

Bank Albilad invites its Shareholders to attend the Extraordinary General Assembly which includes the Capital Increase by Means of Modern Technology (First Meeting)

Explanation	Close
Introduction	The Board of Directors is pleased to invite the Bank's shareholders to attend the extraordinary general assembly meeting which includes the Bank's Capital Increase (First Meeting) that will be conducted by means of modern technology, in order to ensure the safety of the bank's shareholders and to support the efforts and preventive measures and measures by the competent and relevant health authorities to address the new coronavirus(COVID-19),and as an extension of the continuous efforts made by all government agencies in the Kingdom of Saudi Arabia to take preventive measures to prevent its spread.
City and Location of the General Assembly's Meeting	Head Office - Riyadh- by means of modern technology.
URL for the Meeting Location	https://www.tadawulaty.com.sa
Date of the General Assembly's Meeting	2022-4-11 Corresponding to 1443-09-10
Time of the General Assembly's Meeting	21:30
Attendance Eligibility	Shareholders Registered in the Bank's Shareholders Registry in the Depository Centre at the End of the Trading Session Preceding the General Assembly's Meeting as per Laws and Regulations
Quorum for Convening the General Assembly's Meeting	According to Article (32) of the bank's Articles of Association, an extraordinary general assembly meeting is valid if attended by shareholders who represent at least half of the capital. In the event that the quorum is not completed in the first meeting, the second meeting will be held one hour after the time of the first meeting, and the second meeting will be considered valid if attended by shareholders who represent at least a quarter of the capital.
General Assembly Meeting Agenda	<ol style="list-style-type: none"> 1) Voting on the Board of Directors' report for the fiscal year ending on 31 December 2021. 2) Voting on the external auditors report for the fiscal year ending on 31 December 2021. 3) Voting on the financial statements for the fiscal year ending on 31 December 2021.

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	<p>4) Voting on appointing the auditors for the Bank from among the candidates based on the Audit Committee's recommendation. The appointed auditors shall examine, review and audit the (second, third) quarter and annual financial statements of the fiscal year 2022, and the first quarter of the fiscal year 2023, and the determination of the auditors' remuneration.</p> <p>5) Voting on releasing the members of the Board of Directors from their liabilities for the fiscal year ending on 31 December 2021</p> <p>6) Voting on the Board of Directors recommendation to increase the capital by way of issuing bonus shares as follows:</p> <p>a) Total amount of increase: SAR 2,500 Million</p> <p>b) Capital before increase: SAR 7,500 Million. Capital after increase: SAR 10,000 Million. Increase percentage: 33.33%</p> <p>c) Number of shares before increase: 750 Million shares. Number of shares after increase: 1,000 Million shares.</p> <p>d) This recommendation aims to enhance the Bank's financial solvency and retain its resources in operational activities.</p> <p>e) The capital increase will be made through the capitalization of SAR 2,500 M from the retained earnings by granting one share for every three shares.</p> <p>f) In the event of stock fractures, the fractions will be grouped into a single portfolio for all shareholders and sold at the market price and then distributed to the shareholders entitled to the grant each according to their</p>

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	<p>share within 30 days of the date of the determination of the shares due to each shareholder.</p> <p>g) In case the Bank's shareholders approved in the extraordinary general assembly on the increase of the capital, the shareholders registered in the Bank's shareholders' register with the Securities Depository Center Company (Edaa) by the end of the second trading day following the date of the Extraordinary General Assembly meeting, will be eligible for the bonus shares.</p> <p>h) Voting to amend Article No. 7 relating to Capital, of the Articles of Association of the Bank. (Attached)</p> <p>7) Voting on delegating the Board of Directors to distribute interim dividends on a semi-annual or quarterly basis for the fiscal year 2022.</p> <p>8) Voting on paying an amount of (SAR 3,520,000) as remuneration to the Board members by (320) thousand riyals for each member for the fiscal year ending on 31 December 2021.</p> <p>9) Voting on the election of 11 of board members from among the candidates for the next term, which will start from 17 Apr 2022 for a period of three years ending on 16 Apr 2025 (CVs Attached)</p> <p>10) Voting on forming the Audit Committee, defining its duties, operating controls, and remuneration for its members for the new term that starts on 17 Apr 2022 for a period of three years ending on 16 Apr 2025, noting that the candidates are (CVs attached):</p> <p>1) Mr. Adeeb Mohammed Abanumai</p>

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	<p>2) Mr. Mohammed Farhan bin Nader</p> <p>3) Mr. Abdulaziz Abdullah Alakil</p> <p>11) Voting on forming the Shariah Committee for the new term that starts on 17 Apr 2022 for a period of three years ending on 16 Apr 2025, noting that the candidates are (CVs attached):</p> <p>1) Dr. Abdullah Musa Al-Amar</p> <p>2) Dr. Muhammad Saud Al-Osaimi</p> <p>3) Dr. Yusuf Abdullah Al-Shubaili</p> <p>12) Voting on the amendments of the Audit Committee Charter (Attached).</p> <p>13) Voting on the amendments of the succession policy for members of the Board of Directors and its committees (Attached).</p> <p>14) Voting on the amendments of the policy of rules and controls for nomination and appointment in the Board of Directors and its committees (Attached).</p> <p>15) Voting on the amendments of Rules and standards proceeding to BoD member of competing with the Bank or any of its activities (Attached).</p> <p>16) Voting on delegating to the Board of Directors the authorisation powers of the General Assembly stipulated in paragraph (1) of Article 71 of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies.</p>
Proxy Form	N/A
E-Vote	Registered shareholders in Tadawulaty services can vote remotely on the On the general Assembly's meeting agenda starting from 10:00 am, Thursday 06/09/1443 (7/04/2022), until

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	the end of the Assembly meeting, the service is provided by Edaa Center free of charge for all shareholders. Registration and voting can be done through the following link: https://www.tadawulaty.com.sa
Eligibility for Attendance Registration and Voting	Eligibility for Registering the Attendance of the General Assembly's Meeting Ends upon the Convenience of the General Assembly's Meeting. Eligibility for Voting on the Business of the Meeting Agenda Ends upon the Counting Committee Concludes Counting the Votes.
Method of Communication	<p>Regarding to nomination to the Board of Directors voting item (9) of the meeting agenda, the Bank would like to clarify to the shareholders and candidates that in accordance with the Key Principles of Governance in Financial Institutions under the Control and Supervision of the Saudi Central Bank- June, 2021 - and the Corporate Governance Regulations issued by the Capital Market Authority, the number of independent members should not be less than one third of the members of the Board, i.e. (4) independent members for Bank Albilad,</p> <p>Therefore, in counting votes and identifying the winning elected members in the General Assembly, it will consider ensuring that there are at least four independent members by listing candidates in the descending order for votes and the 11 candidates leading the list are already elected if they include four or more independents, but if the number of independents on the list is less than four (4), then non- independent candidates with the lowest votes will be replaced by the top independent candidates until the required quorum of independents members is completed.</p> <p>We would like to inform all shareholders that there will be a live audio broadcast of the meeting through the link available in Tadawulaty system.</p> <p>For any quires please contact Investor Relations Department at Phone Number: 00966 11 4798585 Email: shareholders@bankalbilad.com</p>

Audit Committee Annual Report to the General
Assembly for the fiscal year 2021

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1. Introduction

The Audit Committee is an independent committee formed by a decision from the Bank's Ordinary General Assembly, with the objective of enhancing the bank's Shareholders and other stakeholders' confidence in the fairness of the bank's financial statements and enhancing the bank's control environment. Article 91 of the bank's Corporate Governance Charter requires the Audit Committee to prepare an annual report to the bank's General Assembly detailing its activities that has been taken to satisfy its roles and responsibilities as stated in the committee charter. Accordingly, the Audit Committee prepared this report to the General Assembly of the bank with the aim to provide the bank's shareholders and other stakeholders with an overview of the Audit Committee's key activities that has been undertaken within the scope of its set roles and responsibilities.

2. Committee Meetings

The Audit Committee held seven meetings during 2021 and submitted its minutes of meetings and quarterly activities reports to the Board of Directors to provide reasonable assurances on the effectiveness of bank's control environment.

3. Committee 's Activities during 2021

The audit committee performed its activities in accordance with its charter and implemented all the items of its annual plan for 2021, and the following is a summary of the audit committee key activities during the year:

a) Financial statements

According to the its responsibilities regarding the bank's financial statements the audit committee undertook this role by reviewing the bank's quarterly and annual financial statements, discussing the important matters with the bank's Finance Division and External Auditors, ensuring that the financial statements disclosures are adequate and in line with accounting policies and standards, ensuring external auditors independence. Accordingly and upon external auditors confirmation that there were no material misstatements in the Bank's consolidated financial statements, as well as reasonable assurances from external auditors and the Finance

division on the fairness of those financial statements, the Committee articulate its opinion and recommendations to the Board of Directors on it.

b) External auditors

As part of its actives for 2021, the Audit committee overseen the external auditors work, monitored their performance and ensured their independence. Below is a summary of the audit committee's activities in this regard:

- Recommending to the Board of Directors the appointment of the bank's external auditors based on its study of the financial and technical analysis of the offers submitted by the nominated offices.
- Review and approve the external auditors' yearly audit plan.
- Verify the independence of external auditors in accordance with professional regulations and standards.
- Evaluating the performance of external auditors in accordance with the evaluation criteria adopted by the Committee.
- Discussing the external auditors annual management letter and ensuring that Internal Audit is following up the implementation of the corrective plan submitted by the relevant departments in accordance with the set target dates.

c) Internal audit

The Audit committee directly supervised the work of the internal audit division and ensured its objectivity, independence, effectiveness of its working practices, as well as availability of the resources required by the division to carry out its functions effectively. The Committee's key activities that relate to internal audit division include the following:

- Approval of Internal Audit plan that take in consideration the Bank's strategic plans, Governance and compliance requirements, and the risks associated with the Bank's business.
- Monitoring Internal Audit Divisions activities through the Internal audit periodic progress reports, Audit reports, and reported audit issues.

- Follow-up on the progress in closing the Internal Audit reported observations contained in their reports. As a result of such follow-up good progress in closing audit observations and non-existence of any overdue issues were reported as of end of 2021, which contributed to the strengthening of the Bank's Internal control environment.
- Support the Audit division value-added initiatives and actives that have contributed to the improvement of the bank's performance and compliance levels.

d) Compliance

The Committee contributed in improving the Bank's level of compliance with relevant roles, regulations, policies and procedures by providing its comments and recommendation on the received reports from Compliance and anti-financial Crime Division. The committee's key activities that relate to compliance include the following:

- The Committee discussed with the Chief Compliance Officer the periodic reports received from Compliance & Anti-Financial Crime Division which include the bank's compliance activities, Anti Money Laundering activities , penalties and violations, actions taken by the bank to address the root causes of penalties & violation and improve the level of compliance by the bank.
- Review reports received from the Central Bank and follow up on the progress in closing the observations contained in those reports.
- In accordance with the requirements of Article 55 of the Corporate Governance Charter, Review the proposed contracts and transactions with related parties that have been referred to the Committee and provide their opinions to the Board of Directors.

4. Opinion of Audit Committee on internal control system

The Bank's executive management is responsible for creating an appropriate and effective internal control system that includes development of policies and procedures under the supervision of the Board of Directors to achieve the Bank's strategic objectives. Accordingly, the bank has established an integrated internal control system as recommended by regulatory bodies within the kingdom of Saudi Arabia. This system starts by setting the general governance framework that sets the roles, authorities, and responsibilities to the board of directors

and its sub committees as well as the bank's management committees to ensure existence of the required monitoring at the bank's overall level. In addition, all the bank's Divisions and Departments are working continuously to improve the internal control environment within the bank through continues review and update of its policies and procedures to fix any discovered issues in the bank's internal control environment. Taking in consideration, internal audit reports, regulatory bodies reports, meetings with external auditors and the bank's executive management, as well as other topics discussed during the Committee's meetings, the Audit Committee considers that the current internal control environment is adequately designed, functions effectively, regularly monitored and that there is no fundamental weakness in the Bank's internal control system for fiscal year 2021. However, its is worth to mention that any internal control system regardless of its design and effectiveness cannot provide an absolute assurance.

Chairman of the Audit Committee

Adeeb Mohammed Abanumai

DISCLAIMER: The English version of this report is made for information purposes only, In case of a discrepancy, the Arabic version shall prevail.

Proposed Amendments to the Article of Association of Bank Albilad

#	Article No.	Article before modification according to the current AoA	Article after the proposed amendment	Reasons for modification
1	Article / 7 - Capital	The Company's capital shall be (7,500,000,000) seven thousand five hundred million Saudi riyals divided into (750,000,000) seven hundred and fifty million nominal shares of equal value (SAR 10 per share). All shares shall be fully paid and shall be equal in terms of rights and obligations arising therefrom in all respects.	The Company's capital shall be (10,000,000,000) ten billion Saudi riyals divided into (1,000,000,000) one billion nominal shares of equal value (SAR 10 per share). All shares shall be fully paid and shall be equal in terms of rights and obligations arising therefrom in all respects.	To comply with the Board's recommendation to the Extraordinary General Assembly to increase the bank's capital

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Item 9 :

Voting on the election of 11 of board members from among the candidates for the next term, which will start from 17 Apr 2022 for a period of three years ending on 16 Apr 2025 (CVs Attached)

Form No. (1) Resume

A) Personal information of the Nominated Member				
Full name	Dr Ahmed Sirag Abdulrahman Khogeer			
Nationality	Saudi Arab	Date of birth	November 14, 1968	
B) Academic Qualifications of the Nominated Member				
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity
1	PhD (Doctorate)	Chemical Engineering (GPA 4.0/4.0)	2005	Colorado State University, USA
2	MBA	Business Administration (GPA 3.7/4.0)	2004	Colorado State University, USA
3	Certificate in Finance	Finance and investment (GPA 4.0/4.0)	2005	Colorado State University, USA
4	MSe Masters of Science in Engineering	Chemical Engineering (GPA 4.0/4.0)	1998	University of Tulsa, USA
5	BSe Bachelor of Science in Engineering	Chemical Engineering (GPA 3.15)	1990	King Abdulaziz University
6	Fellowship	Chemical Engineering	2017	American Institute of Chemical Engineers AIChE, USA
7	Advanced Project Management certificate,	Project management, six courses, PMI recognized	2004	Colorado State University, USA
8	Process Management certificate	Eight courses in process management	2004	Colorado State University, USA
9	PE, Licensed Professional Engineer	Chemical Engineering	2006	Texas board of Professional Engineers, USA
10	PMP, Project Management Professional	Project Management	2010	Project Management Institute PMI, USA
11	CE, Consultant Engineer	Chemical Engineering	2010	Saudi Council of Engineers
12	Certified Arbitrator	International arbitration	2020	GCC Commercial Arbitration Centre(Dar Al-Qarar)
13	Certified Aramco trainer	Technical and professional courses	2000	Saudi Aramco
14	More than 150 courses and conferences	Technical, managerial, project management, leadership	1990-2021	Top institutions Worldwide
C) Work Experience of the Nominated Member				
Period	Areas of Experience			

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<p><i>April 2020-Oct 2020</i></p>	<p><i>Aramco Advanced R&D Center at King Abdullah University of Science and Technology KAUST project</i></p> <p>Joined Saudi Aramco Research & Development center R&DC project management to capitalize on my experience in managing mega projects to assist in the completion of the state of the art R&D center at KAUST. -Responsible for the transformation of the center theme from traditional research to IR4 and AI driven theme working with world class contractors and designers such as Wipro, Jacobs and DAR. Was also responsible for other complicated commissioning issues.</p>
<p><i>Jan 2011 - March 2020</i></p>	<p><i>King Abdullah University of Science and Technology KAUST projects management</i></p> <p>Having both the technical knowledge and project management skills, I was requested to assist in the KAUST project from the project management side by Saudi Aramco project management business line.</p> <p>I led teams of engineers and supports staff and was the primary responsible person for design, construction and commissioning of:</p> <ul style="list-style-type: none"> • 30+ Advanced Research centers and specialized research labs at KAUST Mega project. • KAUST premiere security system project including ditch, intrusion detection systems, sonars, radars, vessels barriers, IDAS, and crash rated fences with all control systems. • Thuwal town development projects including schools, roads, full utilities systems, mosques, public areas, sewage treatment plant, and heritage convention center. • Project Controls & Support including closeouts, HSE, KPIs, scheduling, IT, and interfaces management. • Construction of KAUST National Guard housing complex project consisting of 500 villas, Grand mosque, four local mosques, seven schools, clinic, fire station, full infrastructure, , sewage treatment, with complete services such as fire water system irrigation, security, retail, all fully equipped and furnished. • Passed through many claims, disputes, change orders, additional funding, approvals, contractor financial difficulties and bankruptcy, labor strikes and other issues, schedule extension and crashing.
<p><i>Jan 2009 - Nov 2010</i></p>	<p><i>King Abdullah University of Science & Technology KAUST mega Project (founding member)</i></p> <p>I am proud of being a Founder for King Abdullah for Science and Technology KAUST, where I led a team from Saudi Aramco, designer HOK, faculty, and contractors working on the project. I was responsible for the advanced research labs including state of the art equipment such as the Nano fabrication labs, clean room, proteomics and genomics, and clean combustion center. I had the responsibility to represent KAUST interests in front of Aramco PMT, Bin laden, Saudi Oger & Oger international, HOK, and other stakeholders</p>
<p><i>Aug 2006-Dec 2008</i></p>	<p><i>Saudi Aramco New Business Development, Aramco/ ConocoPhillips YASREF export refinery Mega project Houston, USA</i></p> <p>Joined a team from Saudi Aramco, Conoco Phillips and their contractor Kellogg Brown & Root KBR in Houston, TX working on the design of a \$ 10 b state-of-the-art Joint Venture Yanbu Refinery complex. Worked at the main office in Houston on the refinery's design, configuration, feasibility study, layout, plot plan, specifications, profitability, economics, and synergies with other Aramco, Sabic and private sector industries. In addition, I was responsible of the whole gasoline processing complex</p>

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	and part of the configuration team, licensors selection technical and commercial teams. Participated in the bid evaluation and award processes for the whole complex. Was an instrumental member in deciding the project product slate and profitability.
Mar 2000 - Jul 2006	<p><i>Saudi Aramco Research & Development R&D Center (Mar 2000 - Jul 2006)</i></p> <p>Was responsible for research and new technology development in order to enhance the profitability and decrease the running cost of the refining processes. Was leading a team of scientists and engineers for pilot plants testing, catalyst characterization, desulphurization, refinery optimization, fuels & engine performance, High olefins FCC technology. Was the main advisor for the selection of deep catalytic cracking technology for high yield of plastics that was constructed in PetroRabigh. Gave technical courses to Saudi Aramco engineers. Was sponsored to pursue my PhD in USA.</p>
Aug 1999 - Feb 2000	<p><i>Saudi Aramco Facilities Planning Dept.</i></p> <p>FPD is responsible for preplanning of all Aramco capital projects and planning all Saudi Aramco's facilities, capital projects and business plan. These facilities include oil production, refineries, petrochemicals, roads, residential, infrastructure, recreation, utilities, and IT. I was participated in Kingdom Refineries Upgrade program, refineries master plan, refinery excess oil utilization and profitability enhancement.</p>
Nov 1995 - Jul 1996	<p><i>Saudi Aramco Jeddah/Riyadh Refining Vice President Planning staff (Nov 1995 - Jul 1996)</i></p> <p>Technical Advisor & Capital Project Coordinator responsible for all technical issues regarding capital projects, Operating & Business plans, issuing accountability reports for Jeddah & Riyadh refineries and Jeddah Administrative area. Served as a consultant to the VP.</p>
Oct 1990 - July 1999	<p><i>Petromin/ Samarec/Saudi Aramco Jeddah Oil Refinery (Oct 1990 - July 1999)</i></p> <p>Process & Operation Engineer for all Jeddah refinery process units. First Saudi Specialized in FCC field. Participated in engineering, construction and commissioning in two major Revamp Projects and 20 refinery turnarounds projects. Invented new procedures for cleaning vessels to avoid plugging saving time and money. Made necessary engineering for numerous projects and modifications. Mentored many new engineers. Invented a new program which can do daily and monthly reports, and give MIS type information way before advanced computers were available. Was selected as the presenter of the refinery deficiencies to Aramco's corporate management Committee. Was nominated for the MS degree in USA and high level assignment with the VP.</p>
Mar-Oct 1990	<p><i>Petromin Lubricating Oil Company (Petrolube), Jeddah (Mar-Oct 1990)</i></p> <p>Started my career working on Lube & grease formulations, specifications and production. Obtaining performance certificates from international firms (Mobil, API, GM, Rolls-Royce, and SAE). Had important role to advise Saudi customs whether imported lubes and lube additives meet Saudi specs and if they can be locally manufactured or not to waive import custom duties</p>
2010- now	<p>International management experience by holding several high positions in the American Institute of Chemical Engineers AIChE for more than 15 years including Division Chair, Director, Committee Chair, regional liaison, technical sessions' chair, and keynote.</p>

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20009- now	Renewable and Clean Energy International experience projects from being a founder KAUST responsible for clean energy advanced research labs KAUST founder, engaging in AIChE for 15 years with world top companies and national research labs such as NREL, DOW in addition to working in Aramco R&D center
1980- 2010	Working in Haj family business for 30 years gaining valuable experience in crowd and people management and logistics.
2016- 2018	Saudi building code 2018 review committee member
2016- now	Member of the board of college of engineering, king Abdulaziz university Rabigh

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:

#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Naseej (elected to the board for the next cycle starting July 16, 2021)	Consumer goods	Independent	Personal	<ul style="list-style-type: none"> Vice Chairmen of board Chair of executive committee 	Publicly listed

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A) Personal information of the Nominated Member:				
Full name	Dr. Nabeel Abdulqadir H. Koshak			
Nationality	Saudi Arabia	Date of birth	29/03/1390H	
B) Academic Qualifications of the Nominated Member				
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity
1	Executive Education	International Board Directors Program	2021	INSEAD - France
2	Executive Education	Venture Capital and Private Equity Program	2019	Harvard University - US
3	Executive Education	Advanced Certificate for Executive in Management Innovation, and Technology	2017	Massachusetts Institute of Technology - US
4	Executive Education	The MIT Regional Entrepreneurship	2016	Massachusetts Institute of Technology - US
5	Executive Education	Development Finance Program	2014	Harvard University - US
6	PhD	Computational Design in Architecture	2002	Carnegie Mellon University - US
7	Master	Master of Architecture (Computers in Design)	1997	University of Colorado at Denver - US
8	Bachelor	Bachelor of Architectural Engineering	1993	Umm Al-Qura University - KSA
C) Work Experience of the Nominated Member				
Period	Areas of Experience			
2019 - Present	CEO and Board Member Saudi Venture Capital Company (SVC)			
2021 – Present	Member of the Executive and Investment Committee Board of Directors of the Cultural Development Fund			
2018 – Present	Founder and Chairman Athaal Angel Investors Group			
2019 - Present	Chairman			

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	Global Entrepreneurship Network (GEN) Saudi Arabia
2019 – Present	Board Member Middle East Venture Capital Association (MEVCA)
2019 - Present	Member of the Investment Committee KAUST Innovation Fund
2020 – Present	Executive Committee Member Special Account Fund, Arab Fund for Economic and Social Development
2018 – Present	Fellowship and Transship Committee Member Prince Mohammed bin Salman bin Abdulaziz Foundation (MiSK)
2017 - Present	International Advisory Board Member Small and Medium Enterprise General Authority (Monshaat)
2017 – 2021	Executive Committee Member King Faisal International Prize.
2017 - 2020	Board Member Emaar Knowledge Company
2017 - 2020	Advisory Board Member Business Incubator and Accelerator Company (BIAC), a subsidiary of Saudi Technology Development and Investment Co. (TAQNIA)
2016 - 2020	Member of the Board of Directors and Chairman of Investment Committee King Abdul-Aziz and his Companions Foundation for Giftedness and Creativity (Mawhiba)
2018 - 2019	Senior Advisor Monitor Deloitte
2018 - 2019	Senior Advisor - Ministry of Economy and Planning
2017 - 2018	Founding Executive Dean Prince Mohammad Bin Salman College of Business and Entrepreneurship (MBSC)
2017 – 2018	President (Excellency Grade by a Royal Order) Baha University
2015 - 2017	Vice Chairman of the Board of Directors Wadi Makkah Co.

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D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:

#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Saudi Venture Capital Company	Venture Capital and Private Equity	Executive	In personal capacity	-	Joint Stock Company

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	Zeyad Othman Alhekail					
Nationality	Saudi	28/11/1962				
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	PhD	Electrical Engineering	1992	Ohio State University, USA		
2	Masters	Electrical Engineering	1988	Ohio State University, USA		
3	BSc	Electrical Engineering	1985	King Saud University, Riyadh		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2019- current	Chairman and board member of several companies. Consultant in Management and IT systems					
2012-2018	CEO of Suliman Alrajhi Holding Company, Board Member of several Companies.					
2009-2011	CEO of Advanced Educational Company					
2007-2009	VP of King Saud University for educational and Academic Affairs.					
2001-2006	GM for IT in Sulaiman Alrajhi group of companies.					
2000-2001	Consultant at Ministry of Higher Education					
1995-2000	Dean of Admission and Registration at King Saud university					
1993-2012	Faculty member at the Electrical Engineering Department, King Saud University. In the Field electromagnetics and Communication.					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company

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1	Advanced communications and electronics systems company (ACES)	Communication and IT projects	Nonexecutive	Personal	-	CJSC
2	SEDCO holding	Investment	Independent	Personal	ExCom	CJSC
3	National Aquaculture Company (NAQUA)	Shrimp and fish farming	Independent	Personal	-	CJSC
4	Suliman Alrajhi Holding Company	Real estate investment	Independent	Personal	-	LTD
5	Knowledge Connect co.	Management and IT consulting	Nonexecutive	Personal	-	LTD
6	Amlak Alsabaq	Investment	Nonexecutive	Personal	-	LTD

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	Abdulaziz Mohammed Ali AlOnaizan					
Nationality	Saudi	Date of birth	16/10/1966			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor's Degree	Research Methodology and Quantitative Methods	1987	King Saud University College of Business Administration		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2016 - present	Chief Executive Officer, Bank Albilad					
2014-2016	Chief Business Officer, Bank Albilad					
2008 - 2014	General Manager, Treasury Investments and Financial Markets, Allnma Bank					
2004 - 2008	General Manager, Treasury Investments and Financial Markets, Arab National Bank					
1991 - 2004	Assistant General Manager, Treasury, SAMBA Financial Group (last position held)					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main Activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committee Memberships	Legal form of the company
1	Albilad Capital	Investment Banking advisory, Corporate Finance, Custody and Brokerage Asset Management	Non-Executive	Representative of Legal Person	Vice-Chairman of the Board of Directors and Member of the Executive Committee	Saudi Closed Joint Stock Company
2	Bayan Credit Bureau	Credit information registry and reporting	Non-Executive	Representative of Legal Person	Chairman of the Board and Chairman of the Executive Committee	Saudi Closed Joint Stock Company

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	Abdullah Saud Abdulaziz AlMulhem					
Nationality	Saudi	Date of birth	12 June 1945			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Fellowship Programmed	Banking Credit	1979	Chase Manhattan Bank / United States		
2	Bachelor	Commerce & Economics	1968	Basrh University		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2002 - Present	Financial & Investment Consultant / Member of Saudi Economic Association					
1998 - 2002	Chief Executive Officer, National Batteries Company					
1983 - 1998	Director of Finance & Administration, National Industrialization Company (Tasnee)					
1978 - 1983	Manager in Credit Department, Saudi Investment Bank					
1969 - 1978	Branch Manager, National Bank of Kuwait					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
	No More Current memberships					

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A) Personal information of the Nominated Member:						
Full name	Adeeb Mohammed Abanumai					
Nationality	saudi	Date of birth	12/02/1390			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Master	Accounting	1998	Miami		
2	Bachelor	Accounting	1992	King Saud University		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
1/2010-till date	Abanumi CPA					
7/2008-12-2009	Capital Market Authority- Advisor continuous Disclosure					
3/2005-6/2008	Capital Market Authority - Senior officer continuing disclosure					
8/1999-6/2004	The Saudi Fund for Development (SFD)-Saudi Export Program					
2/1992-7/1999	The Saudi Fund for Development (SFD)-Researcher-Accounting analyst					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Alakarieh	Real Estate	independent	Personal	Audit Committee	joint stock company
2	Budget	Transport	independent	Personal	Audit Committee	joint stock company
3	ALMather REIT	Real estate	independent	Personal	Board of Directors	closed-ended real estate investment traded fund
4	Natural Gas Distripution	Industrial	independent	Personal	Audit Committee	Closed joint stock company
5	Jazan Development co	agricultural	independent	Personal	Board of Directors and Chairman of Audit committee	Joint Stock Company

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6	Bank ALbilad	Banking	independent	Personal	Board of Directors and Chairman of Audit committee	Joint Stock Company
7	Southern Province cement co	cement	independent	Personal	Audit Committee	Joint Stock Company
8	Jabal Omar Co	Real Estate	independent	Personal	Audit Committee	Joint Stock Company

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	AHMED TARIQ ABDULRAHMAN MURAD					
Nationality	SAUDI	Date of birth	21/10/1961 – 11/05/1381H			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	MASTER IN BUSINESS ADMINISTRATION - MBA	FINANCE	18/12/1988	UNIVERSITY OF SAN FRANCISCO - USA		
2	BACHELOR OF SCIENCE	CIVIL ENGINEERING	09/02/1984	WORCESTER POLYTECHNIC INSTITUTE - USA		
3	CERTIFIED PROFESSIONAL ENGINEER	CIVIL ENGINEERING	05/10/2020	SAUDI COUNCIL OF ENGINEERS		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2019 - CURRENTLY	SALAMA INSURANCE – BOD CHAIRMAN, CHAIRMAN OF EXECUTIVE AND INVESTMENT COMMITTEES					
2019 - CURRENTLY	ANAAM INTERNATIONAL HOLDING GROUP – CHAIRMAN OF AUDIT COMMITTEE					
2010 - CURRENTLY	SAUDI UNITED FERTILIZER COMPANY – MEMBER OF THE BOARD OF DIRECTORS					
2008 -2010	NESMA HOLDING COMPANY – VICE PRESIDENT FINANCIAL INVESTMENTS					
2006 - 2008	ALKHABEER FINANCIAL – HEAD OF PRODUCT DEVELOPMENT AND RESEARCH					
2000 - 2006	SHAMIL BANK OF BAHRAIN – CORPORATE BANKING GROUP					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	SALAMA INSURANCE CO	INSURANCE	INDEPENDENT	PERSONAL CAPACITY	BOD CHAIRMAN	PUBLICLY LISTED
2	SALAMA INSURANCE CO	INSURANCE	INDEPENDENT	PERSONAL CAPACITY	EX-COM CHAIRMAN	PUBLICLY LISTED

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3	SALAMA INSURANCE CO	INSURANCE	INDEPENDENT	PERSONAL CAPACITY	INVEST COM CHAIRMAN	PUBLICLY LISTED
4	ANAAM HOLDING CO	CONSUMER FOOD	FROM OUTSIDE THE BOARD	PERSONAL CAPACITY	AUDIT COM CHAIRMAN	PUBLICLY LISTED
5	SAUDI UNITED FERTILIZER	AGRICULTURE	EXECUTIVE	PERSONAL CAPACITY	BOD MEMBER	LIMITED LIABILITY

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A) Personal information of the Nominated Member:						
Full name		Ali Abdullah Al Selham				
Nationality		Saudi	Date of birth	06/12/1979		
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Certified Accountant	Accounting	25/05/2021	Saudi Organization/CPA		
2	Master Degree	Business Administration	11/05/2011	The University of HULL		
3	Bachelor Degree	Accounting	05/02/2003	King Fahd University of Petroleum & Minerals		
4	VAT Specialist	VAT	20/02/2021	Saudi Organization/CPA		
5	Accredited Business Valuer (first level, 201)	Business Valuation	11/10/2021	Saudi Authority for Accredited Valuers		
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
2021- present		CEO	Tourism Enterprise Company (SHAMS), Joint Stocks			
2021- present		owner	Ali AlSelham Accounting and Auditing Firm			
2014-2020		Division Head Corporate Banking Group	Bank Al Jazira			
2012-2014		Team Leader Corporate Banking Group	SABB/HSBC			
2006-2012		Division Head Corporate Banking Group	Saudi Hollandi Bank /ABNAMRO			
2005-2006		Senior Relationship Manager Corporate Banking Group	Saudi National Bank (SNB)			
2001-2005		Relationship Manager Corporate Banking Group	Riyad Bank			
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity,	Committees Membership	Legal form of the company

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				representative of legal person)		
Not Applicable						

#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
	_____	_____	_____	_____	_____	_____

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A) Personal information of the Nominated Member						
Full name	Fahad Ayed Al-Shammari					
Nationality	Saudi	Date of birth	18/07/1976			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	B.S Degree	Accounting	2000	Imam University		
2	SOCFA Fellowship	Accounting – Auditing	2009	SOCFA		
3	CMA Fellowship	Management Accounting	2010	IMA - US		
4	Executive Diploma	Islamic Finance	2010	Open University of Malaysia		
5	CFA Charter	Financial Analysis – Investment	2016	CFA Institute - US		
6	Emerging CFO Program	Strategic Financial Leadership	2018	Stanford University – GSB School - US		
7	Oxford Real Estate Program	Real Estate	2018	Oxford University – SAID business School - UK		
8	International Directors Program	Corporate Governance – Board of Directors development	2019-2020	INSEAD – FR		
9	COSO ERM Certificate	Risk Management	2020	COSO Committee – US		
10	Stanford Business Leadership Series SBLS	Business Strategy & Leadership	2020	Stanford University – GSB School - US		
11	INSEAD Corporate Governance Certificate	Corporate Governance – Board of Directors development	2021	INSEAD – FR		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
04/21 to date	Group CFO (Al-Akaria)					
04/17 to 03/21	CFO at (National Housing Company)					
04/14 to 04/17	CFO at (SPIMACO)					
07/12 to 04/14	Accounting Manager at (Madden Aluminum)					
04/11 to 07/12	Accounting Services Superintendent at (SATORP)					
10/00 to 04/11	Accountant/Project Manager/ Financial Specialist at (STC)					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company

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1	SAKAN Foundation	Non-Profit Foundation	Nonexecutive	Represent the founder NHC	Audit	Non-Profit Foundation
2	Muwasat Medical Service Company	Health Care	Independent	Personal Capacity	NRC	Listed

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A) Personal information of the Nominated Member:						
Full name		Faris Ibrahim Alrashed Alhumaid				
Nationality		Saudi		Date of birth		م 1971/08/21
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor of Computer Science	Computer Science	1994	King Saud University		
2	Advanced Management & Leadership Program CTR	Leadership Program	2011	University of Oxford - Said Business School		
3	Entrepreneur development program CRT	Entrepreneur development program	2009	Sloan School of Management		
4	Foundation of Directorship	Foundation of Directorship	2015	Board Directors Institute		
5	Wealth Management Program (CME4)	Wealth Management	2021	The Financial Academy		
6	General Securities Qualification Certificate (CME1)	General Securities	2017	The Financial Academy		
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
2011 - Present		Oqal Angel Investors Network - Business Entrepreneur				
2007 - 2018		NAL Investments company - investment				
2006 - 2007		Riyadh Steel Co - main supplier of small and medium-size flat bars in Saudi Arabia				
2006 - 2000		Dwalej Technology Co - Utilized extensive technical expertise and project management capabilities to improve the first educational technology company in the country.				
2004 - 2003		Hitech Technology Company – accounting and HR Program				
1996 - 2000		Future Kids - a global leader in helping schools use technology to transform education				
1994 -1996		Lecturer - Buraydah Technical College				
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive,	Nature of the membership (in	Committees Membership	Legal form of the company

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			nonexecutive, independent)	personal capacity, representative of legal person)		
1	Al Hassan Ghazi Ibrahim Shaker (Shaker)	hardware trade	independent	personally	Chairman of Remuneration and Nomination Committee	Public Listed
2	Dur Hospitality Co.	Hospitality	independent	personally	NO	Public Listed
3	Derayah Financial Company	Financial	independent	personally	NO	Joint Stock
4	Saudi Home Loans (SHL)	Home Loans	independent	personally	Chairman of the Credit & Risk Management Committee	Joint Stock
5	Czech Rehabilitation Center	Hospital maintenance and operation	non-executive	Derayah Healthcare Fund representative	NO	Joint Stock
6	Naseej for communication and Information Technology	Communications and information technology	independent	personally	Chairman of the Audit Committee	Joint Stock
7	Lendo Inc	Finance	non-executive	personally	NO	Joint Stock
8	Tanami Arabia Company	real estate	independent	personally	NO	Joint Stock
9	Ibrahim AlRashed Alhumaid Sons Company.	Implant and real estate	non-executive	personally	NO	Joint Stock
10	Derayah Healthcare Fund	Closed Fund	non-executive	personally	NO	limited liability company
11	Digital Mobility Solutions Co.	information technology	independent	personally	NO	limited liability company
12	AlMehbaj Company	wholesale retail	non-executive	personally	NO	limited liability company

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A) Personal information of the Nominated Member:						
Full name	Fayez Abdullah ALZiedi					
Nationality	Saudi	Date of birth	13/01/1402			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Executive MBA	Business Administration	2015	KFUPM		
2	BS in Accounting	Accounting	2006	KFUPM		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
Aug 2018-Date	Sr. Manager - Audit (YANPET petrochemical Co.)					
Feb 2015-July 2018	Sr. Manager - Finance (ARRAZI Petrochemical Co.)					
Sept 2009-Jan 2015	Section Head - Finance and Planning (ARRAZI Petrochemical Co.)					
May 2020- Dec 2020	Board member-remuneration and compensation committee. Thimar Co.					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
	Not Applicable					

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A) Personal information of the Nominated Member:				
Full name	Haitham Mohammad Abdulrhman Alfayez			
Nationality	Saudi	Date of birth	25/07/1977	

B) Academic Qualifications of the Nominated Member				
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity
1	Master's	Business Administration	2004	Imperial College London – Britain
2	Bachelor	Management Information Systems	2000	King Fahd University of Petroleum & Minerals -Saudi

C) Work Experience of the Nominated Member	
Period	Areas of Experience
2018- present	CEO- Awqaf investment company
2017-2015	CEO Local investment – The Kingdom
2015-2013	Chef direct investment – Aramco
2013-2008	Senior Analyst - United Nations Development Programme

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Kidana Development Company	real estate development	independent	in personal capacity	Nomination and Remuneration Committee	
2	Umm Al Qura Development & Construction	real estate development	independent	representative of legal person /General Authority for Awqaf	Nomination and Remuneration Committee	
3	Ekhaa charity of orphans care Foundation	charity	independent	in personal capacity	Investment Committee	
4	Awqaf investment company	investment	executive	in personal capacity	Investment Committee	

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A) Personal information of the Nominated Member:						
Full name	Haytham Suliman Abdulaziz Alsuhaime					
Nationality	Saudi	Date of Birth	24/12/1407 H			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Master	Investment & Risk Finance	2015	University of Westminster, UK		
2	Bachelor	Business Administration	2011	Al Ghurair University, UAE		
3	High school	Science	2005	Riyadh Schools, KSA		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
Mar 2020 - present	Chief Business Development Officer, Albilad Capital					
Feb 2019 - Feb 2020	Business Development Director - Head of Wealth Management, Albilad Capital					
Dec 2018 - Jan 2019	Business Development Vice President, Albilad Capital					
Sep 2016 - Nov 2018	Private Equity & Investment Banking Analyst, Albilad Capital					
Dec 2015 - Jul 2016	Cross Division Rotational Program at Investment Banking and Assets Management and Research Departments, Jadwa Investment					
May 2012 - May 2014	Sales and Marketing Executive in SABIN - UAE					
April 2019 - present	Board Member at Bank Albilad					
April 2019 - present	Member of Risk Committee at Bank Albilad					
2020 - present	Board Member of IT for Sharing Solutions LLC					
2021 - present	Board Member of Telad Investment Company					
2020 - present	Committee Member - Financial Institutions Committee					
2021 - present	Member of the Advisors Committee of Merak Technology Ventures Fund					
2020 - present	Member of the Board of Directors of Nusaned Fund					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company

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1	Bank Albilad	Banking sector	Non-executive	in personal capacity	Board member	Joint stock company
2	Bank Albilad	Banking sector	Non-executive	in personal capacity	Member of Risk committee	Joint stock company
3	Hulool Almusharaka for Information Technology Company	Computer Programming systems	Non-executive	in personal capacity	Board member	A limited liability company
4	Telad Investment Company	Public construction and renovation of residential, non-residential and government buildings	Non-executive	in personal capacity	Board member	Closed joint stock company
5	Merak Technology Ventures Fund	Investing in startup companies	Non-executive	in personal capacity	Member of the Advisors Committee	Closed fund
6	ABIC	Investment funds	Executive	in personal capacity	Board member of several investment funds managed by Albilad Capital	Assorted funds

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A) Personal information of the Nominated Member:

Full name	Khalid Abdulrahman Saleh Al Rajhi		
Nationality	Saudi	Date of birth	01/05/1391H

B) Academic Qualifications of the Nominated Member

#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity
	Bachelor	Finance	02/07/1994	King Fahad University of Petroleum and Minerals (KFUPM)

C) Work Experience of the Nominated Member

Period	Areas of Experience
01/01/2002 – 13/12/2004	Saudi Marine Shipping Co – Member of the BoD, the Executive Committee, and the Audit Committee
01/01/2004 – 31/12/2012	Saudi Cement Company - Member of the BoD
01/04/2009 – 31/12/2012	Saudi Cement Company - Member of the Audit Committee
17/04/2005 – 17/04/2010	Bank Al Bilad - Member of the Remuneration and Rewards Committee
11/04/2006 – 11/04/2012	Saudi Telecommunication Company (STC) – Member of the Board
11/04/2009 – 11/04/2012	Saudi Telecommunication Company (STC) – Chairman of the Audit Committee and Member of the
06/05/2007 – 21/05/2019	Walaa Cooperative Insurance Company – Member of the BoD and the Risk Committee and Chairman of the Investment Committee
22/11/2010 – 25/09/2018	Takween Advanced Industries – Chairman of the BoD
01/01/2006 – 31/12/2008	Nass Company (Bahrain) - Member of the BoD
01/08/2008 – 01/08/2012	DanaGas Company (LIAE) – Member of the BoD and the Audit Committee
07/10/2003 – 07/04/2005	Bank Al Bilad – Member of the Founding Committee
01/01/2004 – 11/04/2005	Al Raihi Trading Establishment - CEO

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:

#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
	Bank Al Bilad	Banking Services	Nonexecutive	Personal Capacity	BoD and Executive Com.	Joint Stock
	Saudi Cement Company	Cement	Nonexecutive	Personal Capacity	Chairman of BoD and Executive Com.	Joint Stock

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	Abdulrahman Saleh Al Rajhi and Partners CO	Investments	Executive	Personal Capacity	Chairman and CEO	Limited Liability
	Tanami Arabia Company	Real Estate	Nonexecutive	Personal Capacity	BoD	Limited Liability

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	Khalid Abdulaziz Almukairin					
Nationality	Saudi	Date of birth	19/12/1960			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor Degree	Economy	1983	King Saud University		
2	Higher Education Diploma	Banking and investing	2001	Beirut Arab Open University		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
1983 - 2005	Leadership Positions in Banking.					
2011-2016	Chairman of Al Bilad Finance Company.					
2012- 2016	Vice Chairman of Riyadh Chamber of Commerce and Industry.					
2005 - Current	Member of the Board of Directors of Bank Al Bilad and Member of the Executive Committee.					
2008 - Current	Chairman of Al-Maktaba Marketing Company.					
2003 - Current	Chairman of Khalid Abdulaziz Al Mukairin & Sons Holding Company.					
2011-2017	Chairman of the Board of Directors of Family Investment Company.					
2004 - 2008	Member of Al-Riyadh Region Council and member of the Economic Committee.					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Bank Al Bilad	Banking	Nonexecutive	In personal capacity	1.Member of the board of Directors. 2. Member of the Executive Committee	Listed company
2	Al- Maktaba Markiting Company	Commercial	Executive	In personal capacity		Closed company

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3	Al- Maktaba STORE COMPANY LTD	Commercial	Executive	In personal capacity		Closed company
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Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	Mohammad Talal Fuaad Himdi					
Nationality	Saudi	Date of birth	1396/11/17			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Master	Industrial Engineering	2006	King Abdul-Aziz University		
2	Bachelor	Industrial Engineering	2000	King Abdul-Aziz University		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2021-Present	General Manager at SPIMACO					
2015 – 2021	Vice President Operations at Saudi Cable Company and then General Manager at SPIMACO					
2012 - 2015	Procurement Infrastructure Category Head at National Commercial Bank					
2010 - 2012	General Manager Himdi Pharmacy & Store					
2008 - 2009	General Manager from Arab Poultry Breeders Company					
2006 - 2008	Production Manager Saudi Cable Company OMMAT,					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
	Not Applicable					

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Candidate's Information:						
Full Name	Mohammed Abdulrahman Abdulaziz AL Rajhi					
Nationality	Saudi	Date of Birth	10 Jun 1972			
Candidate's Qualifications:						
#	Academic Qualification	Field of Specialization	Graduation Date	Name of Issuing Entity		
1	BACHELOR	BUSINESS ADMINISTRATION	1998	KING ABDUL AZIZ UNIVERSITY		
Expertise:						
Period		Fields of Expertise				
(1988 – 2006)		ALRAJHI COMMERCIAL FOREIGN EXCHANGE BANK - Acting Chief Executive Officer				
(2007 – 2013)		BANK ALJAZIRA - DIVISION MANAGER				
(2013 – PRESENT)		ALRAJHI INVESTMENT FUND - DIVISION MANAGER				
Current Membership in the Board of Directors of other Joint Stock Companies (listed or unlisted), or any other company, regardless of its legal form or committees:						
#	Company Name	Major Activity	Membership Type (Executive, Nonexecutive, Independent)	Membership Nature (Personal, Representative of a Legal Entity)	Committee Membership	Legal Form
1	-	-	-	-	-	-

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A) Personal information of the Nominated Member:						
Full name	Muadh Abdulrahman Hasan Alhusaini					
Nationality	Saudi	Date of birth	17 – 03 – 1405 H			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor's Degree	Management Information System (MIS)	2008	King Fahad University of Petroleum and Minerals		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2017/10/4 – Now	Managing Director and Board Member – Ehata Financial Company					
2017/10/3 – 2013/8/27	Co-Head of Derivative and Financial Solutions Middle East & Africa – Deutsche Bank					
2013/8/22 – 2008/3/1	Senior Treasury Risk Advisor – SABB Bank					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	The Saudi Company for Mining Services	Mining services and inspection	independent	personal capacity	Board and Executive Committee	Closed joint-stock
2	Basiqat AlKhalij	Investment	independent	personal capacity	Executive Investment Committee	Limited Liability
3	Mohammed Ibrahim Alsubeaei & Sons Investment Company (MASIC)	Investment	independent	personal capacity	ALCO Committee	Closed joint-stock
4	Saudi Lendo Company	FinTech	independent	personal capacity	Board	Closed joint-stock
5	Jeddah Development and Urban Regeneration Company (JDURC)	Realestate Development	independent	personal capacity	Audit Committee	Closed joint-stock

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6	Bank Albilad	Banks	independent	personal capacity	Risk / Compliance & Governance Committees	Public joint- stock
7	Ehata Financial Company	Consultancy	independent	Executive	Board and Managing Director	Limited Liability

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A) Personal information of the Nominated Member:						
Full name	Nasser Sulaiman Abdullah AlNasser					
Nationality	Saudi	Date of birth	16-02-1972			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor of Engineering	Electrical engineering	1995	King Saud University		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
02/2018 -03/2021	STC Group CEO					
03/2015 – 02/2018	SVP/ Technology& Operations -STC					
10/2012 – 03/2015	COO - Mobily					
8/2009-10/2012	CTO - Mobily					
12/2015-4/2019	Chairman - Board of Directors - Solution					
11/2015-11/2018	Board Member - Turk Telecom & Avea					
4/2017-12/2017	Board Member - Sapphire					
11/2019 -3/2021	Board member - GSMA					
2/2018-3/2021	Chairman - SAMENA					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Pioneer Medical Solutions	Health	Founder and Chairman	Personal Capacity	-	one person Company

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A) Personal information of the Nominated Member:						
Full name	Nasser bin Mohammed Ibrahim Al-Subaie					
Nationality	Saudi	Date of birth	01/07/1378			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
	Bachelor of Administrative Sciences	accounting	1300/1400	King Saud University		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
From the year 1400 AH until now	Banking and Finance					
	real estate investments					
	financial investments					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
	Bank albilad	Banking	non-executive	Chairman of Board of Directors	Member of the Heads of Banks Committee	Saudi joint stock company
	Akwan Real Estate Company	real estate development	non-executive	Member of the Board of Directors		closed contribution

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	Mask Co., Ltd.	Investments	non-executive	Member of the Board of Directors	Executive Committee Member	closed contribution
	Zakher Company for Investment and Real Estate Development	Real estate investment and development	non-executive	Chairman of Board of Directors	-	LIMITED LIABILITY
	General Authority for Endowments	economic and social development	non-executive	Member of the Board of Directors	Executive Committee Member	public body
	Saudi Authority for Accredited Valuers (Evaluation	Real estate appraisal	independent	Member of the Board of Directors	-	public body
	Red Crescent Authority	medical services	independent	Chairman of the Investment Committee	-	public body
	King Fahd University of Petroleum and Minerals	educational	independent	Investment committee member	-	governmental university
	King Salman Charitable Housing Association	housing construction	independent	Member of the Board of Directors	Executive Committee Member	Charity
	King Salman Center for Research and Disability	Research support	independent	Committee president	Committee president	Charity
	Higher Education Fund	Investments	independent	Investment committee member		government facility
	Arjan Projects Company	real estate development	non-executive	Member of the Board of Directors	Executive Committee Member	Shareholding company
	Al Ber Charity Society in Riyadh	Charity	independent	Member of the Board of Directors	-	Charity

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	Saleh Mugbel Abdulaziz Alkhalaf					
Nationality	Saudi	Date of birth	1/7/1390 H			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	B.S.	Accounting	1992	King Saud University		
2	SOCPA	SOCPA	1995	Saudi Organization Certified Public Accountant		
3	CPA	Certified Public Accountant	1999	California Board of Accountancy, Sacramento, California, USA		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
February, 2016 until Now	Khabeer Company for Accounting Consultancy, Partner, Providing Internal and External Audit work, Zakat , Tax and accounting and control services.					
December, 2008 to February, 2016	Chief Internal Audit. Internal Audit Department, National Water Company (NWC)					
October, 2001 to February, 2008	Policies& procedures Director, Internal Audit Manager, Saudi Telecom Co, (STC)					
Jun, 1993 to February, 2001	Senior Internal Auditor. Saudi Industrial Development Fund (SIDF)					
Jan 2015 to Sep 2020	Board and Committee member at Suliman Alrajhi int. investment company as independent , investment and agriculture.					
Apr 2016 to Dec 2017	Audit committee member at SAMBA group as independent					
Jan 2012 to Sep 2017	Audit committee member at SAMBA capital as independent					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Islamic corporation the development of private sector- Islamic development fund	Investment & financing	Independent	Personally	Audit com. member	International org.
2	Herfy Food Services	Food	Independent	Personally	Audit com. member	Joint stock

Form No. (1) Resume

3	Almutlaq Group	Investment	Independent	Personally	Audit committee chairman	Closed stock
4	Sedco Holding	Investment	Independent	Personally	Audit com. member	Closed stock
5	National Blood & Cancer Center	Medical	Independent	Personally	Audit committee chairman	Closed stock

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	Sameer Omar M Baeisa					
Nationality	Saudi	Date of birth	11-01-1959			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
	Master's Degree	Business Management	1987	California State University, USA		
	Bachelor's Degree	Bachelor's Degree in Business Admin	1982	King Abdulaziz University, Jeddah		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2014 - 2017	Riyad Bank: Management Advisor reporting to the CEO to develop and improve bottom lines results with emphasis on Retail and Commercial businesses.					
1998 - 2013	Saudi Fransi Bank: Deputy Retail Banking Group Head and Head of Branch network countrywide In addition to serving as the Chairman of SAFIA Insurance Company.					
1987 - 1998	National Commercial Bank: Retail Regional Manager Western and Southern regions					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
	Saco	Retail	Independent	Personal Capacity	Board Member, Audit Committee Member, & Executive Committee Member	Listed Company

Form No. (1) Resume

	Bank Albilad	Bank	Independent	Personal Capacity	Board Member, Chairman nominations and Remuneration Committee, & Member of the Compliance and Governance Committee	Listed Company
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Form No. (1) Resume

A) Personal information of the Nominated Member:			
Full name	Suliman Abdulaziz Azzabin		
Nationality	Saudi	Date of birth	20-04-1974

B) Academic Qualifications of the Nominated Member				
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity
1	Degree	Major	Date of the Degree	Name of Awarding Entity
2	BA	Accounting	1995	KSU – Riyadh
3	MSC	Risk Management	2004	Southampton

C) Work Experience of the Nominated Member	
Period	Areas of Experience
1995-2007	Credit – collection – financial analysis – risk management (SABIC)
2007-2012	Risk management – international Business – project management (Al Rajhi Bank)
2012-2015	CEO Al Rajhi Bank
2015-2018	CEO Dutch Gulf mortgage company
2018-2020	Deputy – social development- Ministry of HRSD

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Mahra	Member	nonexecutive	Personal	R&C com	Public
2	SASCO	Member	nonexecutive	Personal	R&C com	Public
3	OZO2	Member	nonexecutive	Personal	-	Closed
4	Lemal	Member	independent	Personal	-	Closed

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	Yousef Hamad S. AlYousefi					
Nationality	Saudi	Date of birth	04/April/1982			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelors of Science	Electrical Engineer	2003	University of Colorado at Boulder		
2	MBA	Finance and Strategy	2010	Harvard Business School		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
Since 2021	CEO and board member, Joa Capital Company (CMA-licensed)					
Since 2015	Partner at Marco Partners (Jeal AlMustuqbal Investment Company)					
2012-2015	Head of Investments at the Saudi Technology Development and Investment Company (Taqlia)					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Medeterranian and Gulf Cooperative Insurance and Reinsurance (MedGulf)	Insurance	Independent	Personal	NRC, Investment, & Governance	Joint stock company
2	Saudi Airlines Catering Company (SACC)	Food & beverage	Independent	Personal	NRC	Joint stock company
3	Saudi Post Organization (SPO)	Postal services	Non-executive	Personal	Executive	Gov. Org.
4	Saudi Post and Logistics Company	Postal services	Non-executive	SPO rep.	N/A	Limited liability co
5	Saudi Automotive Services Company (SASCO)	Auto services	Independent	Personal	N/A	Joint stock company

Form No. (1) Resume

6	Joa Capital Company	Investment management	executive	Personal	N/A	Joint stock company
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Item 10 :

Voting on forming the Audit Committee, defining its duties, operating controls, and remuneration for its members for the new term that starts on 17 Apr 2022 for a period of three years ending on 16 Apr 2025 (CVs attached)

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name		Adeeb Mohammed Abanumai				
Nationality		saudi	Date of birth		12/02/1390	
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications		Name of Awarding Entity	
1	Master	Accounting	1998		Miami	
2	Bachelor	Accounting	1992		King Saud University	
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
1/2010-till date		Abanumi CPA				
7/2008-12-2009		Capital Market Authority- Advisor continuous Disclosure				
3/2005-6/2008		Capital Market Authority - Senior officer continuing disclosure				
8/1999-6/2004		The Saudi Fund for Development (SFD)-Saudi Export Program				
2/1992-7/1999		The Saudi Fund for Development (SFD)-Researcher-Accounting analyst				
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Alakarieh	Real Estate	independent	Personal	Audit Committee	joint stock company
2	Budget	Transport	independent	Personal	Audit Committee	joint stock company
3	ALMather REIT	Real estate	independent	Personal	Board of Directors	closed-ended real estate investment traded fund
4	Natural Gas Distripution	Industrial	independent	Personal	Audit Committee	Closed joint stock company
5	Jazan Development co	agricultural	independent	Personal	Board of Directors and Chairman of Audit committee	Joint Stock Company

6	Bank ALbilad	Banking	independent	Personal	Board of Directors and Chairman of Audit committee	Joint Stock Company
7	Southern Province cement co	cement	independent	Personal	Audit Committee	Joint Stock Company
8	Jabal Omar Co	Real Estate	independent	Personal	Audit Committee	Joint Stock Company

Form No. (1) Resume

A) Personal information of the Nominated Member:

Full name	Abdulaziz Abdullah Saleh AlAkel		
Nationality	Saudi Arabian	Date of birth	22/01/1958

B) Academic Qualifications of the Nominated Member

#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity
1	Bachelor of Science	Computer Science	1986	Monmouth University New Jersey USA
2	Certified Internal Control Auditor (CICA)	Internal Control Audit	2010	Institute of Internal Control
3	Chartered Risk Analyst (CRA)	Risk Analysis	2011	American Academy of Financial Management(AAFM)
4	Certified in Risk and Information Systems Control(CRISC)	Risk in Information Systems	2011	Information Systems Audit and Control Association (ISACA)
5	Certified Project Management Expert (CPME)	Project Management	2012	American Board for Project Management

C) Work Experience of the Nominated Member

Period	Areas of Experience
2006--2012	Bank Albilad IT Audit Manager
2012-2015	AlRajhi Bank IT Audit Department Head
2015-2017	Riyad Bank SVP Business Technology Audit Department Head
2017-2012	Arab National Bank Deputy Head of Internal Audit Division

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:

#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity,	Committees Membership	Legal form of the company
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				representative of legal person)		
1	Tadweer	Environment Recycling	independent	personal capacity	Audit committee	Private company

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	Mohammed bin Farhan bin Nader					
Nationality	Saudi	Date of birth	07 June, 1978			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Master's	Business and Financial Management	2004	Heriot-Watt University (UK).		
2	Bachelor	Accounting	2001	King Saud University		
3	American Fellowship of Certified Public Accountants (CPA)	Accounting	2007	America, American Institute of Certified Public Accountants		
4	Saudi Fellowship of Certified Public Accountants (SOCPA)	Accounting	2010	Saudi Organization for Certified Public Accountants		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
January 2015	Executive Partner of United Accountants Company, member of RSM International Group					
2012 - 2014	Chief Financial Officer of Awqaf Sulaiman Al Rajhi Holding Company					
2010 - 2011	Deloitte - Manager					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	AL-RAJHI BROTHERS	INVESTMENTS	INDEPENDENT	Character Trait	Member of Audit Committee	Closed Contribution
2	SIPCHEM	BASIC MATERIALS	INDEPENDENT	Character Trait	Member of Audit Committee	Public Share

3	EXTRA	RETAILING OF LUXURY GOODS	INDEPENDENT	Character Trait	Member of Audit Committee	Public Share
4	SAUDI ADVANCED INDUSTRIES COMPANY	INDUSTRIES	INDEPENDENT	Character Trait	Member of Audit Committee	Public Share
5	SAUDI RECRUITMENT COMPANY	PROVIDING MANPOWER TO THE SECTORS	INDEPENDENT	Character Trait	Chairman of the Audit Committee	Closed Contribution
6	NATIONAL EDUCATION COMPANY	EDUCATION ACTIVITY	INDEPENDENT	Character Trait	Chairman of the Audit Committee	Closed Contribution
7	YANBU CEMENT	CEMENT	INDEPENDENT	Character Trait	Member of Audit Committee	Public Share
8	PRINCESS NOURA BINT ABDULRAHMAN UNIVERSITY ENDOWMENT COMPANY	INVESTMENTS	INDEPENDENT	Character Trait	Member of the Board of Directors	Limited Liability

Item 11 :

Voting on forming the Shariah Committee for the new term that starts on 17 Apr 2022 for a period of three years ending on 16 Apr 2025 (CVs attached)

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	Abdullah bin Musa bin Fahd Al-Ammar					
Nationality	Saudi	Date of birth	01/07/1373 AH			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor	Sharia	1399 H	Al-Imam Muhammad Ibn Saud Islamic University		
2	Master	Fiqh	1403 H	Al-Imam Muhammad Ibn Saud Islamic University		
3	Ph.D.	Fiqh	1407 H	Al-Imam Muhammad Ibn Saud Islamic University		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
1408 -1410 H	Vice Dean of the Department of Jurisprudence at the College of Sharia at Al-Imam Muhammad Ibn Saud Islamic University					
1420 - 1425 H	Member of the Community Service Committee at Al-Imam Muhammad Ibn Saud Islamic University					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
	Not Applicable					

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name		Mohammed bin Saud Mohammed Al-Osaimi				
Nationality		Saudi	Date of birth		18/01/1380 H	
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor	Islamic Economics	1403 H	Imam Muhammad bin Saud Islamic University		
2	Master	Economics	1414 H	University of Colorado, Boulder		
3	Ph.D	Economic development, international economics, money and banking	1414 H	University of Colorado, Boulder		
C) Work Experience of the Nominated Member						
Period		Areas of Experience				
1414 – 1434 H		Associate Professor of Islamic Economics, Department of Economics, College of Economics and Administrative Sciences, Imam Muhammad Ibn Saud Islamic University.				
1420 - 1425 H		Director of Sharia Supervision Department, Al-Rajhi Banking and Investment Company (Al-Rajhi Bank currently)				
1416 – 1420 H		Vice Dean of Student Affairs for Student Activities, Imam Muhammad bin Saud Islamic University.				
1416 - 1418		Member of College of Sharia Council, Imam Muhammad bin Saud Islamic University.				
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity,	Committees Membership	Legal form of the company

				representative of legal person)		
1	AIMS Holding	Real Estate Investment	Independent	in personal capacity	Member of the Board of Directors and Chairman of the Nominations and Compensatio n Committee	Closed joint stock holding company
2	Positive Facilities	Finance	Independent	in personal capacity	Chairman of the Sharia Committee	Closed joint stock company
3	Awqaf Abdullah Ibrahim Al Subaie	Awqaf	Independent	in personal capacity	Member of the Nazarh Council	Awqaf institutio n
4	Rawafed Al-Joud Investment Company closed joint stock (charitable)	Finance	Independent	in personal capacity	Member of the Board of Directors	Closed joint stock company
5	Developmental Housing – Ministry of Housing	Developmental Housing	Independent	in personal capacity	Member of Board of Trustees	Governm ental institutio n
6	Waqaf Suleiman Abanami	Awqaf	Independent	in personal capacity	Member of the Nazarh Council	Awqaf institutio n
7	Albilad Capital	Financial	Independent	in personal capacity	Member of the Sharia Committee	Closed joint

						stock company
8	Norah AlMalahi Foundation	Awqaf	Independent	in personal capacity	Member of the Nazarh Council	Awqaf institutio n
9	AlRaedah Finance	Finance	Independent	in personal capacity	Member of the Sharia Committee	Closed joint stock company

Form No. (1) Resume

A) Personal information of the Nominated Member:						
Full name	Yousef Bin Abdullah bin Saleh Alshubaily					
Nationality	Saudi	Date of birth	11/07/1391 H			
B) Academic Qualifications of the Nominated Member						
#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity		
1	Bachelor	Sharia	1413H	Imam Mohammed Bin Saud Islamic University		
2	Master	Comparative Jurisprudence	1417 H	Higher Judicial Institute		
3	Ph.D.	Comparative Jurisprudence	1422H	Higher Judicial Institute		
C) Work Experience of the Nominated Member						
Period	Areas of Experience					
2001– 2021	Professor of Comparative Jurisprudence - Higher Judicial Institute					
2012 – 2021	Member of the Saudi Jurisprudence Society					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Alinma Bank	Financial	independent	in personal capacity	Sharia Committee	joint stock company
2	Albilad Capital	Financial	independent	in personal capacity	Sharia Committee	Investment Company
3	AlRajhi Takaful	Financial	independent	in personal capacity	Sharia Committee	Insurance company

4	Alinma Tokio Marine	Financial	independent	in personal capacity	Sharia Committee	Insurance company
5	Aljazira Takaful	Financial	independent	in personal capacity	Sharia Committee	Insurance company
6	Amlak Finance	Financial	independent	in personal capacity	Sharia Committee	Real estate Financing Company
7	Saudi Finance	Financial	independent	in personal capacity	Sharia Committee	Financing Company
8	Deutsche Gulf Finance	Financial	independent	in personal capacity	Sharia Committee	Financing Company

Item 12 :

Voting on the amendments of the Audit Committee Charter.

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
<p>1-4-1-1 The Audit Committee shall be formed by a resolution of the Bank's Ordinary General Assembly - based on a proposal by three independent members of the Board of Directors, one of whom is a member of the Board of Directors appointed as the Chairman of the Committee, and two external members, who meet the requirements and terms of appointment stipulated in this charter and the policies and mechanisms of appointment and replacement of Board members, its affiliated committees, and the relevant rules and regulations, provided that the Chairman of the Board of Directors is not a member of the committee; and in the event that the Chairman of the Committee loses his membership of the Board of Directors, or he loses his independence for any reason, he loses the Chairmanship of the Committee.</p>	<p>1-4-1-1 The Audit Committee is formed by a decision of the Bank's Ordinary General Assembly - based on a proposal from the Board of Directors - from three independent members, one of whom is a member of the Board of Directors appointed as the Chairman of the Committee and two external members. And none of them should have a fiduciary relationship with the bank in his name or in the name of one of his relatives, or in any capacity with the bank, members of its board of directors or its executive staff. The members must have the academic qualifications and professional experience required for a member of the committee, as well as the requirements and terms of appointment stipulated in this charter, the policies and mechanisms for appointment and replacement of members of the board of directors and its affiliated committees, and the relevant rules and regulations, provided that the chairman</p>	<p>to follow to the main principles of governance in new financial institutions,</p>

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
	of the board of directors is not a member of the committee, and in the event of losing Chairman of the Committee for membership of the Board of Directors for any reason, he loses the presidency of the Committee.	
1-4-1-2 The chairperson/member of the committee shall be obligated to refrain from everything that affects his independence; he shall refrain from accepting any position, job, transaction, contract, disposition or any other thing that may prejudice, affect, or constitute an obstacle of independence, except after informing the Board of Directors that shall issue a resolution authorizing him to do the same, in accordance with the controls and provisions set by the Board of Directors, without prejudice to the availability of the minimum number of the independent members of the committee prescribed by the relevant rules and regulations; and in the event that a committee member loses his independence for any reason, he loses Committee membership, unless the Board of Directors decides to continue the membership of the (external)	1-4-1-2 The chairperson/member of the committee is obligated to refrain from everything that affects his independence and the conditions of his membership in the committee. In the event that the chairperson/member of the committee loses his independence for any reason, he loses membership of the committee.	Flexibility and solving some potential problems due to difficult membership requirements

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
member of the committee for a specific period until the appointment of an appropriate replacement in accordance with the approved policy and mechanism of replacement and the relevant controls and conditions, provided that the appointment / replacement is presented to the Bank's General Assembly - at its first meeting - to approve it.		
1-4-1-3 The chairman and members of the committee shall be appointed for a period of three years, renewable for two additional terms, according to the nomination and appointment mechanism specified in the policy of rules and controls for nomination and appointment to the Board of Directors and its committees, and the relevant rules, regulations, policies and procedures.	No changes	

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
1-4-1-4 In the event of a vacancy in the position of the chairperson/member of the committee, the Board of Directors shall, upon the recommendation of the Nomination and Remuneration Committee, appoint a replacement member in the vacant position who meets the requirements and terms of appointment stipulated in this Charter and the policies and mechanisms of appointment and replacement of the members of the Board of Directors and its affiliated committees and the relevant regulations and rules; the new member shall complete the term of his predecessor, provided that the appointment/replacement is presented to the Bank's General Assembly at its first meeting, for approval.	1-4-1-4 In the event of a vacancy in the position of the chairperson/member of the committee, the Board of Directors shall, upon the recommendation of the Nomination and Remuneration Committee, appoint a replacement member in the vacant position who meets the requirements and terms of appointment stipulated in this Charter and the policies and mechanisms of appointment and replacement of the members of the Board of Directors and its affiliated committees and the relevant regulations and rules; the new member shall complete the term of his predecessor, provided that the appointment/replacement is presented to the Bank's General Assembly at its first meeting, for approval. With obtaining a prior no-objection from the Central Bank in all cases.	To comply with the guidance manual of the Audit committees
1-4-1-5 The Chief Internal Auditor shall assume the duties of the Secretary of the Committee; in the event of his absence - for any reason - he shall be replaced by his deputy, unless the Committee decides to assign someone else.	No changes	

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
<p>1-4-2 Authorities of the Committee:</p> <p>For the committee to perform its duties, it shall have the following authorities:</p> <p>1-4-2-1 The right to access all bank records and document;</p>	No changes	
<p>1-4-2-2 to request any clarification or statement from the members of the Board of Directors or the executive management;</p>	<p>1-4-2-2 the Committee has the right to request any clarification or statement from the members of the board of directors or the executive management without interfering with decision-making or participating in executive work.</p>	To comply with the guidance manual of the Audit committees
<p>1-4-2-3 the right to obtain the opinion of advisory or legal bodies from outside the Bank on matters that may have an impact on the financial position of the Bank;</p>	No changes	
<p>1-4-2-4 the possibility of inviting any of the Bank's officials and employees in coordination with the CEO, as well as inviting the auditors to discuss reports, notes and any other topics related to the scope of their work.</p>	No changes	

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
1-4-2-5 to request the Board of Directors to invite the General Assembly to convene if its work is obstructed or the Bank suffers serious damage or losses.	No changes	
<p>1-4-3 Duties and responsibilities of the Committee:</p> <p>The main purpose of the Audit Committee is to assist the Board of Directors in performing its duties and responsibilities by contributing to enhancing confidence in the fairness of financial reports and oversight over the Bank's business in a way that ensures the protection of the interests of shareholders and all stakeholders. The Committee shall exercise its functions independently in light of the directives of the Board of Directors in accordance with the regulations, rules and governing controls:</p>	<p>1-4-3 Duties and responsibilities of the Committee:</p> <p>The main purpose of the Audit Committee is to assist the Board of Directors in performing its duties and responsibilities by contributing to enhancing confidence in the fairness of financial reports and oversight over the Bank's business, protecting the bank's assets and the interests of its customers, shareholder, investors and all stakeholders , and supervising the work of external and internal auditors, and so on. The Committee shall exercise its functions independently in light of the directives of the Board of Directors in accordance with the regulations, rules and governing controls. Without interfering in decision-making or participating in executive work</p>	To comply with the guidance manual of the Audit committees
1-4-3-1 Financial reports:	No changes	

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
1-4-3-1-1 Studying the quarterly and annual financial statements of the Bank before presenting them to the Board of Directors and the Committee issuing its opinion and recommendation in respect thereof, according to what it finds of their integrity, fairness, transparency and compliance with the accepted accounting standards.		
1-4-3-1-2 Expressing technical opinion - at the request of the Board of Directors - on whether the Board's report and the Bank's financial statements are fair, balanced and understandable and include information that allows shareholders and investors to evaluate the Bank's financial position, performance, business model and strategy.	No changes	
1-4-3-1-3 Studying any important or unfamiliar issues contained in the financial reports.	No changes	
1-4-3-1-4 Thoroughly researching any issues raised by the Executive Vice President of Finance, Chief Compliance & Anti-Financial Crime Officer	No changes	

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
or the auditors.		
1-4-3-1-5 Verifying accounting estimates regarding the material issues contained in the financial reports, and discussing provisions for financing losses, and the opinion of auditors on their adequacy.	No changes	
1-4-3-1-6 Studying the accounting policies followed in the Bank, expressing opinion and recommending to the Board of Directors in this regard, and following up the application of accounting policies and standards and their variables, and reviewing notes as well as accounting amendments proposed by the auditors.	1-4-3-1-6 Studying the accounting policies followed in the Bank and the amendments thereto, expressing opinion and recommending to the Board of Directors in this regard, and following up the application of accounting policies and standards and their variables, verifying any modifications in the controls and their causes, and reviewing notes as well as accounting amendments proposed by the external auditors. to ensure the integrity of registration and correct settlement of operations and segregation of duties.	To comply with the guidance manual of the Audit committees
	1-4-3-1-7 Ensure that policies related to the purchase, sale and evaluation of commercial and investment bonds and transactions with bond brokers and agents are reviewed.	To comply with the guidance manual of the Audit committees

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
	1-4-3-1-8 The committee shall constantly follow up on developments in the programs used in processing financial statements and their adequacy.	To comply with the guidance manual of the Audit committees
	1-4-3-2 Internal Audit 1-4-3-2-1 Recommending to the Board of Directors to approve the organizational structure of the internal audit, periodically reviewing it and updating it when needed.	To comply with the guidance manual of the Audit committees
	1-4-3-2-2 Ensuring the availability of appropriate human resources for internal audit in terms of numbers, qualifications and skills, especially in specialized topics that fall within its specialization in accordance with the requirements of the relevant regulatory requirements and the banks approved documents.	To comply with the guidance manual of the Audit committees
	1-4-3-2-3 Approving the internal audit strategy and monitoring its performance along with the performance of the annual audit plan, and in line with the general strategy and objectives of the bank.	To comply with the guidance manual of the Audit committees

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
	1-4-3-2-4 Recommending to the Board of Directors the approval of the internal audit policy, and verifying the adequacy and approval of internal audit procedures	To comply with the guidance manual of the Audit committees
	1-4-3-2-5 Studying and approving the annual internal audit plan based on the results of the annual risk assessment, and any amendments thereto, including the scope and the budget allocated to that plan, following up on its implementation and evaluating the methodology upon which that plan was prepared, verifying its coverage of the bank's work and its coverage of high-risk areas and ensuring linkage with the strategy and objectives of the Bank, in accordance with relevant regulatory requirements and approved Bank documents.	To comply with the guidance manual of the Audit committees
1-4-3-2-3 Reviewing the annual report of the Internal Audit Sector regarding the audits conducted during the year and the deviations in the implementation of the plan and their causes.	1-4-3-2-6 Reviewing the internal audit annual report regarding the audit assignments conducted during the year and the deviations in the implementation of the plan and their causes.	Redrafting

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
1-4-3-2-4 Studying the Internal Audit reports, including the assessment of the internal control system, notes related to it, and correction procedures, as well as reports of evaluating the Bank's insurance coverage, unclaimed and abandoned accounts, related party transactions reports, reports related to information technology and security controls, and other matters that fall within the functions and tasks of the Committee.	1-4-3-2-7 Studying and discussing the Internal Audit reports, including the assessment of the internal control system, issues related to it, and corrective actions, including internal audit reports related to unclaimed and abandoned accounts, related party transactions, information technology and information security controls, and other matters that fall within the specialization and responsibilities of the Committee.	Improving wording Detailing insurance coverage reports because they are linked to external and internal auditors
1-4-3-2-5 Follow-up on the progress in correcting the observations contained in the Internal Audit reports.	1-4-3-2-8 Follow up on the progress in correcting the observations contained in the internal audit reports, and ensure that the executive management takes the necessary corrective measures in a timely manner to address the deficiencies that the internal audit highlighted.	To comply with the standards of internal Audit
1-4-3-2-6 Evaluating the performance of the Internal Audit Sector and verifying that it is performing its tasks effectively and independently and that it does not encounter any difficulties during the audit process,	1-4-3-2-9 Monitoring the performance of the internal audit and verifying its ability to perform its tasks effectively and objectively without facing any difficulties when conducting the audit assignments, and facing any restrictions from	Redrafting And in accordance with the standards of internal Audit

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
including any restrictions on the scope of work or obtaining the required information	management on the scope of work or obtaining the required information.	
	1-4-3-2-10 Ensuring that an independent external evaluation of the internal audit is conducted to verify the quality of its work at least once every five years, in accordance with the relevant policies and procedures.	To comply with the standards of internal Audit
	1-4-3-2-11 Obtaining annual confirmation from internal audit of their independence in accordance with relevant professional regulations and standards.	To comply with the standards of internal Audit
	1-4-3-2-12 Approving the Chief Internal Auditor Key Performance Indicators and evaluating his performance.	To comply with the standards of internal Audit
1-4-3-2-7 Recommending to the Board of Directors the appointment of the Executive Director of Internal Audit and proposing his financial benefits in accordance with the relevant approved policies of the Bank.	1-4-3-2-13 Recommending to the Board of Directors the appointment, reappointment, dismissal or resignation of the Chief Internal Auditor, and proposing his financial benefits and recommending his remuneration in accordance with the relevant bank's policies.	To comply with the standards of internal Audit

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Article before Amendment	Proposed Amendment	Reasons for Amendment
	1-4-3-2-14 Ensuring that the integrity and ability of Chief Internal Auditor to perform his work duties honestly, carefully and responsibly, and that he abides by regulations and instructions, and that he has not previously been involved in any violating activities.	To comply with the standards of internal Audit
<p>1-4-3-3 External Audit (Auditors)</p> <p>1-4-3-3-1 Recommending to the Board of Directors to nominate and dismiss auditors, determine their fees and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of their contract;</p>	No changes	
1-4-3-3-2 Verifying the independence, objectivity and fairness of the auditors, and the effectiveness of audit work, taking into account the relevant rules and standards, and the absence of any restrictions on the scope of their work and the extent of response of the management to their requirements;	No changes	

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
1-4-3-3-3 Reviewing the auditors' plan and work, and verifying that no technical or administrative works are submitted that are outside the scope of audit work or not approved by the Committee, and expressing their views in this regard, in addition to approving any work that may be requested from the auditors outside the scope of the audit work they perform.	No changes	
1-4-3-3-4 Studying the reports submitted by the auditors and their comments on the financial statements, including the annual management letter, and following up the corrections of the notes contained therein.	1-4-3-3-4 Studying the reports submitted by the external auditors and their comments on the financial statements, including the annual management letter, following up the corrective actions of the issues contained in those reports, and verify the implementation of their recommendations.	
1-4-3-3-5 Reviewing any reports issued by the auditors of the Central Bank or the Bank's management or any results raised with the management and the extent of the management's response thereto	1-4-3-3-5 Reviewing any reports issued by the auditors to the Central Bank, other regulatory bodies or the Bank's management or any results raised with the management and the extent of the management's response thereto.	To comply with the guidance manual of the Audit committees
	1-4-3-3-5 Ensure the existence of coordination and complementary work between the external auditors and	To comply with the standards of internal Audit

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Article before Amendment	Proposed Amendment	Reasons for Amendment
	the bank's internal audit in accordance with the policies and procedures approved by the bank to ensure that they perform their work efficiently and effectively.	
1-4-3-3-6 Annually obtaining a letter from the auditors confirming their independence in accordance with the applicable regulations and professional standards.	No changes	
	<p><u>1-4-3-4 Sharia Audit:</u></p> <p>1-4-3-4-1 Reviewing and approving the annual Shari'a audit plan recommended by the Shari'a Committee, and any amendments thereto, following up on its implementation, evaluating the methodology upon which that plan was prepared, verifying its coverage of the bank's scope of work and high-risk areas, ensuring linkage with the bank's strategy and objectives, the Shari'a governance framework and internal audit standards, And verify coverage of areas of high risk.</p>	To comply with the Sharia governance framework

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Article before Amendment	Proposed Amendment	Reasons for Amendment
	1-4-3-4-2 Studying and discussing Shariah audit reports and following up on the progress in correcting the observations contained in those reports.	To comply with the Sharia governance framework
	1-4-3-4-3 Assessing the level of the Shariah Audit compliance with requirements of the Shariah governance framework issued by the Central Bank, as well as the bank's policies and procedures in reviewing the bank's business.	To comply with the Sharia governance framework
<p>1-4-3-4 Confirmation of compliance and adequacy of the internal control system</p> <p>1-4-3-4-1 Reviewing the results of the regulatory authorities' reports and following up on the Bank's taking the necessary measures in this regard, as it falls within the activities or competence of the committee.</p>	No changes	
1-4-3-4-2 Verifying the Bank's compliance with the rules, regulations, policies and instructions related to the activities and competence of the	1-4-3-4-2 Verify the bank's compliance with the rules, regulations, policies and instructions related to the Committee's activities and jurisdictions, and issue its	Redrafting

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
Committee, and submitting its recommendations in matters that require action to the Board of Directors.	decisions and recommendations in matters that require action.	
1-4-3-4-3 Assessing the adequacy and effectiveness of the internal control controls for the various activities of the Bank, and the variables thereof, including the use of automated banking systems to obtain reliable financial information.	No changes	
1-4-3-4-4 Ensuring the existence of a policy and mechanism that allow employees in the Bank to submit their comments regarding any abuse in financial or other reports in complete confidentiality, as well as ensuring the existence of policies and procedures followed by stakeholders in submitting their complaints or reporting violating practices and verifying the application of these policies and mechanisms.	1-4-3-4-4 Ensuring the existence of a policy and mechanism that allows employees in the bank to submit their observations regarding any potential manipulation in financial or other reports in complete confidentiality, stakeholders to submit their complaints or report violating practices. As well as policies related to conflict of interest management and related party transactions and trading or dealing based on inside information, in addition to ensuring that there is a mechanism for disseminating and	To comply with the guidance manual of the Audit committees

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Article before Amendment	Proposed Amendment	Reasons for Amendment
	implementing the bank's rules of professional conduct, and verifying the application of these policies and mechanisms.	
	1-4-3-4-5 Ensuring compliance with the policy of ban of trading based on internal information.	
	1-4-3-4-6 Ensuring the existence of a mechanism for publishing and applying the bank's code of conduct rules and take the necessary measures in the event of irregularities	
	1-4-3-4-7 Review the assessment of insurance coverage and determine its adequacy.	To comply with the guidance manual of the Audit committees
1-4-3-4-5 Perusal of the administrative reports and information required by the supervisory authority, and any other documents or reports submitted by the Bank that fall within the responsibilities or competencies of the audit committee.	No changes	

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Article before Amendment	Proposed Amendment	Reasons for Amendment
1-4-3-4-6 Perusal of the minutes of the meetings of the Board and the various committees of the Bank and following up on issues of interest to the Committee and that fall within its responsibilities, including those related to the collection or write-off of bad debts, internal and external fraud cases, and risk reports.	1-4-3-4-9 Perusal of the minutes of the meetings of the Board and the various committees of the Bank and following up on issues of interest to the Committee and that fall within its responsibilities, including those related to the collection or write-off of bad debts, internal and external fraud cases, risk reports and legal cases.	To comply with the guidance manual of the Audit committees
1-4-3-4-7 Reviewing the contracts and transactions proposed to be conducted by the Bank with related parties, and presenting its views in this regard to the Board of Directors.	1-4-3-4-10 Reviewing the contracts and transactions proposed to be conducted by the Bank with related parties, and presenting its views in this regard to the Board of Directors.	Re-arrange
1-4-3-4-8 Obtaining a list of all related party transactions, reviewing their approvals and ensuring their integrity and the adequacy of their disclosure in the financial statements.	1-4-3-4-11 Obtaining a list of all related party transactions, reviewing their approvals and ensuring their integrity and the adequacy of their disclosure in the financial statements in accordance with the regulatory instructions and the bank's policies.	Re-arrange

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Article before Amendment	Proposed Amendment	Reasons for Amendment
Ensuring the assessment of the extent to which management is able to assess the risk related to economic activities such as hedging and pricing of the products such as options contracts, foreign exchange contracts, interest rates, etc.	1-4-3-4-12 Ensuring the assessment of the extent to which management is able to assess the risk related to economic activities such as hedging and pricing of the products such as options contracts, foreign exchange contracts, interest rates, etc.	To comply with the guidance manual of the Audit committees
1-4-3-4-9 Obtaining the necessary clarifications regarding the amount and size of operational losses, violations and fines calculated on the Bank, their causes and processing procedures.	No changes	
1-4-3-4-10 Perusal of the periodic and annual reports issued by the Compliance Committee and Combating Financial Crimes of the Department regarding the compliance status of the Bank, including any shortcomings and the steps taken to correct them.	No changes	
1-4-4 Committee Reports 1-4-4-1 The Board of Directors shall approve the annual work plan of the Committee in accordance with its responsibilities and powers, and the Committee shall submit to the Board periodically the	No changes	

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
minutes of its meetings, including the results of its work, decisions and recommendations.		
1-4-4-2 The Committee shall submit a quarterly and annual reports to the Board of Directors that shall include a summary of the Committee's work recommendations and internal audit activities.	1-4-4-2 The Committee shall submit a quarterly and annual reports to the Board of Directors that shall include a summary of the Committee's work recommendations and internal audit activities.	To comply with the standards of internal Audit
1-4-4-3 Preparing a report for the Committee that shall include details of its performance of its competencies and tasks stipulated in the Companies Law and its regulations, provided that it shall include its recommendations and opinion on the adequacy of the internal control system, and the other work it has carried out within the scope of its competence, provided that the Board of Directors shall deposit copies of the Audit Committee's report in the head office of the Bank and to be published on the Bank's website and the website of the Saudi Stock Exchange (Tadawul) when the invitation to convene the General Assembly is published at least twenty-one days prior to its convening; to	No changes	

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
provide any shareholder who wishes with a copy of it, and a summary of the report shall be read during the assembly.		
<p>1-4-5 Committee meetings</p> <p>1-4-5-1 The Audit Committee shall meet periodically, provided that its meetings shall not be less than four meetings during the Bank's financial year.</p>	<p>1-4-5 Committee meetings</p> <p>1-4-5-1 The Audit Committee shall meet periodically, provided that its meetings shall not be less than four meetings including its annual meeting with the bank's board of directors during the Bank's financial year.</p>	<p>To comply with the guidance manual of the Audit committees</p>
1-4-5-2 The Audit Committee shall meet periodically with the auditors and with the Bank's Internal Audit.	No changes	
1-4-5-3 The Chief Internal Auditor and the Bank's auditors may request a meeting with the Audit Committee whenever the need arises.	No changes	
1-4-5-4 The quorum of the Committee shall be complete in the presence of the majority of the members (two out of three) and no member of the Audit Committee has the right to delegate another member on his behalf.	No changes	

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
<p>1-4-6 Remunerations and compensation of the Chairman and members of the Committee</p> <p>The remunerations and compensation of the Chairman and members of the Committee shall be subject to the provisions related to the Companies Law and the regulatory controls and procedures issued in implementation of the Companies Law for Listed Joint Stock Companies, and the Corporate Governance Regulations issued by the Capital Market Authority and the Bank's Articles of Association.</p> <p>The remuneration of each of the Chairman and members of the Committee shall be determined in accordance with the policy and mechanism of remuneration for members of the Board of Directors and its committees, approved by the Board of Directors and the General Assembly and related resolutions. In the event of absence from attending the Committee's meetings, an amount shall be deducted from the absent member's remuneration for him as chairman or</p>	No changes	

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
member of the committee in proportion to the percentage of his absence.		
<p>1-4-7 Amendment to the Charter</p> <p>This charter shall be updated or amended by a resolution of the General Assembly upon the recommendation of the Board of Directors, based on the recommendations of the Audit Committee and the Compliance and Governance Committee in accordance with the relevant procedures and mechanisms of the Bank.</p>	No changes	
<p>1-4-8 General and final provisions:</p> <p>The general rules and provisions of the Board of Directors Committees approved in the Governance Guide appendix shall apply to the Committee's work, meetings and mechanisms – in a manner that does not conflict with the relevant provisions and rules.</p>	No changes	
	<p>The terms and provisions of this charter is expressing the binding laws, rules and regulations issued by regulatory authorities in force upon their issuance</p> <p>In the event of any amendments or issuance of new rules and regulations, the</p>	<p>New to be inline with the rest of the committees and to avoid any issue</p>

Proposed Amendment on the Audit Committee Charter

Article before Amendment	Proposed Amendment	Reasons for Amendment
	new/amended rules and regulation shall be adhered to on the date specified for compliance therein, and the rules and provisions contained in this charter shall be immediately updated/modified based on them.	

- **DISCLAIMER:** The English version of the amendments is made for information purposes only. In case of a discrepancy, the Arabic version shall prevail.

Item 13 :

Voting on the amendments of the succession policy for members of the Board of Directors and its committees.

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>11-7 succession programs for members of the Board of Directors and its committees</p> <p>1-7-11Introduction</p> <p>Bank Albilad and its Board of Directors, in particular, always seek to ensure the continuity and effectiveness of its business, and the development and sustainability of its role and management, through its adoption of several strategies, the most important of which are the replacement plans and programs for its cadres - in general - and for its members and members of its committees - in particular, in a manner that ensures the continuity and gradation of the replacement and succession process. As per the best practices, applications and experiences, through introducing an efficient, qualified and appropriate alternative, the process of replacement and succession works on ensuring that the Board of Directors is assisted in exercising its functions and responsibilities efficiently and effectively. It also supports the Board and its committees with renewable and diverse experiences and skills that increase their vitality, effectiveness and efficiency. The process of replacement and succession and the preparation of the appropriate alternative also leads to overcoming all difficulties and obstacles that may stand in the way of the Board in the performance of its role, mission and responsibilities, especially in the event of an emergency or a situation that requires changing or substituting one of its members or members of its committees and</p>	<p>There are no amendments</p>	

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
appointing an alternative member.		

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>11-7-2 The objective of the policy and the importance of replacement plans</p> <p>Constantly ensuring the continuity, effectiveness, modernization and permanent development of the Board of Directors and its committees, in a manner that ensures:</p> <p>11-7-2-1 Availability and development of qualifications, competencies or basic competencies among current members.</p> <p>11-7-2-2 Rehabilitation and development of the skills and abilities of members to occupy leadership positions in the Board and its committees.</p> <p>11-7-2-3 Increasing the opportunities of providing the bank's board of directors and its committees with the best qualified personnel with the best scientific and professional competencies in the financial and banking fields, to meet its needs, future aspirations and strategic plans.</p> <p>11-7-2-4 Identifying members likely to leave the Board and its committees and identifying suitable replacement candidates .</p> <p>11-7-2-5 Ensuring the readiness of the Board to fill</p>	<p>There are no amendments</p>	

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>the shortfall in its members and committees as a result of unplanned vacancies.</p> <p>11-7-2-6 Identification of the most important cases in which replacement and switching must take place.</p> <p>11-7-2-7 Determining the rules and mechanisms of the replacement process for members of the Board of Directors and its affiliated committees.</p> <p>11-7-2-8 Clarifying the role and responsibilities of the Board of Directors and its members, committees and members in the rehabilitation, replacement and substitutions processes.</p> <p>11-7-2-9 Clarifying the role of the Nomination and Remuneration Committee in the qualification, replacement and substitutions processes.</p>		

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>3- 7 –11Definitions and Terminology:</p> <p>11-7-3-1 Replacement planning:</p> <p>It is the strategic planning process that seeks to ensure that the bank's board of directors and its committees have a group of skilled and highly qualified elements and leaders, ready to be in leadership positions and assume the responsibilities of the board and its committees, and other important roles in the future or whenever the need arises.</p> <p>2-3-7-11Talent and Competency Management:</p> <p>A documented process for developing the capabilities, skills, and competencies of members or potential candidates for positions within the Board and its committees commensurate with their skills, competencies, qualifications and interests if necessary or in a timely manner .</p> <p>3-3-7-11Planning for emergency replacement:</p> <p>Focuses on the urgent need that results from a sudden development within the Board and its committees, whether voluntary or involuntary, and for any reason, where emergency replacement planning works to provide / or retain positions as well as skills or competencies that are about to disappear within Board and its committees.</p>	There are no amendments	
<p>4.7.11 Situations in which replacement is required</p> <p>1- 4- 7 –11 Cases of emergency replacement: the most important of which are the following:</p>	There are no amendments	

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>11-7-4-1-1 Resignation or death of the member.</p> <p>11-7-4-1-2 Absence of a member from the sessions of the Board or the committees emanating from the Board, as the case may be, three consecutive times during the duration of the Board's session without a legitimate excuse.</p> <p>11-7-4-1-3 If the member has been found guilty of a crime of fraud, dishonesty or honour.</p> <p>11-7-4-1-4 If the member is declared bankrupt or has made arrangements or reconciliation with his creditors.</p> <p>11-7-4-1-5 If the member becomes unfit for membership in accordance with the provisions of any binding law or rule in force in the Kingdom of Saudi Arabia .</p> <p>11-7-4-1-6 If he becomes a member of the board of directors of any other commercial bank in the Kingdom of Saudi Arabia.</p> <p>11-7-4-1-7 If the member is dismissed because of disclosing what was learned from the bank's secrets in a meeting other than the general assembly meetings, or using what he learned – by virtue of his membership – to achieve an</p>		

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>interest for him or one of his relatives or others, which requires dismissal and compensation in accordance with the companies' law.</p> <p>11-7-4-1-8 The demise or loss of any of the conditions that must be met by a member of the Board of Directors or a member of the committee in general.</p> <p>11-7-4-1-9 The demise or loss of any of the conditions that must be met by the independent member, or the change of the capacity from independent to non-independent within the Board or one of its committees, which necessitates the replacement of an independent alternative in the cases that require that.</p> <p>11 2- 4- 7 –Cases of scheduled/planned replacement: the most important of which are the following:</p> <p>11-7-4-2-1 Expiry of the term or lifetime of the Board.</p> <p>11-7-4-2-2 The member's exhaustion of the period prescribed for his stay in one of the Board's committees in general, and the Audit Committee in particular, in accordance with</p>		

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>the governing rules and regulations.</p> <p>11-7-4-2-3 The absence of a member from the sessions of the Board or the committees emanating from the Board, as the case may be, five non-consecutive times during the duration of the Board's session without a legitimate excuse.</p> <p>11-7-4-2-4 Notifying the Board/committee member of his non-candidacy for a second time, relatively sufficient time before the end of the Board session.</p> <p>11-7-4-2-5 Any health-related factors or any other event that is likely to occur after a relatively long period of time in relation to the remaining period of the Board's session that may lead to the demise of a member of the Board or one of its committees.</p> <p>11-7-4-2-6 Any factors related to the loss or demise of one or some of the conditions of membership in general or in the capacity of membership in particular (for example, independent membership) or any other event that is likely to occur after a relatively large period of time relative to the remaining period of the Board's</p>		

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>session likely to lead to the demise of the membership of the member of the Board or one of its committees, or changing the membership status, such as independence, for example.</p> <p>3- 4- 7 –11 Cases of complete replacement of the whole staff</p> <p>1-3- 4- 7 –11 In the event that the chairman and members of the board of directors submit their resignations, or the general assembly is unable to elect a board of directors, where the board of the Capital Market Authority shall form a temporary committee of specialized experts in the number it deems appropriate, and appoints a chairman and a deputy for it from among its members, to supervise the management of the bank, and to invite the general assembly to meet within a period not exceeding three months from the date of forming the said committee; To elect a new board of directors for the bank. The chairman and members of the committee shall be granted remunerations at the expense of the bank, according to what is decided by the board of the commission.</p> <p>2-3- 4- 7 –11 In the event that the General Assembly dismisses all</p>		

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>members of the Board of Directors.</p> <p>5- 7 –11 General rules related to the substitution process, the most important of which are:</p> <p>11-7-5-1 A member has the right to resign from membership of the Board before completing the Board session, provided that this is done at an appropriate time, otherwise he will be responsible by the Bank for the damages resulting from the resignation.</p> <p>11-7-5-2 In the event of a vacancy in one of the positions of a member of the Board of Directors or one of its committees, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, shall temporarily appoint a member in the vacant position so that the member completes the term of his predecessor in accordance with the specified controls.</p> <p>11-7-5-3 In the event of termination or expiration of the membership of any member of the Board or one of its committees, the regulatory and supervisory authorities shall be notified on the dates and in accordance with the controls</p>		

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>11-7-5-4 specified in the law and the regulatory rules, such as notifying the Authority and the Market immediately with a statement of the reasons that led to the same.</p> <p>If the necessary conditions for convening the Board of Directors are not met due to the fact that the number of its members is less than the minimum stipulated in the Articles of Association (7 members), the rest of the members must invite the ordinary general assembly to convene within sixty days to elect the necessary number of members.</p>		

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>6- 7 –11 Determinants and controls of the mechanisms of replacement operations:</p> <p>1-6- 7 –11 The main elements of the replacement plan:</p> <p>11-7-6-1-1 Determining the critical and important positions in the Board and its committees.</p> <p>11-7-6-1-2 Determining the basic competencies.</p> <p>11-7-6-1-3 Determining the current targeted members.</p> <p>11-7-6-1-4 Identifying potential candidates (as replacements) of the targeted ones.</p> <p>115-1-6-7- Preparing the development/rehabilitation plan for the target audience.</p>	<p>There are no amendments</p>	
<p>2-6- 7 –11 The basic steps of the replacement plan:</p> <p>The following are the most important basic steps that must be followed to implement the replacement process:</p> <p>After identifying the targeted members and positions for the replacement process in the Board and its committees, one or more alternative candidates for each member or position, if possible, is appointed or identified based on the process of examining and sorting the files submitted for candidacy according to the specific mechanism for that and the criteria and rules contained in this policy and in the guide and appendix of the governance guide of</p>	<p>2-6- 7 –11 The basic steps of the replacement plan:</p> <p>The following are the most important basic steps that must be followed :to implement the replacement process</p> <p>1.2.6.7.11 After identifying the members and positions targeted by the replacement process in the Board and its committees, one or more alternative candidates for each member or position, if possible, are appointed or identified based on the process of examining and sorting the files submitted for candidacy in accordance with the mechanism specified for that and the criteria and rules contained in this policy and in the guide and appendix of the</p>	

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>Bank Albilad, where among its most important indicators and parameters can be the following :</p> <p>11-7-6-2-1-1 Preference in the level of scientific and professional qualification in the financial, commercial and banking fields.</p>	<p>Corporate Governance Guide of Bank Albilad, whose most important indicators and criteria can be the following:</p> <p>1.1.2.6.7.11 Preference in the level of scientific and professional qualification in the financial, commercial and banking fields.</p>	
<p>11-7-6-2-1-2 Preference in the level of scientific and professional qualification in the financial, commercial and banking fields.</p> <p>11-7-6-2-1-3 according to the order of the number of votes.</p> <p>11-7-6-2-1-4 Duration, diversity and appropriateness of practical experience.</p> <p>11-7-6-2-1-5 The need for certain specializations within the Board and its committees.</p>	<p>1.1.2.6.7.11 Membership status in terms of independence and the like in accordance with the legal and regulatory requirements.</p> <p>2.1.2.6.7.11 The need for certain specializations within the Board and its committees in accordance with the legal and regulatory requirements.</p> <p>3.1.2.6.7.11 according to the order of the number of votes.</p> <p>4.1.2.6.7.11 Duration, diversity and appropriateness of practical experience.</p>	<p>Amending the order and adding a paragraph about the membership status in terms of independence</p>

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
	<p>Mechanism for counting votes and selecting the elected members/winners</p> <p>General Assembly:</p> <p>When counting votes and determining the winning members elected by the General Assembly, it shall be taken into account to ensure the presence of the minimum number of independent members required in the formation of the Board, and other mandatory requirements, which necessitate that a non-independent member should not be chosen even if he obtains higher votes and a better arrangement if this results in the absence of the mandatory minimum number of independent members required by the board in accordance with the relevant rules, regulations and mandatory controls. Accordingly, it must be ensured that the minimum number of independent members (4 independent members) is completed, even if the number of their votes is less than other non-independent members, in accordance with the mechanism approved by the bank.</p>	<p>Updated paragraph</p> <p>To ensure a minimum number of independents and a maximum number of executives, and a mechanism for selecting winners</p>
<p>2-2-6-7-11 Classification and Qualification of Candidates:</p> <p>Candidates can be classified based on the criteria defined in the aforementioned mechanism into two levels:</p> <p>1-2-2-6-7-11 The first level: The candidates most suitable for membership or the position fall under it, and it includes those who have the ability to contribute to the development, modernization and growth of their role and responsibilities in order to achieve the</p>	<p>There are no amendments</p>	

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>strategic objectives of the bank, based on the scientific, practical, professional and behavioral experiences and qualifications, as well as the health and age status.</p> <p>2-2-2-6-7-11The second level: includes candidates who may have sufficient skill and experience to fill the membership or position, but it does not amount to the desired effective contribution to the development, modernization and growth of their role and responsibilities in order to achieve the strategic objectives of the bank and develop its business. Individuals at this level can develop their skills and abilities to increase the chances of their candidacy or their transition to the first level.</p> <p>3-2-2-6-7-11The candidate must be subjected to intensive and focused training, preparatory and awareness programs appropriate to his condition, if necessary, to qualify and prepare him in accordance with the bank's policies, procedures and requirements in order to help him fulfill his role and responsibilities in the future.</p>		

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>3-6-7-11 The practical requirements of the replacement plan:</p> <p>1-3-6- 7 –11 Requirements and steps for planned replacement:</p> <p>1-1-3-6- 7 –11 The effective replacement process requires continuous work on evaluating the effectiveness of the Board, reviewing the performance and contribution of each member, and making the necessary recommendations to the Board of Directors by the Nomination and Remuneration Committee, in order to develop the capabilities of the members of the Board and its committees in general and with the aim of preparing and implementing the replacement plan in particular, for example but not limited to, via:</p> <p>1-1-1-3-6- 7 –11 Determining the weaknesses and strengths of the Board and suggesting ways of addressing them.</p> <p>2-1-1-3-6- 7 –11 Determining the extent of the failure or incompetence of any member, or his inability or failure to perform his duties to the fullest extent, such as non-compliance with the mandatory controls and instructions.</p>	<p>There are no amendments</p>	

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>2-1-3-6- 7 –11In the event that a member or occupant of a position in the Board or one of its committees is found to be incompetent, according to the specified criteria, the following should be followed:</p> <p>1-2-1-3-6-7 –11The Nomination and Remuneration Committee shall meet to submit its recommendations to the Board of Directors to dismiss the member in the event that one/or some of the reasons permitting the dismissal is available in accordance with the relevant laws, regulations and rules, with the nomination of a name or names to replace the member whose position has become vacant from the two levels of classification of the specified candidates in item 11-7-6-2-2, in order, according to the approved mechanism for this, which is based primarily on the standards and rules contained in this policy and in the annex to the governance guide of Bank Albilad.</p> <p>2-2-1-3-6- 7 –11The matter shall be presented to the Board of Directors to choose the name of the candidate for membership and to submit it to the Saudi Arabian Monetary Agency to obtain a no-objection.</p> <p>3-2-1-3-6-7-11 The appointment as a temporary member shall be</p>	<p>2-1-3-6- 7 –11 In the event that a member or occupant of a position in the Board or one of its committees is found to be incompetent, according to the specified criteria, the following should be followed:</p> <p>1-2-1-3-6-7 –11The Nomination and Remuneration Committee shall meet to submit its recommendations to the Board of Directors to dismiss the member in the event that one/or some of the reasons permitting the dismissal is available in accordance with the relevant laws, regulations and rules, with the nomination of a name or names to replace the member whose position has become vacant from the two levels of classification of the specified candidates in item 11-7-6-2-2, in order, according to the approved mechanism for this, which is based primarily on the standards and rules contained in this policy and in the annex to the governance guide of Bank Albilad.</p> <p>2-2-1-3-6- 7 –11The matter shall be presented to the Board of Directors to choose the name of the candidate for membership and submit it to the Central Bank of Saudi Arabia to obtain a no-objection.</p> <p>3-2-1-3-6-7-11 The appointment as a temporary member shall be made after obtaining a no objection from the Saudi</p>	

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>made after obtaining a no-objection from the Saudi Arabian Monetary Agency, and then the Capital Market Authority and the Ministry of Commerce and Investment shall be notified within five days from the date of appointment.</p> <p>4-2-1-3-6-7 –11The appointment shall be submitted to the nearest General Assembly of the Bank for voting and approval so that the member may complete the term of his predecessor.</p>	<p>Arabian Central Bank, and then the Capital Market Authority and the Ministry of Commerce and Investment shall be notified within five days from the date of appointment.</p> <p>4-2-1-3-6-7 –11The appointment shall be submitted to the nearest General Assembly of the Bank for voting and approval so that the member may complete the term of his predecessor.</p>	
<p>2-3-6- 7 –11Requirements and steps for emergency replacement (unplanned:(</p> <p>1-2-3-6- 7 –11 In the event that one of the positions of the members of the Board of Directors or one of its committees becomes vacant for any of the reasons mentioned above, the Board of Directors shall select one of the names of the candidates selected by the Nomination and Remuneration Committee for the vacant position, according to the mechanism specified for the same, the most important of its items are the following:</p> <p>1-1-2-3-6- 7 –11 The Committee shall meet urgently in the event of a vacancy in one of the positions of the members of the Board of Directors or one of its committees to</p>	<p>2-3-6- 7 –11 Requirements and steps for emergency replacement (unplanned:(</p> <p>1-2-3-6- 7 –11Taking into account the provisions of the articles of association and the provisions contained in this policy and in a manner that does not violate the Companies Law and the mandatory regulations and instructions related to the formation of the Board of Directors in terms of the number and classification of its members and the minimum number of meeting and after obtaining no objection from the Central Bank, etc., if the position of a member of the Board of Directors becomes vacant, the Board of Directors may, at its discretion, take one of the following two options:</p>	<p>Re-drafting and adding to suit the amendments to the updated Articles of Association of the Bank</p>

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>nominate a name or names to replace the member whose position has become vacant among the two levels of classification of candidates specified under item 11-7-6-2-2, in the order, and according to the approved mechanism for the same based basically on the standards and rules contained in this policy and in the annex to the Corporate Governance Manual of Bank Albilad.</p> <p>2-1-2-3-6-7 –11 The rest of the aforementioned steps/procedures shall be completed until the member is appointed and the appointment is submitted to the nearest general assembly of the bank for a vote.</p> <p>2-2-3-6-7 –11 In the event of changing the membership status of one of the members (emergency) and this resulted in a breach and non-compliance with the regulations or the statutory or organizational rules, such as changing the status of the member from independent to non-executive or executive in a way that violates the mandatory ratio of independents in the Board of Directors, then:</p> <p>1-2-2-3-6-7 –11The committee must submit its recommendations to the Board of Directors to correct the restructuring of the Board of Directors and comply with the</p>	<p>1-1-2-3-6-7 –11The existing number of the Board shall be sufficient after the vacancy of the aforementioned position(s), provided that the number of Board members, its qualitative composition and the characteristics of its members are sufficient and appropriate and meet the legal and regulatory requirements.</p> <p>2-1-2-3-6- 7 –11To temporarily appoint a member in the vacant position, according to the approved mechanism, the most important of its items are :</p> <p>1-2-1-2-3-6- 7 –11The Committee shall meet urgently in the event of a vacancy in one of the positions of the members of the Board of Directors or one of its committees to nominate a name or names to replace the member whose position has become vacant among the two levels of classification of candidates specified under item 11-7-6-2-2, in the order, and according to the approved mechanism for the same based basically on the standards and rules contained in this policy and in the annex to the Corporate Governance Manual of Bank Albilad.</p> <p>2-2-2-3-6- 7 –11The rest of the aforementioned steps/procedures shall be completed until the member is appointed and</p>	

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>statutory requirements.</p> <p>2-2-2-3-6- 7 –11 The rest of the aforementioned steps/procedures shall be completed until the member is appointed and the appointment is submitted to the nearest general assembly of the bank for a vote regarding the membership of the Board or one of the committees that require the same.</p>	<p>the appointment is submitted to the nearest general assembly of the bank for a vote.</p> <p>3-2-3-6- 7 –11In the event of changing the membership status of one of the members (emergency) and this resulted in a breach and non-compliance with the regulations or the statutory or organizational rules, such as changing the status of the member from independent to non-executive or executive in a way that violates the mandatory ratio of independents in the Board of Directors, then:</p> <p>1-3-2-3-6- 7 –11 The committee must submit its recommendations to the Board of Directors to correct the restructuring of the Board of Directors and comply with the statutory requirements.</p> <p>2-2-2-3-6- 7 –11The rest of the aforementioned steps/procedures shall be completed until the member is appointed and the appointment is submitted to the nearest general assembly of the bank for a vote regarding the membership of the Board or one of the committees that require the same, and the new member shall complete the term of his predecessor..</p>	

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>7- 7 –11Roles and Responsibilities</p> <p>1-7-7-11The role and responsibilities of the board of directors</p> <p>11-7-7-1-1 Recommending to the General Assembly the adoption of the replacement policy for members of the Board of Directors and its committees, and the amendments and updates made to it based on a recommendation from the Nomination and Remuneration Committee, and/or the Compliance and Governance Committee.</p> <p>11-7-7-1-2 Deciding on the recommendations submitted to it by the Nomination and Remuneration Committee, or issuing a decision on its own in matters related to the replacement processes for members of the Board and its committees.</p> <p>11-7-7-1-3 Taking the appropriate decision to support the effectiveness of the Board and follow the replacement program in any of the necessary situations.</p>	<p>7- 7 –11Roles and Responsibilities</p> <p>11-7-7-1 The role and responsibilities of the board of directors</p> <p>1.1.7.7.11 Recommending to the General Assembly the adoption of this policy and the amendments and updates to it based on a recommendation from the Nomination and Remuneration Committee, and/or the Compliance and Governance Committee.</p> <p>2.1.7.7.11 Deciding on the recommendations submitted to it by the Nomination and Remuneration Committee, or issuing a decision on its own in matters related to the replacement processes for members of the Board and its committees.</p> <p>3.1.7.7.11 Taking the appropriate decision to support the effectiveness of the Board and follow the replacement program in any of the necessary situations.</p>	
<p>2-7-7-11Responsibilities of the Nomination and Remuneration Committee :</p> <p>In addition to the responsibilities and tasks of the committee contained</p>	<p>2-7-7-11Responsibilities of the Nomination and Remuneration Committee:</p> <p>In addition to the responsibilities and tasks of the committee contained</p>	

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
in its regulations in the appendix of the Governance Guide and related documents and policies, and its other responsibilities specified in this policy, one of the committee's tasks and responsibilities is to adopt the mechanism, procedures and forms for implementing replacement plans, including identifying and making recommendations regarding the formation of the board of directors in accordance with the controls specified in this policy and related controls in the Governance Manual and the Governance Manual Annex and what is consistent with the relevant rules, regulations and principles.	in its regulations in the appendix of the Governance Guide and related documents and policies, and its other responsibilities specified in this policy, one of the committee's tasks and responsibilities is to adopt the mechanism, procedures and forms for implementing replacement plans, including identifying and making recommendations regarding the formation of the board of directors in accordance with the controls specified in this policy and related controls in the Governance Manual and the Governance Manual Annex in accordance with the relevant rules, regulations and principles.	

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>9-7-11 Policy issuance and amendment:</p> <p>This policy shall be issued, changed, or amended pursuant to a recommendation from the Nomination and Remuneration Committee of the Compliance and Governance Committee for recommendation to the Board of Directors to be submitted with a recommendation for approval by the General Assembly.</p>	<p>8-7-11 Policy issuance and amendment:</p> <p>This policy shall be issued, changed or amended upon a recommendation from the Nomination and Remuneration Committee and/or the Compliance and Governance Committee to recommend to the Board of Directors for submission to the General Assembly for approval.</p>	
<p>8- 7 –11 General rules:</p> <p>1-8-7-11This policy is considered the basis for everything related to the replacement of the members of the Board of Directors and its affiliated committees in Bank Albilad and its subsidiaries, and it cancels all other policies or documents that contradict it.</p> <p>2-8-7-11The general secretariat of the bank shall make the necessary work procedures and forms to control the effective application of this policy in accordance with the principles and provisions specified therein and the relevant controls.</p>	<p>9- 7 –11 Concluding general rules:</p> <p>1-9-7-11This policy is considered the basis for everything related to the replacement of the members of the Board of Directors and its affiliated committees in Bank Albilad and its subsidiaries, and it cancels all other policies or documents that contradict it .</p> <p>2-9-7-11The general secretariat of the bank shall prepare the mechanisms / work procedures and forms necessary to control the effective application of this policy in accordance with the principles and provisions specified therein and the relevant controls.</p> <p>3-9-7-11The terms and provisions of this policy came to express the laws, regulations, rules and controls issued by the binding regulatory authorities in effect upon their issuance. In the event of any amendments being issued or any discrepancy between them, the new and obligatory ones shall be adhered to on the date set for compliance therein, and the</p>	<p>New paragraph/item more practical and flexible</p>

Table of proposed amendments to the succession policy for members of the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
	rules and provisions contained in the policy shall be immediately updated/modified based on them with the approval of the Board of Directors.	

- **DISCLAIMER:** The English version of the amendments is made for information purposes only. In case of a discrepancy, the Arabic version shall prevail.

Item 14 :

Voting on the amendments of the policy of rules and controls for nomination and appointment in the Board of Directors and its committees.

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>1. Introduction</p> <p>Bank Albilad and its board of directors, through developing the policy of rules and controls for nomination and appointment to the board of directors and its committees, seek to ensure the continuity and effectiveness of its work, the development and sustainability of its role in its management and its adoption of several strategies, the most important of which are the plans and programs for nomination, appointment and replacement of its cadres - in general - and for members of the board of directors and its committees - in particular, in accordance with the best practices, applications and experiences, and in a manner that ensures the availability of the competent, qualified and appropriate member to enable both the Board and its committees to carry out their tasks and responsibilities efficiently and effectively. The process of setting rules and controls for nomination and appointment also ensures that the member is familiar with and abides by all the relevant laws, regulations, rules, policies and procedures of the bank, knows his rights and obligations, and knows the conditions</p>	<p>There are no amendmentss</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
and requirements that the member or nominee must meet, as explained in this policy and related documents.		
<p>2. Policy objectives:</p> <p>This policy aims to:</p> <ul style="list-style-type: none"> - Determining the mechanisms, standards, procedures, and controls followed in the nomination and appointment of members of the bank's board of directors and its committees. - Ensuring that the largest possible number of qualified and experienced persons have the opportunity to participate in the membership of the Bank's Board of Directors and its committees. - Emphasizing the application of the principles of justice, transparency and equality in the nomination and appointment processes for the Board of Directors and its committees. - Emphasizing the acknowledgment of the candidate/appointed to the Board of Directors and its committees to abide by all the controls, provisions and obligations determined by the bank and imposed by the regulatory authorities. 	There are no amendmentss	
3. 3. Relationship of the policy to other policies and documents:	3- Relationship of the policy to other policies and documents:	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>This policy is linked and integrated with other policies and documents related to the nomination, appointment and replacement processes for members of the Board of Directors and its committees, such as the replacement policy for members of the Board of Directors and its committees approved by the General Assembly on 8-5-2017G, the Governance Guide (especially the part related to the governance of the Board of Directors), and the Accredited Shareholders Guide from the Board of Directors at its sixty-eighth meeting, on 18-9-2017, and others, and the policy related to the remuneration of members of the Board and its committees, in accordance with the provisions related to the Companies Law and its regulations, the updated Corporate Governance Regulations for the Capital Market Authority, and the main principles of corporate governance in banks, first update March 2014G, of the Saudi Arabian Monetary Agency, and any subsequent updates and amendments thereto.</p>	<p>This policy is linked and integrated with other policies and documents related to the nomination, appointment and replacement processes for members of the Board of Directors and its committees, such as the replacement policy for members of the Board of Directors and its committees approved by the General Assembly on 8-5-2017G, the Governance Guide (especially the part related to the governance of the Board of Directors), and the Accredited Shareholders Guide from the Board of Directors at its sixty-eighth meeting, on 18-9-2017G, and others, and the policy related to the remuneration of members of the Board and its committees, in accordance with the provisions related to the Companies Law and its regulations, the updated Corporate Governance Regulations for the Capital Market Authority, and the main principles of corporate governance in banks, first update March 2014G, the Financial Institutions</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
	subject to oversight and supervision by the Central Bank of Saudi Arabia, and any subsequent updates and amendments thereto.	
<p>4. Nomination mechanisms and procedures for membership of the Board of Directors:</p> <p>4.1 Announcing the opening of nominations:</p> <p>4.1.1 Under the supervision of the Nomination and Remuneration Committee, the Bank announces on the Saudi Stock Exchange (Tadawul) website and on the Bank's website that the door for nomination for membership of the Board of Directors is open for the new Board session (three years), or as required by the Bank, for those who meet the required membership conditions such as: Academic qualification, years of practical experience, required disciplines, and other conditions, and in accordance with the terms and conditions, controls and requirements contained in the Companies Law and its regulations, the updated Corporate Governance Regulations issued by the Capital Market Authority, the instructions of the Saudi Arabian Monetary Agency, and other controls and issuances of regulatory authorities and in accordance</p>	<p>4- Nomination mechanisms and procedures for membership of the Board of Directors:</p> <p>4.1 Announcing the opening of nominations:</p> <p>4.1.1 Under the supervision of the Nomination and Remuneration Committee, the Bank announces on the Saudi Stock Exchange (Tadawul) website and on the Bank's website that the door for nomination for membership of the Board of Directors is open for the new Board session (three years), or as required by the Bank, for those who meet the required membership conditions such as: Academic qualification, years of practical experience, required disciplines, and other conditions, and in accordance with the terms and conditions,</p>	<p>Amending the name of the administration and the central bank</p>

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>with what is contained in the bank's corporate governance manual and documents.</p> <p>1.2 The announcement shall specify the start and end date of the nomination period, provided that it shall not be less than one month.</p> <p>4.2 Nomination requirements and forms:</p> <p>Anyone who finds he has the ability and merit to be a candidate and who fulfills the conditions set out in the announcement and the controls and provisions referred to therein, and who wishes to run for candidacy, must undertake the following:</p> <p>2.1 To submit to the public relations department of the shareholders of the bank a written request signed by him specifying his explicit desire to run for membership, provided that it includes or is attached with, as a minimum, an introduction to himself, his CV, his academic qualifications and practical experience in the field of the bank's business or the required specialization.</p>	<p>controls and requirements contained in the Companies Law and its regulations, the updated Corporate Governance Regulations issued by the Capital Market Authority, the instructions of the Saudi Central Bank, and other controls and issuances of regulatory authorities and in accordance with what is contained in the bank's corporate governance manual and documents.</p> <p>4.1.2 The announcement shall specify the start and end date of the nomination period, provided that it shall not be less than one month.</p> <p>4.2 Nomination requirements and forms:</p> <p>Anyone who finds he has the ability and merit to be a candidate and who fulfills the conditions set out in the announcement and the controls and provisions referred to therein, and who wishes to run for candidacy, must undertake the following:</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>2.2 Fill out the Saudi Arabian Monetary Agency (SAMA) (fit and proper) form, which can be obtained from the website of the Saudi Arabian Monetary Agency, or the head office of the bank.</p> <p>2.3 Fill out Form No. (3) of the Capital Market Authority, which can be obtained from the website of the Capital Market Authority, or the head office of the bank, as well as other forms, declarations and disclosures approved by the bank.</p> <p>2.4 The candidate must submit a statement specifying his membership in the boards of directors of joint-stock companies and the committees that the candidate has assumed/is still assuming, provided that the following is clarified in it:</p> <p>.4.1 The dates of his membership and its expiry or termination.</p> <p>.4.2 The number of Board meetings held during each year of the Board's term in which he was a member, the actual number of meetings he attended in person during that term, and the ratio of his attendance to the total number of meetings.</p> <p>.4.3 The number of meetings held for each of the committees in which the candidate participated in membership during each year of the</p>	<p>4.2.1 To submit to the Investor Relations Department of the bank a written request signed by him specifying his explicit desire to run for membership, provided that it includes or is attached with, as a minimum, an introduction to himself, his CV, his academic qualifications and practical experience in the field of the bank's business or the required specialization.</p> <p>4.2.2 Fill out the (fit and proper) form of the Saudi Central Bank, which can be obtained from the website of the Saudi Central Bank, or the head office of the bank.</p> <p>4.2.3 Fill out Form No. (3) of the Capital Market Authority, which can be obtained from the website of the Capital Market Authority, or the head office of the bank, as well as other forms, declarations and disclosures approved by the bank.</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>committee's term, the actual number of meetings he attended in that term, and the ratio of his attendance to the total meetings.</p> <p>4.4 In the event that the candidate has previously served as a member of the bank's board of directors, he must attach with the candidacy application a statement from the bank's general secretariat about the last term in which he was a member of the board or one of its committees, including the aforementioned information in the previous two paragraphs.</p> <p>2.5 Submitting a clear copy of the valid national identity card, family record, and contact numbers for the candidate, including at least the candidate's residential address, mobile phone number, land line number, and email address.</p> <p>2.6 A statement of the companies or institutions that the candidate is involved in managing or owning and that engage in business similar to that of the Bank or have contracts or common interests with the Bank.</p> <p>2.7 The candidate's obligation, in the event of his election to the Board of Directors, to submit the required disclosures in accordance with the policy of conflicting interests of the members of the Board of</p>	<p>4.2.4 The candidate must submit a statement specifying his membership in the boards of directors of joint-stock companies and the committees that the candidate has assumed/is still assuming, provided that the following is clarified in it:</p> <p>4.2.4.1 The dates of his membership and its expiry or termination.</p> <p>4.2.4.2 The number of Board meetings held during each year of the Board's term in which he was a member, the actual number of meetings he attended in person during that term, and the ratio of his attendance to the total number of meetings.</p> <p>4.2.4.3 The number of meetings held for each of the committees in which the candidate participated in membership during each year of the committee's term, the actual number</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>Directors and members of the committees emanating from the Board.</p> <p>2.8 Fill out the form(s) related to independence and the availability of membership conditions approved by the bank, in which, for example, a clarification is required of any kinship or other relationship he has with major shareholders, or with the bank's external auditors, and a statement of existing contracts and deals with the bank in which the candidate has a direct or indirect interest.</p> <p>2.9 Any additional forms, requirements or documents determined by the regulatory or supervisory authorities.</p>	<p>of meetings he attended in that term, and the ratio of his attendance to the total meetings.</p> <p>4.2.4.4 In the event that the candidate has previously served as a member of the bank's board of directors, he must attach with the candidacy application a statement from the bank's general secretariat about the last term in which he was a member of the board or one of its committees, including the aforementioned information in the previous two paragraphs.</p> <p>4.2.5 Submitting a clear copy of the valid national identity card, family record, and contact numbers for the candidate, including at least the candidate's residential address, mobile phone number, land line number, and email address</p> <p>4.2.6 A statement of the companies or institutions that the candidate is involved in managing</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
	<p>or owning and that engage in business similar to that of the Bank or have contracts or common interests with the Bank.</p> <p>4.2.7 The candidate's obligation, in the event of his election to the Board of Directors, to submit the required disclosures in accordance with the policy of conflicting interests of the members of the Board of Directors and members of the committees emanating from the Board.</p> <p>4.2.8 Fill out the form(s) related to independence and the availability of membership conditions approved by the bank, in which, for example, a clarification is required of any kinship or other relationship he has with major shareholders, or with the bank's external auditors, and a statement of existing contracts and deals with the bank in</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
	<p>which the candidate has a direct or indirect interest..</p> <p>4.2.9 Any additional forms, requirements or documents determined by the regulatory or supervisory authorities.</p>	
<p>5 Procedures and controls for a shareholder's nomination of others to membership in the Board of Directors:</p> <p>If any of the shareholders wishes to nominate another for the membership of the bank's board of directors, this is done by writing a letter or request to the Shareholders' Public Relations Department during the nomination period specifying and/attaching the following:</p> <p>5.1 His name (the shareholder), and the name and address of the candidate whom the shareholder wishes to nominate for membership in the Board.</p> <p>5.2 An acknowledgment by the nominated shareholder that he is a shareholder in the company and has the right to vote in the meetings of the general assembly and that he will attend the</p>	<p>.5 Procedures and controls for a shareholder's nomination of others to membership in the Board of Directors:</p> <p>If any of the shareholders wishes to nominate another for membership of the bank's board of directors, this is done by writing a letter or request to the Investor Relations Department during the nomination period specifying and/attaching the following:</p> <p>5.1 His name (the shareholder), and the name and address of the candidate whom the shareholder wishes to nominate for membership in the Board.</p>	<p>Amendment of the name of the Department</p>

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>meeting in person or delegate someone else to attend the meeting, to nominate the person to be nominated mentioned in the notification.</p> <p>5.3 Any other information about each person nominated by a shareholder that must be included in the power of attorney according to the approved and enforceable terms and conditions of the power of attorney.</p> <p>5.4 Consent of the candidate to act as an independent member of the bank's board of directors if elected.</p>	<p>5.2 An acknowledgment by the nominated shareholder that he is a shareholder in the company and has the right to vote in the meetings of the general assembly and that he will attend the meeting in person or delegate someone else to attend the meeting, to nominate the person to be nominated mentioned in the notification.</p> <p>5.3 Any other information about each person nominated by a shareholder that must be included in the power of attorney according to the approved and enforceable terms and conditions of the power of attorney.</p> <p>5.4 Consent of the candidate to act as an independent member of the bank's board of directors if elected.</p>	
<p>6 Procedures for screening and sorting papers and selecting candidates:</p>	<p>.6Procedures for screening and sorting papers and selecting candidates:</p>	<p>Amendment of the name of the administration</p>

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>6.1 The Public Relations Department of the Bank's shareholders collects all nomination requests submitted with their attachments of the necessary documents, provided that they are sent within two working days from the closing of the nomination door to the Nomination and Remuneration Committee of the Bank.</p> <p>6.2 The Nomination and Remuneration Committee works on reviewing, examining and sorting nomination applications and their attachments and nomination requirements, and then selecting candidates who meet the conditions, requirements and criteria - in accordance with what was stated in this policy - including not having previously been convicted of a crime against honor and honesty, and through the relevant official documents, <u>and raising its recommendations in this regard to the Board of Directors.</u></p> <p>6.3 The committee must take into account ensuring that the number of independent candidates meets the mandatory number of independent members required in the formation of the Board, which requires taking into account not to nominate a non-independent member in the event that this results in the non-</p>	<p>6.1 The Bank's Investor Relations Department collects all nomination requests submitted with their attachments of the necessary documents, provided that they are sent within two working days from the closing of the nomination door to the Nomination and Remuneration Committee of the Bank.</p> <p>6.2 The Nomination and Remuneration Committee works on reviewing, examining and sorting nomination applications and their attachments and nomination requirements, and then selecting candidates who meet the conditions, requirements and criteria - in accordance with what was stated in this policy - including not having previously been convicted of a crime against honor and honesty, and through the relevant official documents, <u>and raising its recommendations in this regard to the Board of Directors.</u></p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>availability of the mandatory minimum number of independent members required by the Board in accordance with the relevant laws, regulations and mandatory controls and in accordance with the definition of the independent member and the definition and identification of cases and symptoms of independence contained therein, especially the Corporate Governance Regulations updated by the Capital Market Authority, and the main principles of governance of the Saudi Arabian Monetary Agency.</p> <p>6.4 In the event that the candidate fulfills the necessary requirements as stated above, the Public Relations Department of the shareholders of the bank shall, after obtaining the no-objection of the Saudi Arabian Monetary Agency and other regulatory authorities, announce on the Tadawul website about the information of the candidates for membership of the Board of Directors ten days at least prior to the date of the General Assembly.</p> <p>6.5 The committee works to ensure that applications for nominations that were rejected because the necessary requirements were not</p>	<p>6.3 The committee must take into account ensuring that the number of independent candidates meets the mandatory number of independent members required in the formation of the Board, which requires taking into account not to nominate a non-independent member in the event that this results in the non-availability of the mandatory minimum number of independent members required by the Board in accordance with the relevant laws, regulations and mandatory controls and in accordance with the definition of the independent member and the definition and identification of cases and symptoms of independence contained therein, especially the Corporate Governance Regulations updated by the Capital Market Authority, and the main principles of the financial</p>	<p>Amending the name of the administration and the central bank to conform to the corporate law</p>

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
<p>met on time, or that did not meet any of the mandatory conditions and requirements mentioned or referred to in this policy, are saved.</p> <p>6.6 Voting in the General Assembly is limited to candidates whose candidacy has been approved by the Board of Directors after they fulfill the requirements for nomination as stated in this policy, including obtaining a no-objection from the Saudi Arabian Monetary Agency and other relevant regulatory bodies.</p> <p>6.7 Voting is done <u>using the cumulative voting method</u>.</p> <p>6.8 The Public Relations Department of the shareholders of the bank announces the results of the ordinary general assembly and the names of the elected board members on the Tadawul website, according to the dates and according to the procedures specified for the same.</p> <p>6.9 Notifying the Saudi Arabian Monetary Agency, the Capital Market Authority and the Ministry of Commerce and Investment of the names of the elected board members within five working days from the date of their election, and any changes to their membership within five working days from the date of the change.</p>	<p>institutions issued by the Central Bank of Saudi Arabia.</p> <p>6.4 In the event that the candidate fulfills the necessary requirements as mentioned above, the Bank's Investor Relations Department shall, after obtaining no objection from the Saudi Central Bank and other regulatory authorities, announce on the Tadawul website the information of the candidates for membership of the Board of Directors at least twenty one days prior to the date of the General Assembly</p> <p>6.5 The committee works to ensure that applications for nominations that were rejected because the necessary requirements were not met on time, or that did not meet any of the mandatory conditions and requirements mentioned or referred to in this policy, are saved.</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
	<p>6.6 Voting in the General Assembly is limited to candidates whose candidacy has been approved by the Board of Directors after they fulfill the requirements for nomination as stated in this policy, including obtaining a no-objection from the Saudi Central Bank and other relevant regulatory bodies.</p> <p>6.7 Voting is done <u>using the cumulative voting method</u>.</p> <p>6.8 The Investor Relations Department of the bank announces the results of the ordinary general assembly and the names of the elected board members on the Tadawul website, according to the dates and according to the procedures specified for the same.</p> <p>6.9 Notifying the Central Bank of Saudi Arabia, the Capital Market Authority and the</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
	Ministry of Commerce and Investment of the names of the elected board members within five working days from the date of their election, and any changes to their membership within five working days from the date of the change.	
	<p>7. The mechanism for counting votes and selecting the elected members/winners of the General Assembly:</p> <p>When counting votes and determining the winning members elected by the General Assembly, it shall be taken into account to ensure the presence of the minimum number of independent members required in the formation of the Board, and other mandatory requirements, which necessitates that a non-independent member should not be chosen even if he obtains higher votes and a better arrangement if this results in the absence of the mandatory minimum number of independent members required</p>	<p>a new paragraph</p> <p>Confirmation of adherence to the minimum number of independents in the Board and determining the mechanism for their selection</p>

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
	by the board in accordance with the relevant laws, regulations and mandatory controls. Accordingly, it must be ensured that the minimum number of independent members (4 independent members) is completed, even if the number of their votes is less and their ranking is worse than other non-independent members, in accordance with the mechanism approved by the bank.	
<p>7 Member's commitment to contractual terms and conditions:</p> <p>All elected/appointed members at the beginning of their membership must sign a document/agreement specifying the terms, conditions and contractual obligations between the member and the bank, ensuring as a minimum the following:</p> <p>7.1 His familiarization with the relevant laws and regulations for him as a member of the Board of Directors, such as: the corporate law and its regulations, the updated corporate governance regulation of the Capital Market Authority, the regulatory controls and procedures for the corporate law, the main principles of corporate governance in banks, the banking control law and its controls, the</p>	<p>8. Member's commitment to contractual terms and conditions:</p> <p>Each of the elected/appointed members, as soon as he submits his candidacy, and upon joining the membership of the Board or any of its committees, is deemed to have acknowledged and pledged to abide by the rules, terms, conditions, and general and contractual obligations between the member</p>	<p>Confirmation of the candidates/members' commitment to the general and contractual terms and conditions, their duties and responsibilities</p>

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
Monetary Agency law, and the anti-money laundering law, the Law on Terrorism Crimes and its Financing, the Guide to the Requirements for Appointment to Leadership Positions in Financial Institutions subject to the Supervision of the Saudi Arabian Monetary Agency, and other laws and regulations related to financial and banking work, as well as accessing and complying with the relevant policies and documents of the Bank, such as the Bank's Articles of Association, manuals, policies and documents of Governance, as the guide and supplement of the Governance Manual, and policies related to managing conflict of interest, related party transactions, disclosure, dealing with gifts, and others.	<p>and the bank, which include, as a minimum, the following:</p> <p>8.1 The member perusal and his acknowledgment of his commitment to the relevant laws, regulations, rules and instructions such as: the Companies Law and its Bylaws, the Market Law and its Regulations, the publications issued by the Capital Market Authority such as: Corporate Governance Regulations, the regulatory controls and procedures for the Companies Law, the rules for offering securities and continuing obligations, etc., the Banking Control Law and its controls, and the law of the Central Bank, the Anti-Money Laundering Law, the Law on Terrorism Crimes and its Financing and their respective regulations, and other relevant laws, regulations and instructions, as well as the</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
	<p>issuances of the Central Bank of Saudi Arabia such as: the main principles of governance in financial institutions, and the requirements for appointment to leadership positions in financial institutions subject to the supervision of the Saudi Central Bank, and others; as well as reviewing and complying with the relevant policies and documents of the bank, such as the bank's Articles of Association, governance guides, policies and documents, such as the guide and supplement to the Governance Manual, and policies related to managing conflict of interest and related party transactions, disclosure, dealing with gifts, and policies and controls related to confidentiality of information and data, dealing with and preserving them, and those regulating the work of the Board of Directors and its</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
	committees; and that the member has understood and agreed to their terms and duties, tasks, responsibilities, commitment and implementation, submitting the necessary declarations, disclosures and notifications at the specified times, and any developments regarding them, maintaining the confidentiality of the information he has seen, and not taking any action or refraining from doing any act that may violate these rules, provisions and others.	
9. Approval of issuing, developing and amending the policy. The issuance and update/amendment of this policy is approved by the General Assembly upon the recommendation of the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.	There are no amendmentss	
10. General and final provisions: Regarding the terms and conditions of nomination and appointment to membership and its expiry or other termination, it	10 General and final provisions: 10.1 With regard to the terms and conditions of nomination and appointment to	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
shall be taken into account the provisions contained in the Governance Guide, especially the part related to the governance of the Board of Directors in the policy, as well as the Shareholders' Guide (published on the bank's website) and approved by the Board of Directors at its sixty-eighth meeting, dated 18/9/2017G, any subsequent amendments to them approved by the Board of Directors, as well as other documents related to the nomination, appointment and replacement of members of the Board of Directors and its committees, such as the replacement policy for members of the Board of Directors and its committees approved by the General Assembly on 08/05/2017G, and the terms and provisions related to each of the nomination and remuneration regulations, and the Articles of Association of the bank; and members' remunerations shall be determined in accordance with the relevant policy, all in a manner that does not conflict/contradict the provisions related to the companies' law and its regulations, the updated corporate governance regulation of the Capital Market Authority, and the main principles of corporate governance in banks, first update March 2014G, of the Saudi Arabian	membership and its expiration or termination, and others, in addition to what was stated in this policy, it shall be taken into account the relevant provisions contained in the Bank's Governance Manual, and the Shareholders' Manual (published on the Bank's website), and what was stated in the replacement policy for members of the Board of Directors and its committees approved by the General Assembly and the items and the provisions related to each of the Nomination and Remuneration Committee Regulations, and the Bank's Articles of Association; and determining the members' remuneration shall be in accordance with the relevant policy, all in a manner that does not conflict/contradict the provisions related	<p>Rewording and amendment of titles</p> <p>New item more practical and flexible</p>

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
Monetary Agency, and any subsequent updates and amendments thereto.	<p>to the Companies Law and its regulations, the updated Corporate Governance Regulations of the Capital Market Authority, and the main principles of governance in financial institutions, etc., and any updates, amendments or subsequent releases thereto.</p> <p>10.2 The terms and provisions of this policy came to express the laws, regulations, rules and controls issued by the binding regulatory authorities in effect upon their issuance. In the event of any amendments being issued or any discrepancy between them, the new and obligatory ones shall be adhered to on the date set for compliance therein, and the rules and provisions contained in the policy shall be immediately</p>	

Table of proposed amendments to the policy of rules and controls for nomination and appointment in the Board of Directors and its committees

Before the amendment	After the amendment	Explanation/reason for amendment
	updated/amended based on them with the approval of the Board of Directors.	

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Item 15 :

Voting on the amendments of Rules and standards proceeding to BoD member of competing with the Bank or any of its activities.

The table of the proposed amendments to Rules and standards proceeding to BoD member of competing with the Bank or any of its activities

Before the amendment	After the amendment	Explanation/reason for amendment
<p>Based on what is stated in the updated Corporate Governance Regulations and in line with the Companies Law and the Implementing Regulations thereof, and the main principles of corporate governance in banks operating in the Kingdom of Saudi Arabia, first update March 2014G issued by the Saudi Arabian Monetary Agency, and other relevant laws, regulations and circulars in accordance with best practices, the following are the standards and the controls for a member's competition for the bank group's business or his competition in one of the branches of the activity the bank practices:</p> <p>1. The competition should not be prohibited by law or regulation or any legal or binding rule, such as the participation of a member of the bank's board of directors in the membership</p>	<p>Based on what is stated in the updated Corporate Governance Regulations and in compliance with the Companies Law and its Implementing Regulations, the main principles of corporate governance in financial institutions issued by the Saudi Central Bank, and other relevant laws, regulations and circulars and in accordance with best practices, the following are the standards and the controls for a member's competition for the bank group's business or his competition in one of the branches of the activity the bank practices:</p> <p>1. The competition should not be prohibited by law, regulation, or any legal or binding rule, such as the participation of a member of the bank's board of directors in the membership of another bank's board in violation of the Banking Control Law, the main principles of governance in financial institutions issued by the Saudi Central Bank, and the like.</p> <p>There are no amendments</p>	<p>Amendment of name</p> <p>Amendment of name</p>

The table of the proposed amendments to Rules and standards proceeding to BoD member of competing with the Bank or any of its activities

Before the amendment	After the amendment	Explanation/reason for amendment
<p>of another bank's board in violation of the Banking Control Law, and the main principles of governance in banks operating in the Kingdom of Saudi Arabia, first update March 2014G issued by the Saudi Arabian Monetary Agency, and the like.</p> <p>2. The competition should not be substantial, negatively affecting the bank group, or it is impossible/difficult to manage the process of conflict of interest arising from it.</p>	<p>There are no amendments</p>	
<p>3. Any other standards or controls that the Board of Directors deems necessary to add in the interest of the Bank,</p>	<p>There are no amendments</p>	

The table of the proposed amendments to Rules and standards proceeding to BoD member of competing with the Bank or any of its activities

Before the amendment	After the amendment	Explanation/reason for amendment
<p>its investors and stakeholders, and do not conflict with the statutory rules, or the regulatory rules and instructions issued by the supervisory and regulatory authorities.</p> <p>4. Taking into account the above, if the member desires to participate in a business that would compete with the bank, or with it in one of the branches of the activity that it practices, the following must be observed:</p> <p>a) Informing the Board of Directors fully and immediately of his direct or indirect participation in any business that would compete with the bank, or of his direct or indirect competition in one of the</p>		

The table of the proposed amendments to Rules and standards proceeding to BoD member of competing with the Bank or any of its activities

Before the amendment	After the amendment	Explanation/reason for amendment
<p>branches of activity practiced by the bank, in accordance with the provisions of the Companies Law and the Capital Market Law, provided that this reporting is proven in the minutes of the Board of Directors meeting.</p> <p>b) Not to participate in voting on any decision/recommendation issued regarding his direct or indirect participation in any business that would compete with the Bank, in the Board of Directors and the shareholders' assemblies.</p> <p>c) Chairman of the Board of Directors shall inform the Ordinary General Assembly, when it is convened, of the competing business practiced by the member of the Board, after the Board of Directors has verified that the member is competing with the business of the Bank Group or</p>		

The table of the proposed amendments to Rules and standards proceeding to BoD member of competing with the Bank or any of its activities

Before the amendment	After the amendment	Explanation/reason for amendment
<p>his competition in one of the branches of the activity practiced by the bank in accordance with these standards, provided that such business is verified on an annual basis.</p> <p>d) Obtaining a license from the bank's ordinary general assembly that allows a board member to practice competing businesses.</p> <p>5. Provisions and consequences of refusal to grant a license to competitive business to a member of the board of directors:</p> <p>The refusal of the General Assembly to grant a license to allow competing businesses will <u>result in</u>: The member may choose one of the following <u>two options</u>:</p>		

The table of the proposed amendments to Rules and standards proceeding to BoD member of competing with the Bank or any of its activities

Before the amendment	After the amendment	Explanation/reason for amendment
<p>ding from the competing business or reconciling its in accordance with the Companies Law and its menting regulations before the expiry of the period ied by the General Assembly.</p> <p>member submits his resignation within a period mined by the General Assembly, otherwise, at the f this period, his membership shall be considered nated.</p> <p>6. In the event of a member of the Board competing in or trading in one of the Bank's activities, without authorization from the General Assembly, the Bank may claim appropriate compensation before the judicial authorities.</p>		

The table of the proposed amendments to Rules and standards proceeding to BoD member of competing with the Bank or any of its activities

Before the amendment	After the amendment	Explanation/reason for amendment
	7. Authorizing the Board of Directors to update or amend these standards and controls to comply with the laws and regulations, and the rules issued by the binding regulatory authorities to comply with any new amendments thereto or the emergence of any difference between them, provided that they are presented to the General Assembly every three years.	A new addition to give more flexibility and ease of application

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