of 5 Non-Executive Members of the Board and held 14 meetings during 2019. The following is the attendance record with names of the current and previous Committee Members:**

Name	Nature of the Membership	Meeting number and date													
		(151) 15/01/2019	(152) 10/02/2019	(153) 17/03/2019	(154) 09/04/2019	(155) 16/5/2019	(156) 29/05/2019	(157) 26/06/2019	(158) 16/07/2019	(159) 25/08/2019	(160) 10/09/2019	(161) 08/10/2019	(162) 06/11/2019	(163) 16/11/2019	(164) 24/12/2019
Dr. Abdulrhman Ibrahim AlHumaid	Non-Executive Committee Chairman	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Nasser Mohammed AlSubeaei	Non-Executive Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	x
Mr. Fahad Abdullah Bindekhayel	Non-Executive Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Khalid Abdulaziz AlMukairin	Non-Executive Member	✓	✓	✓	x	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Khalid Abdulrahman AlRajhi	Non-Executive Member	✓	✓	✓	✓	✓	✓	✓	x	✓	✓	✓	✓	✓	✓
Mr. Abdulaziz Mohammed AlOnaizan*	Executive Member	✓	x	✓	✓										

✓ Attended

x Not Attended

\*Board of Directors in the previous session, whose membership ended on 16 April 2019.

### B. NOMINATION AND REMUNERATION COMMITTEE

The responsibilities of the Committee are to review annually the required skills needed for the Board of Directors and its Committees' membership that comply with the Sharia regulations. The Committee reviews the structure and composition of the Board of Directors and its Committees on regular basis, and provides recommendations on members' strengths and weaknesses, with suggestions on how to overcome them. Also, it provides recommendations on the Board of Directors and its Committee candidates, and lists the applicable qualifications and expertise needed for membership. Additionally, the Committee is responsible for checking annually the independence level of the Board members to avoid conflicts of interest. Moreover, the Committee is responsible for studying the status of development, updating and proposing policies related

to remuneration, rewards and policies of the Board of Directors, Executive Committees and other Committees. In addition, the Committee reviews tasks related to the roles and human resources structures, and provides recommendations on those matters to the Board of Directors.

**The current Committee consists of 1 Board Member and 2 Non-Board Members, and held 4 meetings during 2019. The following are the biographies of previous and current Non-Board Members:**

#### **Mr. Khalid Saleh AlHathal**

Mr. Khaled Saleh AlHathal holds a Master's degree and a Bachelor's degree in Business Administration from Indiana University. He held the position of Executive Director of Human and Administrative Resources Development in the joint services of, previously, "Al-Faisaliah Group". Mr. Khalid currently holds the position of Chairman of the Board of Directors of Muzon Real Estate Investment Company.

#### **Mr. Bleihed Nasser bin AlBleihed**

Mr. Bleihed Nasser bin AlBleihed holds a Bachelor's degree in Business Administration. He has more than 30 years of experience in administrative transformation and human resources. He previously worked as a consultant to the Board of Directors of the National Commercial Bank. Mr. Bleihed currently holds the position of General Manager at Ejada for Management Consultancy.

#### **Mr. Bashar Zakria Al Masha'al**

Mr. Bashar Zakria Al Masha'al holds a Master's degree in Management Science and Public Administration from Harvard University and a Bachelor's degree in Computer Engineering from the University of North America. He is a Management Consultant in recruiting and evaluating Chief Executive Officers and members of the Board.

The Committee held 4 meetings during 2019, 2 of which were held with the previous committee. The following are attendance records with names of the Members of the Committee:

Name	Nature of Membership	Meeting number and date			
		(53) 11/02/2019	(54) 11/03/2019	(55) 08/09/2019	(56) 08/12/2019
Mr. Sameer Omar Baeisa*	Committee Chairman - Independent	-	-	✓	✓
Mr. Khalid Saleh AlHathal*	Non-Executive Member - Not a Board Member	✓	✓	✓	✓
Mr. Bleihed Nasser bin AlBleihed*	Independent Member - Not a Board Member	-	-	✓	✓
Mr. Abdulrahman bin Mohammed Ramzi Addas**	Committee Chairman - Independent	✓	✓	-	-
Mr. Khalid Abdulaziz AlMukairin**	Non-Executive Member	✓	✓	-	-
Eng. Omar bin Saleh Babaker**	Independent Member	✓	✓	-	-
Mr. Bashar Zakria Al Masha'al**	Independent Member - Not a Board Member	✓	✓	-	-

✓ Attended

x Not Attended

\*Board of Directors in the current session, whose membership started on 17 April 2019.

\*\*Board of Directors in the previous session, whose membership ended on 16 April 2019.

### C. RISK COMMITTEE

The Risk Committee is one of the committees at the same level as the Board of Directors. Its main purpose is to provide advice and consultation to the Board on current and future overall plans and strategies. This includes the Bank's capacity and ability to bear risks. The Committee also supervises the Executive Management's implementation of these objectives. In general, the Committee assists the Board in overseeing all the activities and decisions related to the Risk Management Group at the Bank. Such activities and decisions include market, credit, investment, financial and operating risks as well as liquidity, reputation, business continuity and technical systems risks. In addition, the Committee is to review the Bank's internal risk policies and present them to the Board of Directors for approval. The Committee also seeks approval on the distribution amount of acceptable credit risks, responsibilities and other approved risks from the Board of Directors. It likewise provides a periodic review on risk limitations and new products, and ensures the availability of compliance with the regulatory authorities.

**The current Committee consists of 2 members of the Board and 1 Non-Board member, and held 4 meetings during 2019. The following are the biographies of previous and current Non-Board Members:**

#### Mr. Muath Abdulrahman Al Hussaini

Mr. Muath Abdulrahman Al Hussaini holds a Bachelor's degree in Management Information Systems from King Fahd University of Petroleum and Minerals. He worked as a Senior Treasury Risk Advisor at the Saudi British Bank. Mr. Muath is currently the Managing Director and Founder of Ehata Financial Company.

#### Mr. Abdulrahman bin Mohammed Ramzi Addas

Mr. Abdulrahman bin Mohammed Ramzi Addas holds a Master's degree in Business Administration with a major in Financial Management from the University of Denver, and a Bachelor's degree in Business Administration from King Abdulaziz University. He has a license from the Ministry of Trade and Investment and works as a financial advisor on non-securities. He also has extensive experience in all banking sectors including funding, investment and risk management. Additionally, he has experience in managing general and real estate. Mr. Abdulrahman has also served as a Managing Director for Real Estate Investments in SEDCO Holding.

#### Mr. Mohammed bin Sulaiman Al-Hujailan

Mr. Mohammed bin Sulaiman Al-Hujailan holds a Bachelor's degree in Economics from the Emporia State University. He has extensive experience in banking, most notably as the General Director of Emirates NBB branch in the Kingdom of Saudi Arabia.

The following is the attendance record of Committee Members' meetings in 2019:

Name	Nature of Membership	Meeting number and date				Notes
		04/03/2019 (01/19)	02/05/2019 (02/19)	26/08/2019 (03/19)	25/11/2019 (04/19)	
Mr. Saud bin Mohammed Al Fayez*	Chairman	✓	-	-	-	
Mr. Fahad bin Abdullah Al Qasim*	Member	✓	-	-	-	
Mr. Mohammed bin Sulaiman Al-Hujailan*	Member	✓	-	-	-	
Mr. Ahmed Abdulrahman Alhussan**	Chairman	-	✓	✓	✓	
Mr. Haytham Sulaiman AlSuhaimi**	Member	-	✓	✓	✓	
Mr. Abdulrahman bin Mohammed Ramzi Addas***	Member	-	✓	✓	-	His membership ended on 13/10/2019
Mr. Muath Abdulrahman Al Hussaini**	Member	-	-	-	✓	

✓ Attended

x Not Attended

\*Board of Directors in the previous session, whose membership ended on 16 April 2019.

\*\*Board of Directors in the current session, whose membership started on 17 April 2019.

\*\*\*Due to his candidacy for the membership of the Board of Directors of one of the Saudi banks, Mr. Abdulrahman bin Mohammed Ramzi Addas, who was a member of the Compliance and Governance Committee and the Risk Committee (outside the Board), resigned on 13 October 2019.



#### D. COMPLIANCE AND GOVERNANCE COMMITTEE

The Committee is responsible for supervising and maintaining the highest standards of governance by guaranteeing, on behalf of the Board of Directors, that sound governance practices are followed in the Bank's activities. The Committee ensures that the Bank complies with all relevant local, regional and international regulations, standards and rules related to its activities. It conducts continuous review of the overall governance framework and related mechanisms. The Committee is also responsible for reviewing the Board Committees' and the Executive Managements' regulations and submitting recommendations thereof to the Board of Directors. It is also responsible for monitoring and ensuring that the Bank has sufficient mechanisms to identify cases of conflict of interest in all transactions and operating activities. The Committee shall approve the annual commitment plan/program and undertake the task of reviewing the annual compliance report submitted to the regulatory authorities. It monitors the adequacy, effectiveness and independence of the compliance sector and the money laundering mechanism in relation to the implementation of the compliance policy and guidelines. It also reviews compliance reports, periodic and annual AML/CTF reports, and ensures effective correction of any identified gaps or irregularities. The Committee also reviews the commitment plan/program.

**The Committee currently consists of 3 members, 2 from the Board of the Directors and 1 Independent External Member, and it held 4 meetings in 2019. The following are the biographies of previous and current Non-Board members:**

##### Mr. Abdulfattah Ibrahim AlTaweel

Mr. Abdulfattah Ibrahim AlTaweel holds a Master's degree in Business Administration from the University of Texas. He has vast experience and held several positions in the banking field. Mr. Abdulfattah is currently the CEO of IT Consultation Company.

##### Mr. Muath Abdulrahman Al Hussaini

Mr. Muath Abdulrahman Al Hussaini holds a Bachelor's degree in Management Information Systems from King Fahd University of Petroleum and Minerals. He worked as a Senior Treasury Risk Advisor at the Saudi British Bank. Mr. Muath is currently the Managing Director and Founder of Ehata Financial Company.

##### Mr. Abdulrahman bin Mohammed Ramzi Addas

Mr. Abdulrahman bin Mohammed Ramzi Addas holds a Master's degree in Business Administration with a major in Financial Management from the University of Denver, and a Bachelor's degree in Business Administration from King Abdulaziz University. He has a license from the Ministry of Trade and Investment and works as a financial advisor on non-securities. He also has wide experience in all banking sectors including funding, investment and risk management. Additionally, he has experience in managing general and real estate. Mr. Abdulrahman has also served as a Managing Director for Real Estate Investments in SEDCO Holding.

Name	Nature of Membership	Meeting number and date			
		11/03/2019 (15)	12/05/2019 (16)	11/09/2019 (17)	18/12/2019 (18)
Mr. Abdulrahman bin Mohammed Ramzi Addas***	Chairman/then a Member	✓	✓	✓	-
Mr. Abdulfattah Ibrahim AlTaweel*	Member	✓	-	-	-
Mr. Adeb Mohammed Abanumai*	Member	✓	-	-	-
Dr. Zeyad Othman Alhekail**	Chairman	-	✓	✓	✓
Muath Abdulrahman Al Hussaini**	Member	-	✓	✓	✓
Mr. Sameer Omar Baeisa**	Member	-	-	-	✓

✓ Attended

x Not Attended

\*Board of Directors in the previous session, whose membership ended on 16 April 2019.

\*\*Board of Directors in the current session, whose membership started on 17 April 2019.

\*\*\*Previous Chairman but a current member in the Committee and submitted his resignation on 13 October 2019.

## E. AUDIT COMMITTEE

The Audit Committee is responsible for supervising the internal audit sector. This includes verifying the independence and effectiveness of the sector, ascertaining the availability of human resources, reviewing reports issued by the audit sector, following corrective procedures and approving the internal audit plan. The Committee also nominates external auditors, assesses their performance and verifies their independence. The Committee reviews the contracts and transactions proposed by the Bank with related parties, in addition to the other supervisory work that falls within the scope of the work of the Committee in accordance with the regulations approved by the General Assembly.

**The Committee currently consists of 3 Members, 1 from the Board of Directors and 2 Independent External Members. It held 9 meetings in 2019. The following are the biographies of previous and current Non-Board Members:**

### **Mr. Jasser Abdulkarim Jasser**

Mr. Jasser Abdulkarim Jasser holds a Master's degree in Business Administration from the Colorado University of Technology and a Bachelor's degree in Business Administration from King Saud University. He is an Internal Auditor accredited by the Association of Internal Auditors and a certified Risk Analyst from the American Financial Management Association. He worked as an Executive Vice President of Corporate Finance at Riyadh Bank, a General Director of Internal Auditing at the Capital Market Company and as Head of Internal Auditing at the National Commercial Bank. Mr. Jasser is currently the General Director of the General Administration of Governance, Risk and Compliance at the Ministry of Finance.

### **Mr. Mohammed Farhan bin Nader**

Mr. Mohammed Farhan bin Nader holds a Master's degree in Business Administration from Heriot-Watt University, a Bachelor's degree in Accounting from King Saud University and an American and Saudi Fellowship for Certified Public Accountants. He has wide experience in banking, specializing in Zakat and Tax operations, and worked as CFO of Awqaf Sulaiman AlRajhi Holding Company. Mr. Mohammed is currently the Executive Partner of United Accountants.

### **Dr. Ahmed Abdullah Al Maghames**

Dr. Ahmed Abdullah Al Maghames holds a PhD in Business Administration in Accounting from the Mississippi State University, a Master's degree from University of Bridgeport and a Bachelor's in Accounting from King Saud University. He worked as an Assistant Professor at King Saud University, and participated in review committees in several companies including Saudi Cement Company, Saudi Telecom Company and Saudi National Shipping Company. Mr. Ahmed currently works as the General Secretary of the Saudi Organization for Certified Public Accountants.

### **Mr. Sulaiman bin Nasser Al-Hatlan**

Mr. Sulaiman bin Nasser Al-Hatlan holds a Master's degree in Professional Accounting and a Bachelor's degree in Accounting. He worked as a member of the Training Authority at the Institute of Public Administration and has great experience in the areas of accounting, internal auditing, financial reports, mergers and acquisitions, administrative organization and corporate evaluation. Mr. Sulaiman currently works as CEO of the National Consulting House.

The following is the attendance record of Committee Members' meetings in 2019:

Name	Nature of Membership	Number of Meetings (9)								
		1st Meeting 27 Jan 2019	2nd Meeting 7 Mar 2019	3rd Meeting 11 Apr 2019	4th Meeting 1 May 2019	5th Meeting 23 May 2019	6th Meeting 17 July 2019	7th Meeting 2 Sept 2019	8th Meeting 17 Oct 2019	9th Meeting 12 Dec 2019
Mr. Ahmed Abdulrahman Alhussan*	Chairman - Independent	✓	✓	✓	-	-	-	-	-	-
Dr. Ahmed Abdullah Al Maghames*	Independent Member	✓	✓	✓	-	-	-	-	-	-
Mr. Sulaiman bin Nasser Al-Hatlan*	Independent Member	✓	✓	✓	-	-	-	-	-	-
Mr. Adeb Mohammed Abanumai**	Chairman - Independent	-	-	-	✓	✓	✓	✓	✓	✓
Mr. Jasser Abdulkarim Jasser**	Independent Member	-	-	-	✓	x	✓	✓	✓	✓
Mr. Mohammed Farhan bin Nader**	Independent Member	-	-	-	✓	✓	✓	✓	✓	✓

- The Committee held 3 meetings at the beginning of 2019.

- The Committee held 6 meetings after restructuring it starting from the 4th meeting until the end of 2019.

\*Board of Directors in the previous session, whose membership ended on 16 April 2019..

\*\*Board of Directors in the current session, whose membership started on 17 April 2019..

## REMUNERATIONS AND COMPENSATIONS

Remunerations, compensations and disclosure process thereof shall be set out under the Companies Law and its bylaws, and as per the "Regulations and Regulatory Procedures of the Listed Joint Stock Companies," as well as the Corporations Governance Regulations. All of these require the disclosure of the remuneration policies, and the mechanisms to identify them. So do the rules, principles and regulations of SAMA, CMA and related approved international standards. The Bank shall also adhere to its disclosure policy under the disclosure requirements in the Board of Directors' report. The following shows the mechanism set to determine the remunerations and allowances of the Board members and the Board committees and the details of disbursements to the Board members, the Board's committees and Senior Executives:

### REMUNERATION POLICY FOR BOARD MEMBERS, BOARD COMMITTEES

Remuneration standards and policies for Board Members, Board Committees are subjected to rules of the Companies Law and its bylaws, such as controls and regulatory procedures issued in implementation of the Companies Law in connection with Listed Joint Stock Companies and the updated Corporate Governance Regulations, as well as related circulations and principles set up of the SAMA as well as the Bank's Article of Associations. The most important rules and mechanisms items used to determine the remunerations of the Board Members and the Board Committees are shown as follows:

#### 1. GENERAL RULES OF REMUNERATIONS

**1.1** The amount of money disbursed to the Board members shall not exceed 5% of net profits, under all circumstances, the total amount received by the Board member in terms of remunerations, financial or in-kind privileges shall not exceed SAR 500,000 per year, including attendance allowance that should not exceed SAR 5,000 per meeting. This shall be implemented in accordance with the control stipulated in the corporate law, controls and regulatory procedures for the corporate law, Companies Governance Regulation, principles and circulated instructions from SAMA, as well as the Bank's related policies.

**1.2** The Board Member shall have the right to receive a remuneration in compensation for his memberships in the Audit Committee formed by the General Assembly or for any additional works, executive, technical, administrative or consultancy positions by virtue of professional license that are assigned to him by the Bank; in addition to remunerations he received in his capacity as a Board Member and a Member in a Committee formed by the Board of Directors, as per the Companies Law and the Company's Article of Associations and this policy.

- 1.3** In case any Committee Member is absent from a meeting, an amount of money shall be deducted from its annual remuneration in a percentage proportional to his absenteeism, through dividing the total amount of remunerations by the total number of meetings held by the Committee during the year and deducting the remuneration due to the Member for the meeting or the meetings he did not attend.
- 1.4** The Board Member shall not have the right to vote on the remuneration's clause in the General Assembly.
- 1.5** If the General Assembly decided to end the membership of the absent Board Member due to his absenteeism in three consecutive meetings of the Board without valid reason, this Member shall not be entitled to any remunerations for the period preceding the last meeting he attended and he should return all the remunerations disbursed to him for this period.
- 1.6** The remunerations of the Board Members may vary to the extent that reflects the Member's experience, tasks assigned, specialty, independency, number of sessions attended and other considerations.

## **2. MECHANISMS USED TO DETERMINE THE REMUNERATIONS OF BOARD MEMBERS AND BOARD COMMITTEES**

- 2.1** Taking into consideration what was mentioned regarding the general rules above including the companies rules and regulations, control procedures connected with private companies contributions with joint stock companies and updated companies Governance regulations, the related principles and circulations of the Saudi Arabian Monetary Authority, especially the ones related to the minimum and maximum that shall not exceed SAR 500,000. The mechanisms used to determine this policy, such as Board Members and Board Committees, shall be specified as per the policies and decisions issued by the Board of Directors and in accordance with specific rules applied by the Audit Committee, as per the Companies' laws, its regulations and related controls and regulations.
- 2.2** Each Board Member shall have the actual expenses amount incurred by the member to attend the Board of Directors' meetings and the Committee meetings, including accommodation expenses, first class air tickets, in addition to the lump-sum remuneration and attendance allowance amount as per the above-mentioned controls.
- 2.3** Each Member of a Board Committee (external) but not a Board Member, shall have the actual expenses amount incurred by the member to attend the Committee meetings, including accommodation expenses, business class air tickets, in addition to the lump-sum remuneration and attendance allowance amount as per the above-mentioned controls.

## **3. POLICY AND MECHANISMS OF REMUNERATIONS FOR EXECUTIVE MANAGEMENT MEMBERS**

Without prejudice to the above-mentioned rules and general standards, and in accordance with the related Laws and Regulations, the updated Companies Governance Regulation, principles and circulations of the Saudi Arabian Monetary Authority, the mechanisms of the remunerations of the employees in general and the Senior Executive Members in particular, shall be determined according to the policies and decisions issued by the Board of Directors. These mechanisms shall take into consideration the related controls and standards mentioned in the nominations and remunerations approved by the General Assembly and the rules of remunerations issued by SAMA such as:

1. To conform to the Bank's strategy and objectives.
2. To specify the standards for giving remuneration and its disclosure; and to make sure of its implementation.
3. To focus on relating the standards of giving remuneration to performance.
4. To determine the remuneration on the basis of scale of position, tasks, responsibilities, academic qualifications, work experiences, skills and level of performance.
5. The remuneration must conform to the size, nature and level of risks at the Bank.
6. The amounts of remunerations and incentives related to performance shall be determined based on profit rate connected to the levels of risk and as per the rules and principles of the Saudi Arabian Monetary Authority in connection with remunerations, incentives and the standards of the Financial Stability Board (FSB).

Pursuant to SAMA's circular No. 391000083183 dated 28/7/1439H, the clause pertaining to the maximum limit of remuneration for Board Members and Board Committees members at no more than SR 500,000 annually (as stipulated in SAMA previous circular No. 381000063670 dated 14/6/1438), is no longer applicable to the Chairman of the Board of the Bank as referred to in Clause 81 of the Companies Law.

## 1. Remunerations for current and previous Board of Directors

Name	Fixed Remunerations					Remunerations for the Chairman or Managing Director or Secretary If one of them were Members	Total
	Curtain amount	Allowance for attending BoD meetings	Total allowance for attending BoD meetings	In-kind benefits	Technical, managerial and consultation remunerations		
<b>1st: Independent Members</b>							
1. Mr. Sameer Omar Baeisa*	225,778	20,000	15,000	-	-	-	260,778
2. Mr. Ahmed Abdulrahman Alhussan	320,000	30,000	24,000	-	-	-	374,000
3. Dr. Zeyad Othman Alhekail**	225,778	20,000	15,000	-	-	-	260,778
4. Mr. Adeen Mohammed Abanumai**	225,778	20,000	23,000	-	-	-	268,778
5. Mr. Adeen Mohammed Abanumai*	94,222	10,000	5,000	-	-	-	109,222
6. Mr. Abdulrahman bin Mohammed Ramzi Addas*	94,222	10,000	15,000	-	-	-	119,222
7. Eng. Omar bin Saleh Babaker*	94,222	10,000	10,000	-	-	-	114,222
<b>Total</b>	<b>1,280,000</b>	<b>120,000</b>	<b>107,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,507,000</b>
<b>2nd: Non-Executive Members</b>							
1. Dr. Abdulrhman Ibrahim AlHumaid	320,000	30,000	70,000	-	-	-	420,000
2. Mr. Nasser Mohammed AlSubeaei	320,000	30,000	65,000	-	-	-	415,000
3. Mr. Fahad Abdullah Bindekhyel	320,000	30,000	70,000	-	-	-	420,000
4. Mr. Khalid Abdulaziz AlMukairin	320,000	25,000	75,000	-	-	-	420,000
5. Mr. Khalid Abdulrahman AlRajhi	320,000	30,000	65,000	-	-	-	415,000
6. Mr. Haytham Sulaiman AlSuhaimi**	225,778	20,000	15,000	-	-	-	260,778
7. Mr. Khalid bin Sulaiman Al Jasser*	94,222	10,000	-	-	-	-	104,222
8. Mr. Fahad bin Abdullah Al Qasim*	94,222	10,000	5,000	-	-	-	109,222
<b>Total</b>	<b>2,014,222</b>	<b>185,000</b>	<b>365,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,564,222</b>
<b>3rd: Executive Members</b>							
1. Mr. Abdulaziz Mohammed AlOnaizan	225,778	20,000	-	-	-	-	245,778

### Clarifications:

\*Board of Directors in the current session, whose membership started on 17 April 2019.

\*\*Board of Directors in the previous session, whose membership ended on 16 April 2019.

### Changing Remunerations

Profit	Periodic remunerations	Short-term incentive plans	Long-term incentive plans	Shares granted	Total	End of Service Gratuity	Grand Total	Expenses Allowances
0.021	70,000	-	-	-	70,000	-	330,778	
0.030	182,500	-	-	-	182,500	-	556,500	
0.021	82,500	-	-	-	82,500	-	343,278	
0.022	227,500	-	-	-	227,500	-	496,278	
0.009	27,500	-	-	-	27,500	-	136,722	
0.010	82,500	-	-	-	82,500	-	201,722	17,696
0.009	30,000	-	-	-	30,000	-	144,222	
<b>0.121</b>	<b>702,500</b>	-	-	-	<b>702,500</b>	-	<b>2,209,500</b>	<b>17,696</b>
0.03	110,000	-	-	-	110,000	-	500,000	
0.03	55,714	-	-	-	55,714	-	470,714	
0.03	60,000	-	-	-	60,000	-	480,000	
0.03	85,714	-	-	-	85,714	-	500,000	
0.03	55,714	-	-	-	55,714	-	470,714	
0.02	45,000	-	-	-	45,000	-	305,777	
0.01	-	-	-	-	-	-	104,222	
0.01	15,000	-	-	-	15,000	-	124,222	
<b>0.21</b>	<b>427,142</b>	-	-	-	<b>427,142</b>	-	<b>2,955,649</b>	
0.02	-	-	-	-	-	-	245,778	

## 2. Remunerations for current and previous Board Committees Members – Non-Board Members

Committee Members	Fixed remunerations (Except for allowances for attending BoD meetings)	Allowance for attending BoD meetings	Total
<b>Nomination and Remuneration Committee Members:</b>			
1. Mr. Khalid Saleh Al-Hathal	110,000	20,000	130,000
2. Mr. Bleihed Nasser bin AlBleihed*	55,000	10,000	65,000
3. Mr. Bashar Zakria Al Masha'al**	55,000	10,000	65,000
<b>Total</b>	<b>220,000</b>	<b>40,000</b>	<b>260,000</b>
<b>Audit Committee Members:</b>			
1. Mr. Jasser Abdulkarim Jasser*	66,667	15,000	81,667
2. Mr. Mohammed Farhan bin Nader**	80,000	18,000	98,000
3. Dr. Ahmed Abdullah Al Maghames**	40,000	9,000	49,000
4. Mr. Sulaiman bin Nasser Al-Hatlan**	40,000	9,000	49,000
<b>Total</b>	<b>226,667</b>	<b>51,000</b>	<b>277,667</b>
<b>Risk Committee Members:</b>			
1. Mr. Muath Abdulrahman Al Hussaini*	27,500	5,000	32,500
2. Mr. Abdulrahman bin Mohammed Ramzi Addas***	55,000	10,000	65,000
3. Mr. Mohammed bin Sulaiman Al-Hujailan**	27,500	5,000	32,500
<b>Total</b>	<b>110,000</b>	<b>20,000</b>	<b>130,000</b>
<b>Compliance and Governance Committee Members:</b>			
1. Mr. Muath Abdulrahman Al Hussaini*	82,500	15,000	97,500
2. Mr. Abdulrahman bin Mohammed Ramzi Addas***	55,000	10,000	65,000
3. Mr. Abdulfattah Ibrahim AlTaweel**	27,500	5,000	32,500
<b>Total</b>	<b>165,000</b>	<b>30,000</b>	<b>195,000</b>
<b>Executive Management Committee Members:</b>			
1. Mr. Abdulaziz Mohammed AlOnaizan**	23,571	15,000	38,571
<b>Total</b>	<b>23,571</b>	<b>15,000</b>	<b>38,571</b>

### Clarifications:

\*Board of Directors in the current session, whose membership started on 17 April 2019 and are not re-elected for the current Board membership.

\*\*Board of Directors in the previous session, whose membership ended on 16 April 2019.

\*\*\*After ending his membership as previous Board member, he was a member of Compliance and Governance Risk Committees from outside the Board, then submitted his resignation on 13 October 2019.

## 3. Details of remunerations, salaries, allowances and other compensations paid to Senior Executives

Statement	7 Senior Executives including CEO and CFO SAR' 000
Salaries and compensations	13,910
Annual and periodic allowances and remunerations	15,041
<b>Total</b>	<b>28,951</b>

## MECHANISMS AND METHODS USED TO EVALUATE THE PERFORMANCE OF THE BOARD AND COMMITTEES MEMBERS

The Board of Directors depends on the annual evaluation on the performance of its members and the Committee Members through a mechanism and forms that makes the Nomination and Remunerations Committee, due to its specialty. The Committee conducts studies and discussions to focus points of strength and work on improving the points of weakness. Thereafter, the Committee is to provide a summary with the results and recommendations to the Board of Directors. An outsourced center was assigned to handle the evaluation process. The Nomination and Remuneration Committee has approved that the General Secretariat and Governance prepare the evaluation process for 2019 based on the updated forms and mechanism.

\*Training courses were conducted for the Board of Directors and its Committees.

## SHARIA COMMITTEE

Based on the Bank's policy and its approach with adherence to the Islamic Sharia principles, the General Assembly of the Bank has selected the members of the Sharia Committee and approved its regulations, which stipulates the Board being independent from the Bank. Among other prominent clauses of such regulations are as follows:

- The Bank shall not implement any product, conclude contract or agreement without the consent of the Sharia Committee
- Sharia Committee's decisions are binding on the all managements and subsidiaries of the Bank
- Sharia Committee and the Sharia Division participate in the product development process, in accordance with the Sharia provisions
- Sharia Committee and the Sharia Division promotes spreading awareness of the Islamic banking

The Sharia Committee consists of 5 members who are professionals in the fields of jurisprudence of financial and business transactions as below:

1. **His Excellency Sheikh Abdullah Bin Suleiman Al Manea – Chairman**
2. **His Excellency Sheikh Dr. Abdullah Bin Mohamed Al Mutlaq – Deputy**
3. **His Eminence Sheikh Dr. Abdullah Ibn Musa Al-Amar – Member**
4. **His Eminence Sheikh Dr. Muhammad Ibn Saud Al-Osaimi – Member**
5. **His Eminence Sheikh Prof. Dr. Yusuf Al-Shubaili – Member**

The preparatory Committee consists of several members for the Sharia Committee and performs several tasks. Most notably: Studying the issues received from the Bank in order to be submitted to the Sharia Committee to reach a decision; studying the Sharia inquiries related to the financial and banking matters received from the Bank's employees and customers and providing guidance thereon; and studying initial ideas for products and providing guidance in this regard. In 2019, the Sharia Committee held 5 meetings and the Preparatory Committee held 20 meetings.

The Sharia Division of the Bank exercises its functions through the Sharia Studies and Research Management, Sharia Supervisory Management and the Support Unit. Sharia Studies and Research Management prepares the subjects received by the Sharia Committee and the necessary studies and research, in addition to participating in the development of Islamic Banking products and their clearances and spreading awareness of Islamic Banking.

The Sharia Supervisory Management works on verifying the Bank's commitment to the decisions of the Sharia Committee by implementing supervisory field visits to audit all the Bank's business on a regular basis, to make sure of the Bank's commitment to the Sharia Committee's decisions and controls.



The Support Unit works on arranging and coordinating the meetings of the Sharia Board and serving its results, in addition to monitoring, executing projects and business that contributes to spreading the awareness of Islamic Banking inside and outside the Bank. This includes printing a scientific research project that the Sharia Division has contributed to since its establishment in printing research that aims to spread Sharia knowledge in connection with jurisprudence of financial transactions and Islamic economy. In 2019, the Division issued a thesis which includes:

- Licensing the described in contemporary applications
- Provisions on credit facilities in Islamic jurisprudence

In addition to the knowledge-sharing project that aims to link the theoretical part to the practical part in financial transactions and understanding the Sharia forms, Islamic Banking products are offered to teachers and students of the universities during their visit to the Sharia Division.

### **INTERNAL AUDIT**

The internal audit is an independent and objective function that its reports are submitted directly to the Audit Committee formed by the Bank's General Assembly and aims to provide reasonable assurances to the Bank's Audit and Management Committee regarding the adequacy and effectiveness of the internal control system, through implementation of a systematic approach to assessing and improving the effectiveness of governance, risk management and control processes. The internal audit sector follows the audit methodology based on the risks in the planning and implementation of audit work, it also follows up on correcting the observations in the audit reports to ensure from their implementation according to the schedule and specific procedures that provides safety of internal controls. The internal audit sector depends on continuous development of its employees in order to invest in their capabilities. The sector also verifies the application of internal audit standards through a program quality assurance that covers all internal audit activities.

The scope of the internal audit sector includes all the activities and departments of the Bank, as in 2019 the sector carried out internal audit work according to the plan approved by the Audit Committee, which is based on an integrated study and comprehensive risk assessment of the units subject to the audit at a level the bank. In addition, the internal audit sector carried out many other tasks assigned to it by the Bank or the monetary agency management.

### **INTERNAL AUDIT SYSTEM**

The Bank's Executive Management is responsible for establishing and maintaining an adequate and effective internal audit system, including policies, procedures and operations designed under the supervision of the Board of Directors to achieve the Bank's strategic objectives. To this end, a comprehensive system for internal audit is developed as recommended by the regulatory and control authorities, involving the framework of governance which assigns the roles and responsibilities of the Board of Directors and its affiliated Committees and Executive Management Committees, to ensure adequate control over the Bank. All Bank divisions and departments exert concerted and integrated efforts to improve the control environment through continuous review and simplification of procedures, and to prevent and correct any shortcomings in the internal control.

In addition to the control function being performed by risk and obligation sector, internal audit is a defense line independent from the Management. It is responsible for assessing and verifying the effectiveness of the Internal Audit System, including the compliance with policies and procedures, and the contribution to the ongoing effectiveness of the Internal Control System. Furthermore, reports on significant and specific weaknesses detected and corrective measures recommended in the Internal Audit System are to be submitted to the Audit Committee and Senior Management. The function of the Audit Committee is to effectively monitor the adequacy and effectiveness of the Internal Audit System to ensure the mitigation of specific risks to protect the Bank's interests.

Based on the ongoing Internal Audit assessment results during 2019, the Bank's Management believes that the current Internal Audit System of the Bank is designed properly, works effectively and is monitored constantly. Nevertheless, the Management is constantly striving to enhance the Bank's Internal Audit System. The Board believes that the Internal Audit

System is designed adequately and implemented successfully, and that there are no regulatory gaps or substantial weaknesses in the Bank's business for 2019. This comes based on reasonable assurances from the Board on the safety of the design and the effectiveness of the application of the Internal Audit System; and that no Internal Audit System, regardless of its sound design or application, can provide absolute assurances.

### PROFIT DISTRIBUTION POLICY

Bank's annual net profits, which are determined after deducting all the general expenses and other costs and developing precautionary reserves to face bad debts, investment losses and contingent liabilities that the Board deems necessary in conformity with the provisions of the Banking Control Regulations and the directives of the Saudi Arabian Monetary Authority (SAMA), are distributed as follows:

1. Zakat due on the Bank's shareholders is calculated and paid by the Bank to the competent authorities.
  2. No less than 25% of the remaining net profit shall be transferred after Zakat deduction to the statutory reserve till such reserve becomes at least equal to the Bank's paid-up capital.
  3. An amount no less than 5% of the paid-up capital is allocated from the remaining profits, after deducting the statutory reserve and Zakat, is to be distributed to the shareholders, according to the Board's proposal and the decision of the General Assembly. If the remaining profit rate accrued to shareholders is not enough to pay this percentage, the shareholders cannot claim payment during the year or the following years, and the General Assembly is not allowed to decide the distribution of a percentage of the profits exceeding the percentage proposed by the Board of Directors.
  4. After allocating the amounts mentioned in Clauses 1, 2, and 3, the remainder would be used as per the Board of Directors' recommendation and the General Assembly's decision.
- On 9 April 2019, the 9th Irregular General Assembly approved the recommendation received from the Board of the Directors on increasing the Bank's capital by granting 1 share for every 4 owned shares, so that the capital increases to SAR 7,500 million instead of SAR 6,000 million, with an increase of 25%.
  - According to the Board of Directors' decision on 18 July 2019, interim profits of SAR 300 million at 40 Halala per share with 4% of the nominal share value were disbursed for the first half of the quarter of 2019.

### MAJOR STAKEHOLDERS

The Bank's major stakeholders who owned more than 5% of shares as at the end of trading on 31 December 2019 as follows:

No.	Stakeholder name	Percentage (%)
1	Mohammed Alsubeaei & Sons Investments Company (MASIC)	19.24
2	Abdullah Ibrahim Alsubaie investing company	11.14
3	Mr. Khalid Saleh AlRajhi	10.55
4	Mr. Abdulrahman Abdulaziz Saleh AlRajhi	6.58
5	Mr. Mohammed Saleh Hamza Sairafi	5.09

## GENERAL ASSEMBLY'S MEETINGS DURING 2019

Bank Albilad held an Extraordinary General Assembly meeting for its shareholders during the fiscal year 2019. The 9th meeting was held on 4 Sha'aban 1440 AH (9 April 2019) for the aim of confirming the approval on the capital increase.

### A. Attendance record of Board of Directors and Committee Chairs Members for the General Assembly meeting 2019

Bank Albilad held the General Assembly meeting in 2019 on 04/08/2019 AH, 9 April 2019 (before the end of the previous session). The attendance record was as follows:

No.	Name	Attendance
1	Dr. Abdulrhman Ibrahim AlHumaid – Board of Directors Chairman – Executive Management Chairman	✓
2	Mr. Nasser Mohammed AlSubeaei	✓
3	Mr. Saud bin Mohammed Al Fayez – Chairman of Risk Committee	✓
4	Mr. Abdulrahman bin Mohammed Ramzi Addas – Chairman of Nomination and Remuneration Committee – Chairman of Compliance and Governance Committee	✓
5	Mr. Fahad Abdullah Bindekhayel	✓
6	Mr. Khalid Abdulaziz AlMukairin	Not Attended
7	Mr. Ahmed Abdulrahman Alhussan – Head of Audit Committee	✓
8	Eng. Omar bin Saleh Babaker	✓
9	Mr. Khalid bin Sulaiman Al Jasser	✓
10	Mr. Fahad bin Abdullah Al Qasim	✓
11	Mr. Khalid Abdulrahman AlRajhi	✓

### B. The results of the voting on the items of the General Assembly are as follows:

1. Approval on the report of the Board of Directors for the fiscal year ending on 31 December 2018.
2. Approval on the Auditors' report for the fiscal year ending on 31 December 2018.
3. Approval of the financial statements for the financial year ending on 31 December 2018.
4. Approval on the appointment of the Price PWC and KPMG Al-Fawzan & Partners, based on the recommendation of the Audit Committee, to examine, review and audit the financial statements for the first, second, and third quarters of the fiscal year 2019, as well as determine their fees.
5. Approval on the recommendation of the Board of Directors to increase capital by granting free shares according to:  
(a) the total amount of SAR 1,500 increase (b) the capital before the SAR 6,000 increase, as it will reach SAR 7,500 which is a 25% increase (c) the number of shares is 600 million shares increasing to 750 million shares (d) the aim of this recommendation is to increase the capital to enhance the Bank's financial solvency and retain its resources in the operating activities (e) the increases will be applied by capitalizing the amount of SAR (1,144,135,000) from the statutory reserve item and the amount of SAR (355,565,000) from the retained earnings item, by granting one share per four granted shares (f) in the case of the issues with the shares, they will be collected in one portfolio for all shareholders and will be sold at the market price and their value will be distributed to all eligible shareholders depending on each percentage, within a period not exceeding (30) days from the date determined for the new shared for each shareholder (g) and the eligibility will be for the shareholders who own shares at the end of the trading of the Extraordinary General Assembly, and for the registered shareholders at the depository center at the end of the second day of trading following the meeting.
6. Approval to absolve the Board of Directors' Members from liability for the fiscal year ending on 31 December 2019.

7. Approval on the authorization given to the Board of Directors to distribute interim dividends to the Bank's shareholders on a semi-annual or quarterly basis, if any, for the fiscal year of 2019. Also, to determine the maturity and disbursement date according to the organizational procedures issued in implementation of the corporate system which comply with the Bank's financial status, cash flows, expansion and investment plans.
8. Approval on disbursing SAR (3,520,000) as a remuneration for the Board of Directors' members at a SAR 320,000 for each member for the fiscal year ending 31 December 2018.
9. Approval on the election of 11 from among approved candidates for the membership of the Board of Directors for the next session, which will start a period of 3 years from 17 April 2019 until 16 April 2022. The result of the voting, based on cumulative voting, is shown below. The following names are ranked according to the highest votes received:
  1. Mr. Nasser Mohammed AlSubeaei
  2. Dr. Abdulrhman Ibrahim AlHumaid
  3. Mr. Khalid Abdulaziz AlMukairin
  4. Mr. Fahad Abdullah Bindekhayel
  5. Mr. Haytham Sulaiman ALSuhaimi
  6. Mr. Ahmed Abdulrahman Alhussan
  7. Dr. Zeyad Othman Alhekail
  8. Mr. Khalid Abdulrahman AlRajhi
  9. Mr. Abdulaziz Mohammed AlOnaizan
  10. Mr. Adeb Mohammed Abanumai
  11. Mr. Sameer Omar Baeisa
10. Approval on the formation of the tasks, work control and Members' remuneration of the Audit Committee for the next session, which will be for a period of 3 years and will start on 17 April 2019 until 16 April 2022.
  1. Mr. Adeb Mohammed Abanumai
  2. Mr. Jasser Abdulkarim Jasser
  3. Mr. Mohammed Farhan bin Nader
11. Approval on the formation of the Sharia Committee, which will start for a period of 3 years from 17 April 2019 until 16 April 2022 as the follows:
  1. His Excellency Sheikh Abdullah bin Sulaiman Al Maneea .
  2. His Excellency Sheikh Dr. Abdullah bin Mohammed AlMutlaq
  3. Sheikh Dr. Abdullah bin Misa Al Ammar
  4. Sheikh Dr. Mohammed bin Saud Al-Osaimi
  5. Sheikh Dr. Yousef bin Abdullah Al-Shabaili
12. Approval on amending Article No.7 related to the Bank's system applied by the capital according to the proposed increase in the Bank's capital if the Extraordinary General Assembly approves item No. 5 related to the capital increase.
13. Approval on amending Article No. 14 from the Bank's basic system related to capital reduction.
14. Approval on amending Article No. 18 from the Bank's basic system related the Board's authorizations and specialties.
15. Approval on amending Article No. 19 from the Banks basic system related to the Board's Committees and Audit Committee.
16. Approval on amending Article No. 21 from the Bank's basic system related the Board Chairman, Managing Director and Secretary authorizations and specialties.
17. Approval on amending Article No. 29 from the Bank's basic system related to holding stakeholders' General Assemblies.
18. Approval on amending Article No. 32 from the Bank's basic system related to the quorum of the Extraordinary General Assemblies.
19. Approval on amending Article No. 38 from the Bank's basic system related to the Auditors' responsibilities.
20. Approval on amending Article No. 40 from the Bank's basic system related to the financial documents.
21. Approval on amending Article No. 41 from the Bank's basic system related to the profit distributions.

22. Approval on amending Article No. 44 from the Bank's basic system related to the Company's losses.
23. Approval on amending Article No. 45 from the Bank's basic system related to the Company's liquidation mechanisms.
24. Approval on removing Article No.46 from the Bank's basic system related to the Company's seal (and amending the following Article related to companies' systems and related regulations, after numbering it as 46).
25. Approval on the work and contracts that will be done in cooperation with Muhammed bin Ibrahim Alsubeaei & Sons Co., where Mr. Nasser Mohammed Alsubeaei is a direct partner, as well as the Deputy Chairman of its Board of Directors. The approval includes location rental for the ATM in Riyadh for SAR 102,000 annually, with a contract that starts on 3 July 2019 until 2 July 2025, and there are no preferential terms in these contracts.
26. Approval on the work and contracts that will be done in cooperation with Muhammed bin Ibrahim Alsubeaei & Sons Co., which Mr. Nasser Mohammed Alsubeaei (Non-executive Member) is a direct partner in, as well as the Deputy Chairman of its Board of Directors. The approval includes location rental for Enjaz Center – AlKhalidya South branch – Dammam, for SAR 174,790 annually with a contract that starts on 6 April 2015 until 4 December 2026, and there are no preferential terms in these contracts.
27. Approval on the work and contracts that will be done in cooperation with Mohammed bin Ibrahim Alsubeaei & Sons Co., which Mr. Nasser Mohammed Alsubeaei (Non-executive Member) is a direct partner in, as well as the Deputy Chairman of its Board of Directors. The approval includes (location rental for Enjaz Industrial Center 2 – Riyadh) for SAR 472,000 annually with a contract starts on 6 April 2016 until 5 April 2026), and there are no preferential terms in these contracts.
28. Approval on the work and contracts that will be done by Albilad Investment Company in cooperation with Khalid Abdulaziz AlMukairin & Sons Holding Co., where Mr. Khalid Abdulaziz AlMukairin (Non-executive Member) is the owner, as well as the Chairman of its Board of Directors. The approval includes (two offices (101) and (102) in Riyadh) for SAR 1,168,200 annually with a contract that starts on 1 January 2013 until 31 December 2019), and there are no preferential terms in these contracts.
29. Approval on the work and contracts that will be done by Albilad Investment Company in cooperation with Khalid Abdulaziz AlMukairin & Sons Holding Co., where Mr. Khalid Abdulaziz AlMukairin (Non-executive Member) is the owner, as well as the Chairman of its Board of Directors. The approval includes two offices (103) and (104) in Riyadh for SAR 1,089,000 annually, with a contract that starts on 1 January 2013 until 31 December 2019, and there are no preferential terms in these contracts.
30. Approval on the work and contracts that will be done by the Bank in cooperation with Library Shops Company, where Mr. Khalid Abdulaziz AlMukairin (Non-Executive Member) is an indirect partner as he is the Chairman of its Board of Directors. The approval includes the supply of furniture for the Country Tower on King Fahed St.in Riyadh for SAR 17,545,864 annually, with a contract that starts on 21 November 2017 until 21 November 2018, and there are no preferential terms in these contracts.
31. Approval on the work and contracts that will be done by the Bank in cooperation with Mr. Abdulrahman Saleh AlRajhi, Co. which Mr. Khalid Abdulrahman Saleh AlRajhi is (Non-executive Member) is a direct partner in, as he is the owner's son. The approval includes Enjaz Center rental – Al Khafji Governate for SAR 150,000 annually, with a contract that starts on 8 August 2016 until 10 April 2020, and there are no preferential terms in these contracts.
32. Approval on the work and contracts that will be done by the Bank in cooperation with Jarir Marketing Company, which Mr. Fahad Abdullah Al Qassim is (Non-Executive Member) is a direct partner in, as he is a Member of the Board of Directors. The approval includes stationary for the Bank for SAR 2,348,716.3 annually, with a contract that starts on 22 April 2018 until 8 April 2021, and there are no preferential terms in these contracts.
33. Approval on the work and contracts that will be done by Albilad Investment Company in cooperation with Jarir Marketing Company, in which Mr. Fahad Abdullah AL Qassim is (Non-Executive Member) is a direct partner, as he is a Member of the Board of Directors. The approval includes the furniture supply to Albilad Investment Company for SAR 1,187,420 annually, with a contract that starts on 19 December 2017 until 28 February 2018), and there are no preferential terms in these contracts.

34. Approval on the work and contracts will be done by the Bank in cooperation with Mr. Abdulrahman bin Abdulaziz Saleh Al Rajhi, as he is a major stakeholder, on the rental of Enjaz Center in Yanbou for SAR 180,000 annually, with a contract that starts on 9 August 2015 until 8 August 2025, and there are no preferential terms in these contracts.
35. Approval on the work and contracts that will be done by the Bank in cooperation with Mr. Abdulrahman bin Abdulaziz Saleh Al Rajhi, as he is a major stakeholder, on the rental of the Bank's branch in Buraidah for SAR 400,000 annually, with a contract that starts on 1 June 2015 until 31 May 2025, and there are no preferential terms in these contracts.
36. Approval on the work and contracts that will be done by the Bank in cooperation with Mr. Abdulrahman bin Abdulaziz Saleh Al Rajhi, as he is a major stakeholder, on the rental of the Bank's branch in Dammam for SAR 500,000 annually, with a contract that starts on 15 September 2010 until 14 September 2025, and there are no preferential terms in these contracts.
37. Approval on the work and contracts that will be done by the Bank in cooperation with 21 Century as it is the it is real estate partner which Mr. Fahad Abdullah Al Qassim (Non-Executive Member) and a partner in it, on (providing real estate appraisal services) for SAR 1,205,663 annually with a contract starts on 26 August 2018 until 27 August 2019, and there are no preferential terms in these contracts.

## **CODE OF ETHICS AND PROFESSIONAL CONDUCT**

Having a code of ethics, professional conduct and pertinent principles are the cornerstones of the Bank Albilad Group's businesses' ethical and professional behaviors. Application of these assists the Group with realizing the Bank's vision and mission, and protects all its stakeholders including investors, customers and dealers. It also protects the Bank's interests, improving its businesses and reputation as well as its logo/trademark. The Bank has successfully earned its respectful reputation by adhering to its banking principles, and values that are based on the Islamic Sharia rules and compliant with laws, regulations, guidelines, and directives issued and stipulated by regulatory authorities such as SAMA and CMA. This positive reputation is also attributed to the sincere commitment and devotion of all Bank employees, who are eager to provide customers with the best possible banking services at world-class level, both professionally and ethically.

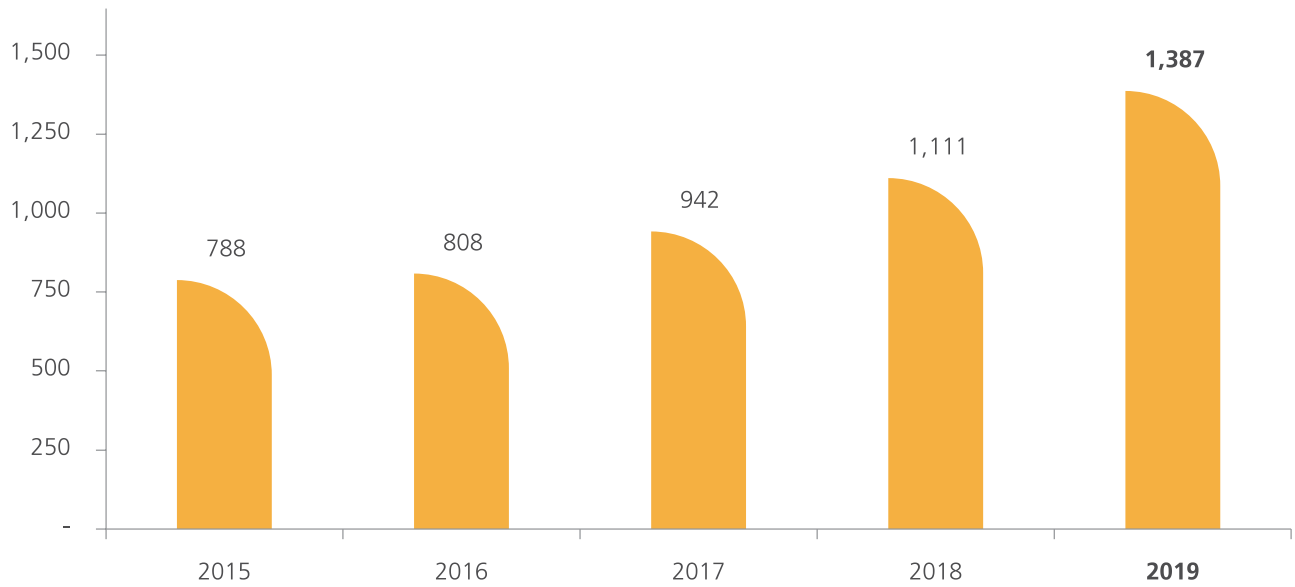
Trust, honesty, respect and responsibility are essential foundations on which this reputation has been established, and a source for the value the Bank effortlessly provides to customers. The Bank imposes obligations on itself with regards to numerous stakeholders, to carry on and maintain its well-established principles and values. Therefore, it is imperative for all Bank employees to perform their job functions and duties towards customers and all counterparties in a way that maintains respect to others, reflects a good image of the Bank and its employees, ensures preservation of the good reputation of the Bank, and endeavor not to expose the Bank to any damages resulting from disrespectful behavior inside or outside the Bank, within the Kingdom or abroad. By the same token, all Bank employees are required to treat others with honor and dignity, being liable for their deeds, and compliant to the prevailing laws, literally and non-literally. They are also required to be open-minded, frank, and honest for high and factual decision-making processes.

## **OPERATIONAL RESULT**

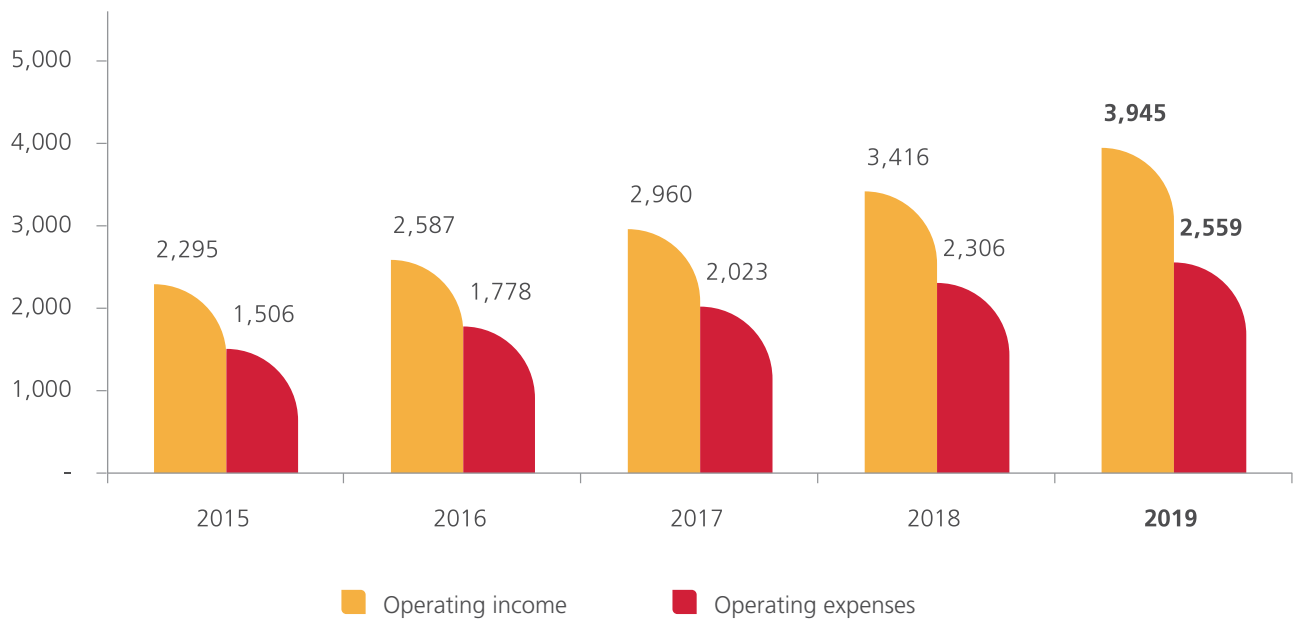
During the year 2019, the Bank earned a net profit of SAR 1,243.7 million after Zakat, compared to a net profit of SAR 612.7 million in 2018. This is an increase of 103% as a result of changing the Zakat calculation method, by adjusting the effect retroactively in line with the standard IFRS 8 for accounting policies, and by confirming Zakat in the income statement and being consistent with the IFRS.

Further, the Bank earned a net profit during the year 2019 before Zakat of SAR 1,386.7 million, compared to a net profit of SAR 1,110.5 million in the previous year, i.e. an increase of SAR 276.2 million or 24.9%. This growth was due to the increase of total operating income by 15.5%, as a result of the net income of investment and financing assets increase by 25.5%, to reach SAR 2,717 million. On the other hand, the total operating expenses increased by 11% to reach SAR 2,559 million, as a result of the increase in consumption and other general and administrative expenses, as well as in the employees' salaries and benefits.

**Net income return to the Bank's shareholders in the past 5 years before zakat (SAR million)**



**(SAR million)**

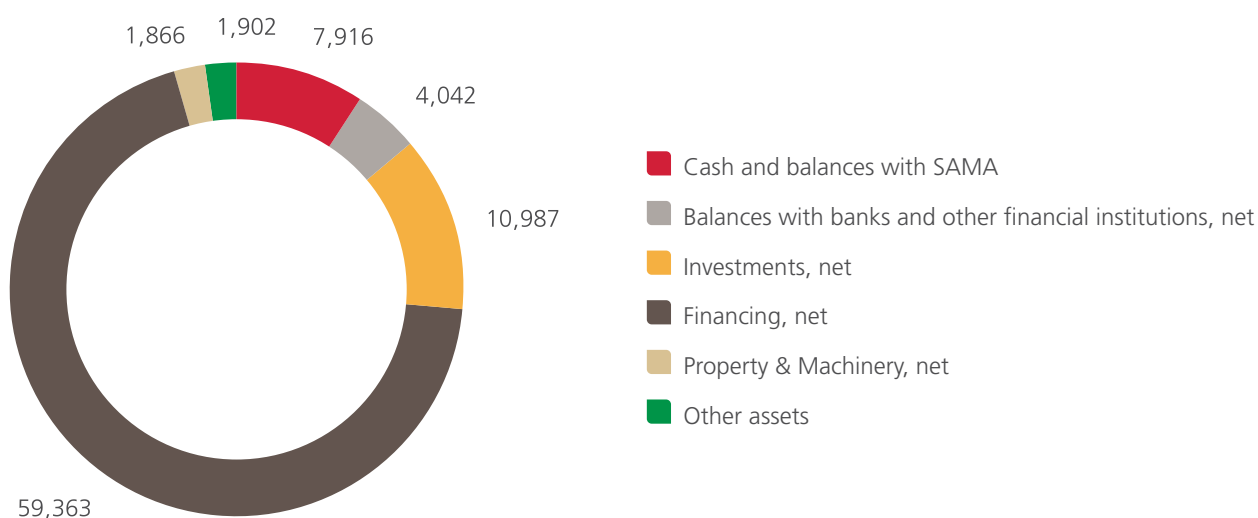


## FINANCIAL POSITION

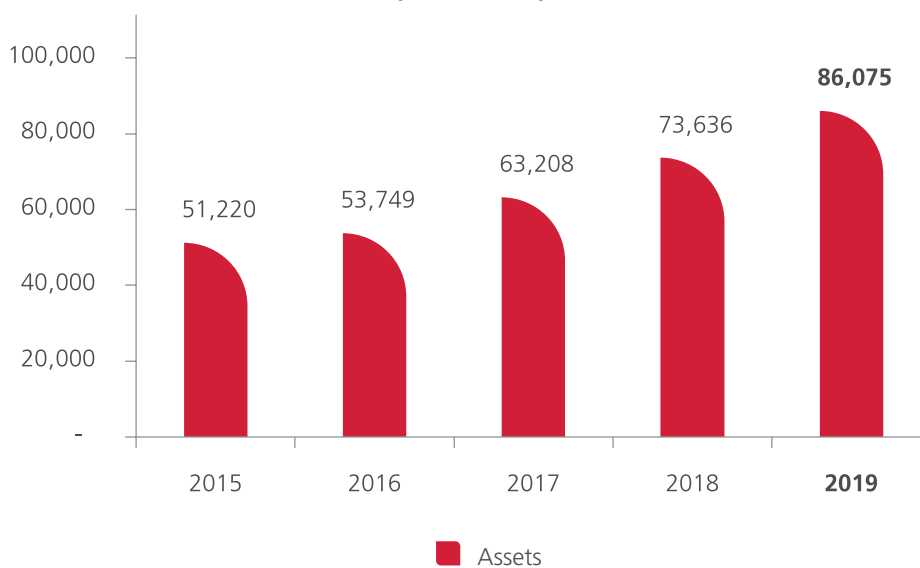
### ASSETS

By the end of the year 2019, the Bank's assets amounted to SAR 86,075 million, compared to SAR 73,636 million in 2018, i.e. an increase of SAR 12,439 million or 16.9% over last year. The increase in financial assets is due to the increase in the Bank's financing and investments.

Composition of assets (SAR million)

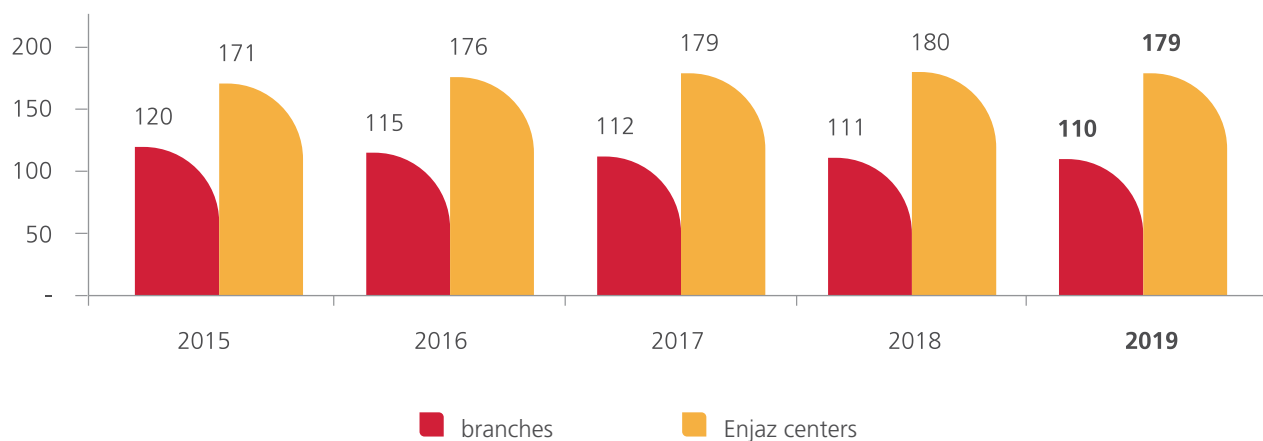


(SAR million)





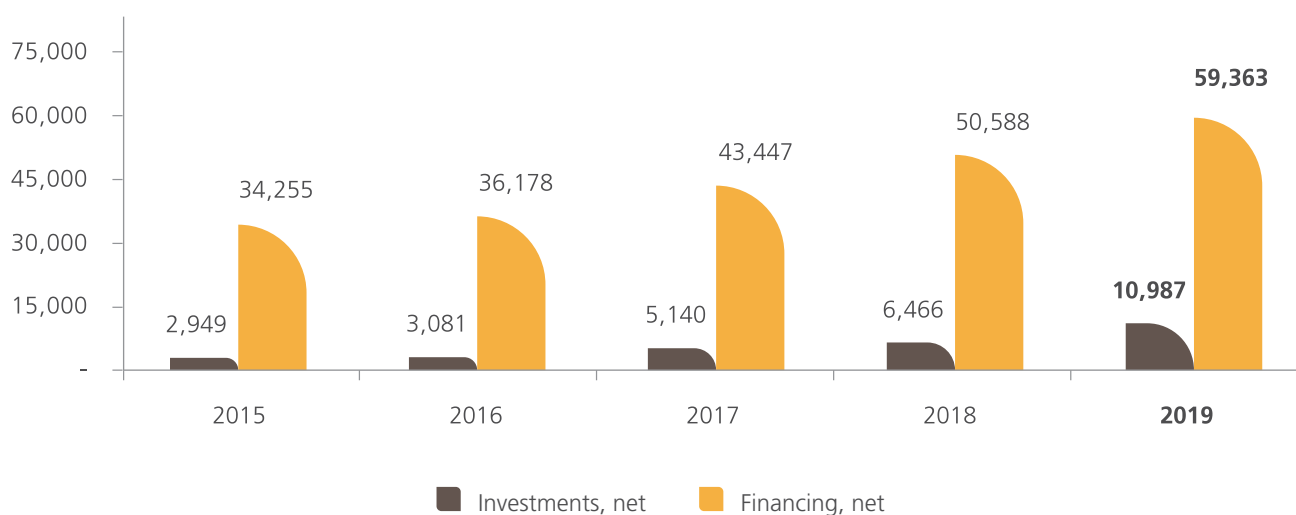
### Albilad branches and Enjaz centers during the past 5 years



### NET FINANCING AND INVESTMENT

The net financing portfolio increased by SAR 8,774 million or 17.3% to reach SAR 59,363 million at the end of December 2019. Likewise, the investment portfolio recorded an increase of SAR 4,521 million or 70%, to reach SAR 10,987 million.

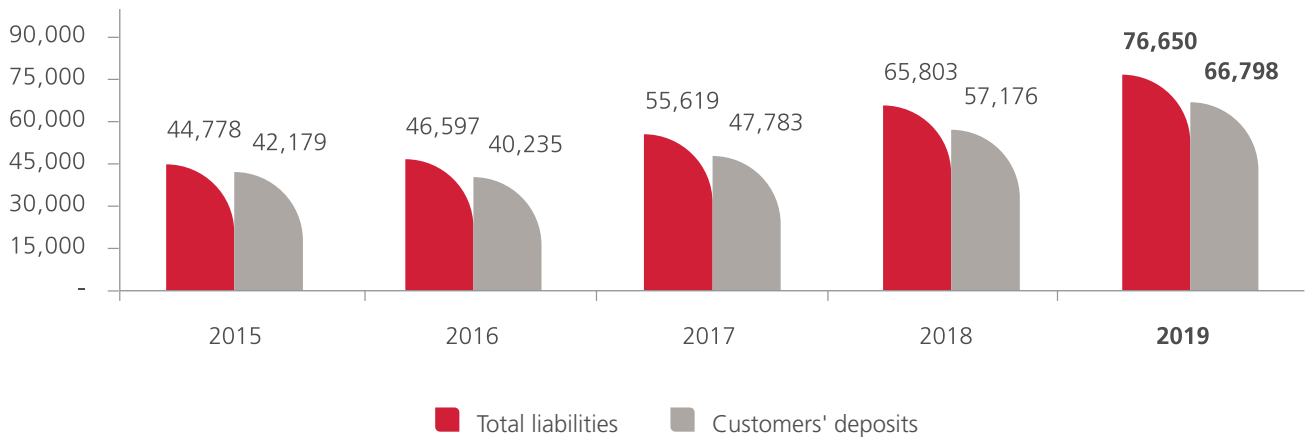
### Net Finance and Investment (SAR million)



## CUSTOMERS' DEPOSITS

The customers' deposits increased by SAR 9,622 million or 16.8%, to reach SAR 66,798 million by the end of the year 2019, compared to SAR 57,176 million by the end of the year 2018.

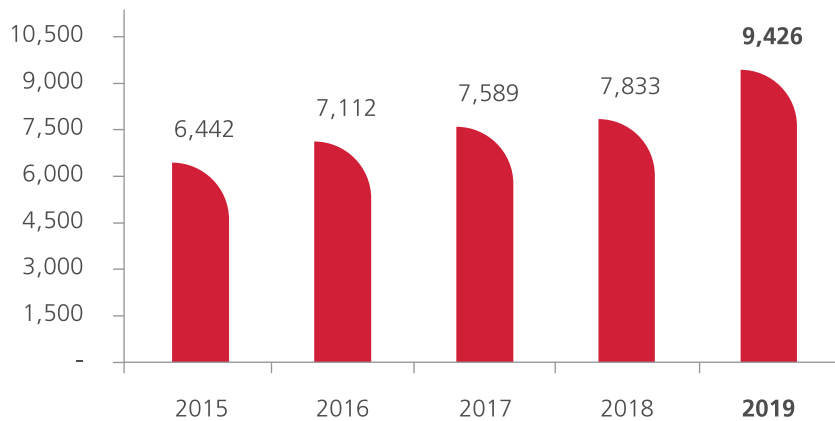
**Customers Deposits (SAR million)**



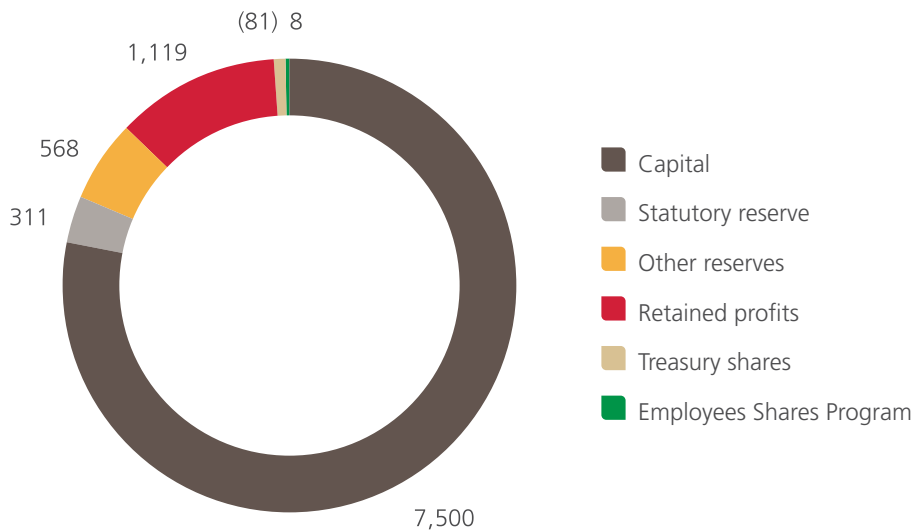
## SHAREHOLDERS' EQUITY

Total owners' equity recorded an increase in the amount of SAR 1,593 million, or 20.3%, to reach SAR 9,426 million by the end of December 2019, compared to SAR 7,833 million by the end of December 2018. This is mainly attributed to the increase of the Bank's net income. Issued common shares totaled 750 million. The capital adequacy rate reached 17.5% by the end of 2019. The Bank's return on average assets reached 1.56%, whereas return on average owners' equity reached 14.4% and earnings per share amounted to SAR 1.67.

**Total Shareholders' Equity for the Last 5 Years**



**Composition of returns on shareholders' equity (SAR million)**



## FINANCIAL STATISTICS

THE FOLLOWING IS AN ANALYSIS OF THE MOST IMPORTANT ITEMS IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION:

(SAR million)	2019	2018	2017	2016	2015
Investments, net	10,987	6,466	5,140	3,081	2,949
Financing, net	59,363	50,588	43,447	36,178	34,255
Total assets	86,075	73,636	63,208	53,749	51,220
Customers' deposits	66,798	57,176	47,783	40,235	42,179
Total liabilities	76,650	65,803	55,619	46,597	44,778
Total shareholders' equity returns to the Bank's shareholders	9,426	7,833	7,589	7,112	6,442

(SAR million)	2019	2018	Change	Change %
Investments, net	10,987	6,466	4,521	69.9%
Financing, net	59,363	50,588	8,774	17.3%
Total assets	86,075	73,636	12,439	16.9%
Customers' deposits	66,798	57,176	9,622	16.8%
Total liabilities	76,650	65,803	10,847	16.5%
Total shareholders' equity returns to the Bank's shareholders	9,426	7,833	1,593	20.3%

## ANALYSIS OF THE MAIN ITEMS OF THE CONSOLIDATED INCOME STATEMENT:

(SAR million)	2019	2018	2017	2016	2015
Net income from investment & financing Assets	2,717	2,164	1,739	1,408	1,162
Fees & commissions income, net	804	843	834	812	779
Foreign exchange gains, net	314	316	310	311	317
Total operating income	3,945	3,416	2,960	2,587	2,295
Provision for decline of financing & other financial assets	536	490	379	238	92
Total operating expenses	2,559	2,306	2,023	1,778	1,506
Net year income before Zakat	1,387	1,111	936	809	788
Zakat	143	498	-	-	-
Net year income	1,244	613	936	809	788
Returns to:					
Bank's shareholders	1,244	613	942	808	788
Uncontrolled share/holding/quota	-	-	(6)	1	-
Net year income	1,244	613	936	809	788

(SAR million)	2019	2018	Change	Change %
Net income from investment & financing assets	2,717	2,164	553	25.5%
Fees & commissions income, net	804	843	(39)	(4.6%)
Foreign exchange gains, net	314	316	(2)	(0.6%)
Total operating income	3,945	3,416	529	15.5%
Provision for decline of financing & other financial assets	536	490	46	9.4%
Total operating expenses	2,559	2,306	253	11.0%
Net year income before Zakat	1,387	1,111	276	24.8%
Zakat	143	498	(355)	(71.3%)
Net year income	1,244	613	631	103.0%

## APPLIED ACCOUNTING STANDARDS

In accordance with the International Financial Reporting Standards approved in the Kingdom of Saudi Arabia and other standards and other issues issued by Saudi Organization for Certified Public Accountants.

The consolidated financial statements for the 12 months ending on 31 March 2019 and 31 December 2018, consecutively, have been prepared as per the international standards for financial reporting. They were amended by the Saudi Arabian Monetary Agency (SAMA) for calculating Zakat and income tax in compliance with the International Standard No. (12) "Income tax," and the explanation of the International Financial Reporting Standards Committee No. 21 - "Taxes," in relation to Zakat and Income Tax (along with the Banking Control Regulation and the Companies Law in the Kingdom of Saudi Arabia).

On 17 July 2019, SAMA instructed banks in the Kingdom to provide proof of Zakat in the income statement. This should be in line with the International Financial Reporting Standards and the explanations issued by the International Accounting Standards Board, certified in the Kingdom of Saudi Arabia, along with other standards and releases approved by the Saudi Organization for Certified Public Accountants (referred to collectively as "International Financial Reporting Standards accepted in the Kingdom of Saudi Arabia").

As a result, on June 30 2019, the Group changed its Zakat calculation method, by adjusting the effect retrospectively in line with IFRS No.8 related to accounting policies and accounting estimates and errors. The effect of this change is shown in disclosure No. 23 of Bank Albilad's consolidated annual financial statements of the year 2019.

## INTERNATIONAL FINANCIAL REPORTING STANDARDS NO. 16 (LEASING CONTRACTS)

The Bank adopted the International Standard for Financial Report No. 16 (Leasing Contract) as of 1 January 2019, and the change in accounting policies as a result of this new standard was disclosed, along with Zakat calculation in the Discloser No. 3, in the annual Consolidated Financial Statements of Bank Albilad for the year 2019.

### Key business sectors and activities of the Bank and its subsidiaries:

The Bank and its subsidiaries practice the following activities:

<b>Retail banking:</b>	Includes services and products provided to individuals, such as deposits, finance for individuals, remittances and foreign exchange.
<b>Corporate banking:</b>	Includes services and products provided to companies and legal person customers, such as deposits, finance and business services to customers.
<b>Treasury:</b>	Includes Capital Market and the provision of treasury services.
<b>Investment banking and brokerage:</b>	Includes investment management services and assets management activities associated with the services of handling, management, arrangement, counseling and maintenance of securities.

**IMPACT OF KEY ACTIVITIES ON THE BANK BUSINESSES AND TOTAL REVENUES ARE ILLUSTRATED AS FOLLOWS:**

<b>2019 (SAR million)</b>	<b>Activity</b>	<b>Revenue %</b>
Retail banking	2,281,817	58%
Corporate banking	1,057,032	27%
Treasury	426,592	11%
Investment banking and brokerage	179,906	4%
<b>Total</b>	<b>3,945,347</b>	<b>100%</b>

**GEOGRAPHICAL ANALYSIS OF THE BANK INCOME AND ITS SUBSIDIARIES**

**Analysis of the total earnings by region:**

<b>(SAR million)</b>	<b>Central</b>	<b>Western</b>	<b>Eastern</b>	<b>Total</b>
Total Income for the Year 2019	<b>2,341</b>	<b>928</b>	<b>676</b>	<b>3,945</b>

Most of Bank Albilad's earnings (including its subsidiaries) are mainly achieved inside the Kingdom of Saudi Arabia. The Bank has no branches or companies operating outside the Kingdom of Saudi Arabia.

**BANK SUBSIDIARIES**

**Bank Albilad owns 2 subsidiaries as the following:**

<b>Company name</b>	<b>Establishment date</b>	<b>Main activity</b>	<b>Capital</b>	<b>Country of operations</b>	<b>Country of establishment</b>	<b>Ownership (%)</b>
Albilad Investment Company (Albilad Capital)	20 November 2007	Performs investment services and assets management activities represented in arranging, managing, counseling and holding securities.	SAR 200 million	Riyadh, Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	100%
Albilad Real Estate Company Ltd.	17 September 2006	Carries out registration procedures related to real estate guarantees provided to the Bank by its customers as collaterals.	SAR 500,000	Riyadh, Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	100%

## STRATEGIC INVESTMENT

Company Name	Establishment date	Main activity	Authorized capital	Paid capital	Country of operations	Country of establishment	Ownership (%)
Bayan Credit Information Company	28 December 2015	The Company provides credit information services, valuation services, credit valuation and consultation for companies and businesses.	SAR 100,000	SAR 50 million	Riyadh, Kingdom of Saudi Arabia	Kingdom of Saudi Arabia	15%

## SUMMARY OF THE FINANCIAL RESULTS OF THE BANK AND ITS SUBSIDIARIES (GROUP) AS OF DECEMBER 31 2019:

2019 SAR	Retail banking	Corporate banking	Treasury	Investment banking and brokerage	Total
Total assets	36,097,504	30,556,136	18,623,502	798,289	86,075,431
Total liabilities	52,405,238	12,866,552	11,175,488	202,230	76,649,508
Net income from investment and financing assets	1,517,395	922,037	263,710	13,829	2,716,971
Net income from fees, commission and others	764,422	134,995	162,882	166,077	1,228,376
Total operating income	2,281,817	1,057,032	426,592	179,906	3,945,347
Net provision decrease in financing and other financial assets	159,547	372,360	3,020	696	535,623
Depression and amortization	190,221	48,966	6,503	3,234	248,924
Total operating expenses	1,706,099	683,932	77,302	91,291	2,558,624
Net income before Zakat	575,718	373,100	349,290	88,615	1,386,723

Consolidated financial statements include all financial statements of the Bank and its subsidiaries, which are Albilad Investment Company and Albilad Real Estate Company, collectively referred to as the "Group".



## PENALTIES IMPOSED ON THE BANKS AND ITS SUBSIDIARIES BY THE SUPERVISORY AUTHORITIES

During the year 2019, financial penalties were imposed on the Bank and its subsidiaries because of violations in the operating activities. All of which have been remedied.

The table below illustrates the penalties imposed on the Bank by the supervisory authorities:

Penalty subject	2019		2018	
	Number of penal decisions	Total amount of financial penalties SAR	Number of penal decisions	Total amount of financial penalties
Penalties of not committing to SAMA's instructions	14	1,266,000	10	135,000
Penalties of not committing to SAMA's instructions related to customers' safety	3	40,000	2	15,000
Penalties of not committing to SAMA's instructions on due diligence	1	15,000	-	-
Penalties of not committing to the instructions of SAMA's related to enhancing ATMs and POS devices	-	-	1	47,000
Penalties on not committing to the instructions of SAMA to prohibit money laundry and terrorism finance	-	-	-	-
<b>Total</b>	<b>18</b>	<b>1,321,000</b>	<b>13</b>	<b>197,000</b>

The table below illustrates the penalties imposed on the Bank from supervisory and regulatory authorities:

Supervisory authorities	Number of penalties	Total number of penalties SAR	Penalties brief
Ministry of Municipal & Rural Affairs	73	482,100	<ul style="list-style-type: none"> <li>• 3 penalties from Riyadh Municipality related to violation on boards in countries branches</li> <li>• 37 penalty from Riyadh Municipality on boards and posters related to Enjaz</li> <li>• 32 penalty from Riyadh Municipality related to ATMs</li> <li>• Unclarity of road signage and boards at the work area</li> </ul>
Capital Markets Authority of Saudi Arabia	1	10,000	The Bank didn't commit in providing CMA with enough information related to the fiscal year by 31 December 2018
SADAD Payment System	1	96,776	A penalty from SADAD Payment System due to failure in achieving the targeted requirements in the first quarter of 2019
Ministry of Labor	2	20,000	Penalties on not committing to Ministry of Labor's rules and regulations
<b>Total</b>	<b>77</b>	<b>608,876</b>	

The Bank seeks to avoid the recurrence of these penalties by adopting policies and allocating the necessary resources in line with the instructions of the supervisory and regulatory authorities.

## MICRO, SMALL AND MEDIUM ENTERPRISES (MSMES)

### QUALITATIVE DISCLOSURE

During 2019, Bank Albilad completed the expansion policy for the MSME Sector. On one hand, expansion serves as a contribution to and implementation of the Kingdom Vision 2030; on the other, it is intended to meet the banking needs of the sector. To this end, financing programs, especially tailored banking solutions, have been provided for the public and private sectors. The Bank increased its contribution to "Kafalah" program and signed a new cooperation agreement intended to encourage maximum utilization of "Kafalah" program for small, medium and micro enterprises. To add on, a number of new strategic partnerships have been discussed with some regulatory agencies. Furthermore, the Bank continues to consolidate relationship with the clients by providing them with the best banking practices through conducting many specialized workshops delivered by experts in trade, financing, and electronic services. Different questionnaires were conducted to get feedbacks on quality of services provided, and to assess the customers' experience for working on further improvements.

### QUANTITATIVE DISCLOSURE

(SAR million – 2019)

Details	Micro	Small	Medium	Total
Direct facilities provided to MSMEs	32	1,059	1,997	3,088
Indirect facilities provided to MSMEs (face value)	381	228	583	1,192
Direct facilities provided to MSMEs as percentage to total direct facilities	0.05%	1.75%	3.30%	5.11%
Indirect facilities provided to MSMEs as percentage to total indirect facilities	5.40%	3.23%	8.27%	16.91%
<b>Direct and indirect facilities</b>				
Number direct and indirect facilities customers	190	213	560	963
Number of direct and indirect facilities guaranteed by Kafalah Program	17	105	22	144
Total direct and indirect facilities guaranteed by Kafalah Program	23	187	109	318

(SAR million – 2018)

Details	Micro	Small	Medium	Total
Direct facilities provided to MSMEs	22	1,250	1,643	2,914
Indirect facilities provided to MSMEs (face value)	22	301	351	674
Direct facilities provided to MSMEs as percentage to total direct facilities	0.04%	2.42%	3.18%	5.65%
Indirect facilities provided to MSMEs as percentage to total indirect facilities	0.40%	5.47%	6.39%	12.26%
<b>Number of direct and indirect facilities</b>				
Number direct and indirect facilities customers	44	261	157	462
Number of direct and indirect facilities guaranteed by Kafalah Program	8	77	9	94
Total direct and indirect facilities guaranteed by Kafalah Program	10	234	68	312

## **FINANCING AND ISSUED SUKUK**

In its financing activities, Bank Albilad normally deals as usual with other banks and the Saudi Arabian Monetary Authority (SAMA).

On August 30, 2016 the Bank issued 2,000 enhanced Sukuk certificates with a value of SAR1,000,000 each, payable on quarterly basis - 29 February., 30 May, 30 August, and 30 November. of every year until 30 August 2026, the date set for repayment. The Bank has the right to redeem on or after 30 August 2021 upon satisfaction of certain conditions as per the provisions outlined in the Bulletin of Issuance. Sukuk certificates may also be redeemed under certain conditions specified in the abovementioned bulletin. The Bank didn't face issues in make payments (profits / actual amounts) due during the year. The expected profit of Sukuk is the basic rate for 3 months, in addition to 2% profit margin.

## **PROFITABILITY OF SHARES**

The basic and reduced profits of the shares for years ending on 31 Dec. 2019 and 2018 were calculated by dividing the net income of the Bank shareholders by weighted - average number of standing shares of the year (746 million shares in 2019, and 746 shares in 2017) after Treasury shares were excluded.

## **END OF SERVICE GRATUITY**

The bank's employees end of service is provided according to the Saudi labor system and is included among other liabilities in the consolidated statement of financial position.

## **EMPLOYEES' SHARE PROGRAM**

The Bank offers its eligible employees an equity-settled share-based payment plan as approved by SAMA. As per the plan, eligible employees of the Bank are offered stocks to be withheld out of their annual bonus payments.

The cost of the plan is measured by reference to the fair value at the date on which the stocks are granted.

The cost of the plan is recognized over the period in which the service condition is fulfilled, ending on the date on which the relevant employees become fully entitled to the stock option ('the vesting date'). The cumulative expense recognized for the plan at each reporting date until the vesting date, reflects the extent to which the vesting period has expired and the Bank's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of income for a year represents the movement in cumulative expense recognized as at the beginning and end of that year.

The Bank, with the approval from SAMA, has an agreement with an independent third-party for custody of the shares under the plan, in addition to any benefits accrued to those shares.

Important incentives generated from the program are as follows:

<b>Details</b>	<b>2019</b>
Product date	3 March 2019
Due date	1 January 2020 25% 1 January 2021 25% 1 January 2022 50%
Number of shares generated at the date of grants	482,698
Share price on the day of grant (SAR)	24.63
Shares value granted on the date of grants (SAR 000)	11,889
Maturity period	3 years
Grant condition	Current employees
Payment method	Shares
<b>The following statement of variation of employees shares program during the year:</b>	
	<b>2019</b>
At the beginning of the year	1,139,410
Shares granted during the year	603,401
Relinquished shares	(138,337)
Disbursed shares	(466,024)
After capital increase in 2019	168,387
At the end of the year	1,306,837

These shares are granted only under service conditions and are not relied on the market conditions.

## **TRANSACTIONS WITH RELATED PARTIES**

In the course of conducting its day-to-day business, the Bank deals with related parties by conducting transactions that are subjected to the controls stipulated in the Banks Control System and the instructions issued by SAMA. Nature and balances of these transactions for the year ended in 31 December 2019 are illustrated below (all amounts are in SAR 000):

The nature and balances of these transactions ended on 31 December 2019 are as follows:

### **A. BOARD OF DIRECTORS, EXECUTIVE MANAGEMENT, SENIOR STAKEHOLDERS AND THEIR SUBSIDIARY COMPANIES:**

<b>Details</b>	<b>2019 SAR</b>
Finance*	3,230,862
Finance**	5,654,914
Commitments and contingencies	122,549
Deposits	271,235

\*The amounts of credit facilities used according to the definition of the related parties according to the international financial reporting standards.

\*\*The values of the amounts of the credit facilities used according to the definition of the related parties in accordance with the international standards for financial reports and the regulations of the Capital Market Authority and the Saudi Arabian Monetary Agency.

## B. GROUP'S INVESTMENT FUNDS

This item represents balances with the Group's investment funds as on 31 December 2019:

<b>Details</b>	<b>2019 SAR</b>
Customers deposits	32,954
Investments - units	428,552

## C. REVENUES AND EXPENSES

The following is an analysis of the income and expenses relating to transactions with related parties that are included in the consolidated income statement for the year ended 31 December 2019:

<b>Details</b>	<b>2019 SAR</b>
Revenues	242,665
Expenses	10,936

## D. TOTAL COMPENSATIONS PAID TO SENIOR MANAGEMENT STAFF DURING THE YEAR AS THE FOLLOWING:

<b>Details</b>	<b>2019 SAR</b>
Staff benefits	75,802

The Group deals through the course of its ordinary business with related parties. These transactions are subject to the rules and regulations set by the regulations and policies of the relevant regulatory bodies, and according to the Bank's approved mechanisms available in governance documents.

On the other hand, the major shareholders are those who own 5% or more of the Bank's capital. Senior Executives mean those persons who have the authority and responsibility to carry out the planning, direction and supervision of the Bank's direct and indirect activities.

The following table lists information on the activities and contracts to which the Bank was a party and in which any of the Board Members, Senior Executives or any person related to any of them has interest in, during 2019 (all amounts in SAR).

No.	Nature of the contract	Name of the relevant party	Contract duration	Annual contract value (SAR)
1	Lease contract for ATM location – Riyadh., owned by Mr. Mohammed bin Ibrahim Alsubeaei & Sons Company	Board of Directors Member - Mr. Nasser Mohammed Alsubeaei (He is the Vice Chairman and partner in the company)	03/07/2015 to 02/07/2025	102,000
2	Lease contract of ENJAZ center of the southern branch of southern Khalidiyah district in Dammam, owned by Mohammed Bin Ibrahim Alsubeaei & Sons Company	Board of Directors Member - Mr. Nasser Mohammed Alsubeaei (He is the Vice Chairman and partner in the company)	05/12/2016 to 04/11/2026	174,790
3	A lease contract for the second Industrial ENJAZ Center - Riyadh City, owned by Mohammed bin Ibrahim Alsubeaei & Sons Company.	Board of Directors Member - Mr. Nasser Mohammed Alsubeaei (He is the Vice Chairman and partner in the company)	06/04/2016 to 05/04/2026	472,000
4	A lease ATM contract – Riyadh, owned by Masic Logistics	Board of Directors Member - Mr. Nasser Mohammed Alsubeaei (He is the Vice Chairman and partner in the company)	18/03/2018 to 03/17/2028	60,000
5	A lease ATM contract – Riyadh, owned by Mohammed Ibrahim Alsubeaei & Sons Co.	Board of Directors Member - Mr. Nasser Mohammed Alsubeaei (He is the Vice Chairman and partner in the company)	01/12/2019 to 30/12/2029	25,000
6	A lease ATM contract – AL jubail, owned by Byoot Al Arjaan Company	Board of Directors Member - Mr. Nasser Mohammed Alsubeaei (He is the Vice Chairman and partner in the company)	05/08/2018 to 04/08/2025	90,000
7	A lease ATM contract Yanbou, owned by Byoot Al Arjaan Company	Board of Directors Member - Mr. Nasser Mohammed Alsubeaei (He is the Vice Chairman and partner in the company)	01/09/2018 to 31/08/2025	80,000
8	A lease contract for main Enjaz Center Yanbou, owned by Mr. Abdulrahman Abdulaziz bin Saleh AlRajhi	Mr. Abdulrahman Abdulaziz bin Saleh AlRajhi (Major shareholder)	09/08/2015 to 08/08/2025	180,000
9	A lease contract for Bank Albilad- Al Khubayb, Buraidah branch owned by Mr. Abdulrahman Abdulaziz bin Saleh AlRajhi	Mr. Abdulrahman Abdulaziz bin Saleh AlRajhi (Major shareholder)	01/06/2015 to 31/05/2025	400,000
10	A lease contract for the main Bank Albilad branch – Dammam owned by Mr. Abdulrahman Abdulaziz bin Saleh AlRajhi	Mr. Abdulrahman Abdulaziz bin Saleh AlRajhi (Major shareholder)	15/09/2010 to 14/09/2025	500,000
11	A lease contract for Enjaz Center – Al Khafji Governate, owned by Mr. Khaled Abdulrahman AlRajhi	Board of Directors Member - Mr. Khalid Abdulrahman AlRajhi (Property owner's son)	08/08/2016 to 10/04/2020	150,000
12	Lease contract for offices No. (101) and (102), with Albilad Investment Company, located on King Fahed Road in Riyadh (Smart Tower), owned by Khalid Abdulaziz AlMukairin & Sons Holding Company.	Board of Directors Member - Mr. Khalid Abdulaziz AlMukairin (Chairman and owner of the company)	01/01/2013 to 31/12/2019	1,168,200
13	Lease contract for offices No. (103) and (104), with Albilad Investment Company, located on King Fahed Road in Riyadh (Smart Tower), owned by Khalid Abdulaziz AlMukairin & Sons Holding Company.	Board of Directors Member - Mr. Khalid Abdulaziz AlMukairin (Chairman and owner of the company)	01/01/2013 to 31/12/2019	1,089,000

## Outstanding statutory payments:

Details	2019 (SAR million)
Legal Zakat (1)	143
General Organization for Social Insurance (GOSI) (2)	8.0

- (1) Legal Zakat – As per the Zakat Acknowledgement, the Bank estimated the outstanding Zakat for 2019 with SAR 143 million (2018: SAR 105 million).
- (2) The Bank estimated the outstanding amount due to the General Organization for Social Insurance (GOSI) for 2019 with SAR 8 million (2018 SAR 7.6 million) to be paid during January 2020.

## Value of statutory paid and accrued payments for the period ending on 31 December 2019:

Item	Bank Albilad (SAR)		Brief	Reasons
	Paid	Accrued until the end of the annual fiscal year and not paid		
Zakat*	25,171	142,983	Zakat payment for the fiscal year of 2018 and accrued Zakat for 2019	Legal Zakat on income
Zakat settlement for the past years	62,851	251,403	Zakat settlement for past fiscal years as of 2006 until the end of fiscal year of 2017	Legal Zakat won income
VAT	41,665	3,540	VAT paid for 2019 which is accrued on December 2019	VAT paid for 2019 and accrued on December 2019
Tax*	5,074	-	Tax payment claims for 2019	Tax payment claims for November 2019
General Organization for Social (GOSI)	85,130	7,213	Employees' social insurance payments for 2019 which will be accrued on December 2019	Social insurance payments for 2019 which will be accrued on December 2019
Government fees	9,387	-	Government claims payments for 2019	Government fees

(\* Including the Bank and its subsidiaries companies)

<b>Albilad Investment Company</b>		<b>(SAR)</b>		
<b>Brief</b>	<b>Paid</b>	<b>Accrued until the end of the annual fiscal year and not paid</b>	<b>Brief</b>	<b>Reasons</b>
Tax	270	-	Tax on non-residents in KSA	Tax on non-residents in KSA
General Organization for Social Insurance (GOSI)	4,347	373	Social insurance paid during 2019	Social insurance paid during December 2019
Passports and visa expenses	41	-	Renewal of residence visa, exit and return and sponsorship transfer fees	Renewal of foreign employees' residence visa, exit and return, and sponsorship transfer fees
Labor office fees	75	-	Foreign employees' permit fees	Renewal of foreign employees' residence visa, exit and return, and sponsorship transfer fees
Capital Market Authority	350	-	Capital Market Authority Fees	Capital Market Authority Fees and employees' registration fees
Secretariat of Riyadh	10	-	Annual municipal fees	Annual municipal fees

### Capital adequacy

In managing the capital, the Group's objective is to comply with the capital requirements set up by the Saudi Arabian Monetary Authority (SAMA). Such requirements aim at securing the Group's capability for continuing and maintaining a strong capital base.

The Group regularly monitors capital adequacy and usage of the statutory capital. SAMA stipulated the minimum of the statutory capital so that its ratio to the weighted-risk assets be around the agreed upon minimum or higher than 8%.

The Group reviews capital adequacy using the ratios prescribed by SAMA. Thus, capital adequacy is measured by comparing the Group's qualified capital items with the assets included in the Consolidated Financial Position Statement and potential liabilities using weighted-risk balances to show its relative risks.



## Summary of the Group's First Pillar of Weighted-Risk Assets Core Capital, Supplementary Capital and Capital Adequacy Ratio:

Details	2019 SAR
Credit Weighted-Risk Assets	63,300,773
Operation Weighted-Risk Assets	6,384,244
Market Weighted-Risk Assets	414,729
<b>Total Weighted-Risk for the 1st Pillar</b>	<b>70,099,746</b>
Core Capital	9,473,031
Supplementary Capital	2,791,260
<b>Total of Core Capital and Supplementary Capital</b>	<b>12,264,291</b>
<b>Capital Adequacy Ratio</b>	
Core Capital Ratio	13.51%
Core Capital and Supplementary Capital Ratio	17.50%

### Basel Notes – Third Pillar

These notes have been prepared by virtue of SAMA's requirement of quantitative and qualitative notes related to Basel Third Pillar. For reviewing these notes, please visit the Bank's website: [www.bankalbilad.com](http://www.bankalbilad.com).

### Independent Auditors' Report

In the General Assembly meeting held on the 4th of Sha'aban 1440H, corresponding to 11 April 2019, PWC and KPMG Al Fowzan have been appointed as external auditors of the Bank for the fiscal year 2019. As for the year 2019, the auditors will be appointed at the meeting of the General Assembly scheduled to be held in the early second quarter 2020.

### BANK'S ADUTIORS REPORT

The auditors submitted unqualified audit report on the Bank's consolidated financial statements for the current fiscal year.

### CREDIT RATING

The below table illustrates the credit rating for the Bank:

Rating Agency	Long-term	Short-term	Future overview
Moody's	A3	P-2	Stable

### COMMUNICATION MEANS WITH SHAREHOLDERS

The Bank is keen on strengthening its relationship with all its shareholders, investors and customers. The Bank also believes in information disclosure and transparency to investors. Based on the foregoing, the Board works tirelessly to promote these principles, including governance principles, which lead to ensuring fair treatment for all shareholders. They also determine the responsibility of the Board of Directors towards the Bank and its shareholders. To this end, the Bank complies with regulations, standards and guidelines of SAMA, CMA, and the Basel Committee's recommendations on corporate governance. The Bank provides comprehensive information on all of its activities and businesses outlined in its annual reports and brief financial statements published in the local newspapers, and on the Tadawul website and the Bank's website ([www.bankalbilad.com](http://www.bankalbilad.com)), which contains additional information and news about the Bank. In addition to other information such as capital increases and dividends distributed to shareholders, the Bank also gives priority to inquiries received from the shareholders and responds promptly. Moreover, the Bank encourages shareholders to attend the annual General Assembly meetings either in person or by remote voting. The Bank seeks to continuously develop its website to offer what is best in this regard. Also, one of the most important developments that occurred in 2019 was launching the Investor Relations application for phones and tablets.

### **ACTIONS TAKEN BY THE BOARD OF DIRECTORS TO INFORM ITS MEMBERS REGARDING SHAREHOLDERS' FEEDBACK ABOUT THE BANK AND ITS PERFORMANCE:**

The Bank always works on protecting the rights of the stakeholders, especially the shareholders. These rights are detailed in the Bank's articles of association or in the policies, handbooks and relevant procedures. The most important relevant right is the right to attend the ordinary and extraordinary General Assembly meetings, and to discuss its topics and direct questions with the Board, auditors and the Executive Management. They have the right to submit their recommendations and notes regarding the Company and its performance as per the specified mechanisms. The Board members shall get answers for their questions, whether through General Assembly meetings, by reading the minutes of the meetings that include the details or by being informed in the first meeting of the Board. The recommendations submitted by the shareholders and others through the specified channels should be included in the minutes of the meetings, if available, knowing that all the Board Members are currently Non-Executives or independent and one executive member.

### **VOTING SHARES INTERESTS**

There are no interest rights for individuals in the category of voting shares except for the Bank's Board members, Senior Executives and their spouses and minor children, informed the Bank with these rights.

### **WAIVER OF THE INTERESTS RIGHTS OF THE SHAREHOLDERS, BOARD MEMBERS OR SENIOR EXECUTIVES:**

- There are no arrangements or agreement with any one of the Board Members or the Senior Executives for waiver of salaries, remunerations or compensations.
- There are no arrangements or agreement with any one of the shareholders for waiver of profit rights.

### **NUMBER OF BANK'S REQUESTS FOR SHAREHOLDERS' REGISTRATION WITH DATES AND REASONS:**

<b>No.</b>	<b>Property File Date</b>	<b>Request Reason</b>
1	04/02/2019	Bank procedures
2	04/03/2019	Bank procedures
3	02/04/2019	Bank procedures
4	02/05/2019	Bank procedures
5	10/06/2019	Bank procedures
6	02/07/2019	Bank procedures
7	02/07/2019	Bank procedures
8	29/07/2019	Profits file
9	04/08/2019	Bank procedures
10	02/09/2019	Bank procedures
11	02/10/2019	Bank procedures
12	04/11/2019	Bank procedures
13	02/12/2019	Bank procedures
14	02/01/2019	Bank procedures

## COMPLIANCE WITH CORPORATE GOVERNANCE REGULATIONS

The Bank abides by the updated Corporate Governance Regulation issued by the Capital Market Authority on 31 February 2017 and its updates. Furthermore, the Bank complies with the regulatory controls and procedures issued on 17 October 2016 on the basis of the Companies Law provisions pertaining to the listed joint stock companies, and their updates. Moreover, the Bank adheres to the general principals of governance of the banks working in the Kingdom of Saudi Arabia, and their updates. The Saudi Arabian Monetary Authority (SAMA) has issued the first update in March 2014. In addition, the Bank follows the directions compatible with the Companies Law, its regulations and updates as well as the Bank's policies. The Bank applied all the Articles of the aforementioned Corporate Governance Regulation, issued by the Capital Market Authority.

## THE BOARD ACKNOWLEDGMENTS

The Bank's Board of Directors affirms that:

- The accounts' records have been prepared properly
- The internal control system has been built on solid grounds and effectively applied
- There are no doubts that will have an effect on the Bank continuing its activities

The Board of Directors, Chief Executive Officer and all Bank employees are honored to extend their gratitude to the Custodian of the Two Holy Mosques King Salman bin Abdulaziz Al Saud – may Allah protect him, and the Crown Prince HRH Prince Mohammed bin Salman bin Abdulaziz – may Allah protect him. We also thank the Ministry of Finance, the Ministry of Commerce and Investment, the Saudi Arabian Monetary Authority (SAMA) and the Capital Market Authority (CMA) for the assistance, support and encouragement received by the banks and the Financial Institutions Sector.

The Chairman and Members of the Board are also pleased to express their gratitude and appreciation to all shareholders and customers for their precious support and trust. The Board also thanks the ambassadors (employees) for their consistent and sincere efforts to develop and improve performance and achieve the Bank's purposes and desired objectives.

