

The logo of the Arab National Bank, featuring the Arabic letters 'ا.ب.ن.' in a stylized white font.

البنك العربي الوطني
arab national bank

The Arab National Bank logo is displayed in blue on the light-colored stone facade of the building's entrance.

Strong foundations.
Delivering results.



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الجمعية العامة غير العادية

٢٠٢٦

يسر البنك العربي الوطني دعوة السادة المساهمين الكرام الى حضور اجتماع الجمعية العامة غير العادية (الاجتماع الأول) الذي سيعقد بإذن الله في تمام الساعة السادسة والنصف من مساء يوم الثلاثاء ١٢ شوال ١٤٤٧هـ الموافق ٣١ مارس ٢٠٢٦م وذلك عن طريق وسائل التقنية الحديثة.

Extraordinary General Assembly Meeting

2026

The Arab National Bank is pleased to invite its honorable shareholders to attend the Extraordinary General Assembly Meeting (the first meeting), which is scheduled to be held, at 6:30 pm on Tuesday 12 Shawwal 1447 H corresponding to 31 March 2026 G, by Means of Modern Technology.



Extraordinary General Assembly Agenda

بنود الجمعية العامة غير العادية

1- Reviewing and discussing the Board of Directors' report for the Financial year ending on 31-12-2025	١- الاطلاع على تقرير مجلس الإدارة ومناقشته للسنة المالية المنتهية في ٣١-١٢-٢٠٢٥م.
2- Reviewing and discussing the financial statements for the fiscal year ending on 31-12-2025.	٢- الاطلاع على القوائم المالية ومناقشتها عن السنة المالية المنتهية في ٣١-١٢-٢٠٢٥م.
3-Voting on the Auditor's report for the financial year ending on 31-12-2025.(attached)	٣- التصويت على تقرير مراجع الحسابات ومناقشته عن السنة المالية المنتهية في ٣١-١٢-٢٠٢٥م (مرفق).
4- Voting on the appointment of the external auditors among the candidates based on the Audit Committee's recommendation. The appointed auditors shall examine, review and audit the (first, second, third,) quarters and the annual financial statements of the fiscal year 2026 G, In addition to the first quarter of 2027 G, along with determining their fees and they are. (1) (Deloitte) Co. (2) Ernst & Young (EY) Co. (3) Al Bassam Chartered Accountants (PKF) Co. (4) Alluhaid & Alyahya Chartered Accountants (LYCA) Co.	٤- التصويت على تعيين مراجعي الحسابات للبنك من بين المرشحين بناء على توصية لجنة المراجعة وذلك لفحص ومراجعة وتدقيق القوائم المالية للربع الأول والثاني والثالث والسنوات من العام المالي ٢٠٢٦ م والربع الأول من العام المالي ٢٠٢٧ م وتحديد أتعابهم وهم كل من: (١) شركة ديلويت (Deloitte) (٢) شركة إرنست ويونغ (EY) (٣) شركة البسام محاسبون قانونيون ومستشارون (PKF) (٤) شركة اللعيد واليحي محاسبون قانونيون (LYCA)
5- Voting on discharge of Board of Directors members for fiscal year 2025.	٥- التصويت على ابراء ذمة اعضاء مجلس الادارة عن السنة المالية ٢٠٢٥م.
6-Voting on disbursing an amount of (11,390,000) SAR as a remuneration to the Board members against fiscal year ended 31-12-2025.	٦- التصويت على صرف مبلغ (١١,٣٩٠,٠٠٠) ريال مكافآت لأعضاء مجلس الادارة عن السنة المالية المنتهية في ٣١-١٢-٢٠٢٥م.
7- Voting for election of the Board members from among the candidates for the next term, commencing on 01/04/2026G for a term of three years, ending on 31/03/2029G. (Candidates' CVs attached).	٧- التصويت على انتخاب أعضاء مجلس الإدارة من بين المرشحين للدورة القادمة والتي تبدأ اعتباراً من تاريخ ٠١/٠٤/٢٠٢٦م لمدة ثلاث سنوات تنتهي بتاريخ ٣١/٠٣/٢٠٢٩م. (مرفق السير الذاتية للمرشحين).
8- Voting on delegating to the elected Board of Directors to distribute interim (semiannual or quarterly) dividends for the fiscal year 2026.	٨- التصويت على تفويض مجلس الإدارة المنتخب بتوزيع أرباح مرحلية نصف أو ربع سنوي عن العام المالي ٢٠٢٦م.
9- Voting on delegating to the elected Board of Directors the authorization powers of the General Assembly stipulated in paragraph (1) of Article twenty seven from the Companies Law, for a period of one year starting from the date of the General Assembly approval or until the end of the delegated Board of Directors 'cycle, whichever is earlier, in accordance with the conditions set forth in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.	٩- التصويت على تفويض مجلس الإدارة المنتخب بصلاحيه الجمعية العامة العادية بالتريخيص الوارد في الفقرة (١) من المادة السابعة والعشرون من نظام الشركات، وذلك لمدة عام من تاريخ موافقة الجمعية العامة أو حتى نهاية دورة مجلس الإدارة المفوض أيهما أسبق، وفقاً للشروط الواردة في اللائحة التنفيذية لنظام الشركات الخاصة بشركات المساهمة المدرجة.
10- Voting on delegating to the elected Board of Directors the authorization powers of the General Assembly stipulated in paragraph (2) of Article twenty seven from the Companies Law, for a period of one year starting from the date of the General Assembly approval or until the end of the delegated Board of Directors 'cycle, whichever is earlier in accordance with the rules and standards of competition for the Arab National Bank's operations.	١٠- التصويت على تفويض مجلس الإدارة المنتخب بصلاحيه الجمعية العامة العادية بالتريخيص الوارد في الفقرة (٢) من المادة السابعة والعشرون من نظام الشركات، وذلك لمدة عام من تاريخ موافقة الجمعية العامة أو حتى نهاية دورة مجلس الإدارة المفوض أيهما أسبق وفقاً لضوابط ومعايير المنافسة لأعمال البنك العربي الوطني.
11- Voting on amendment the Employee Share Program and delegate the Board of Directors to determine the terms of this program, including the allocation price for each share offered to employees, if paid (attached) .	١١- التصويت على تعديل برنامج الأسهم المخصصة للموظفين وعلى تفويض مجلس الإدارة بتحديد شروط هذا البرنامج بما فيها سعر التخصيص لكل سهم معروض على الموظفين إذا كان بمقابل (مرفق).
12- Voting on the updates on the Terms of Reference of the Nominations & Remunerations Committee (attached) .	١٢- التصويت على تعديل لائحة عمل لجنة الترشيحات والمكافآت (مرفق).
13- Voting on the Corporate Social Responsibility Policy (attached) .	١٣- التصويت على سياسة المسؤولية الاجتماعية (مرفق).
14- Voting on contracts and business dealings between the bank and ABANA Company, in which Board Chairman, Mr. Salah Rashid Alrashid, has an indirect interest, Money Transport, ATM Replenishment, and CCTV project of the bank, The total transactions with the bank during the year 2025 amounted to SR 456,637 without conditions or preferential benefits (attached) .	١٤- التصويت على الأعمال والعقود التي تمت بين البنك وشركة أبانا والتي لرئيس مجلس الإدارة الأستاذ/ صلاح راشد الراشد، مصلحة غير مباشرة فيها، وهي عبارة عن مصاريف اتفاقية إسناد خدمات مراكز النقد وتوريد وتركيب وصيانة كاميرات مراقبة لجميع فروع ومراكز البنك، وقد بلغ إجمالي التعاملات مع البنك مبلغ ٤٥٦,٦٣٧ ريال سعودي خلال العام ٢٠٢٥، بدون شروط او مزايا تفضيلية (مرفق).

<p>15- Voting on contracts and business dealings between the bank and Alkhaleej Training and Education Company, in which Board Chairman, Mr. Salah Rashid Alrashid, has an indirect interest, relating to manpower supply agreement (labor services) executed in the ordinary course of business of the Bank, The total transactions with the bank during the year 2025 amounted to SR 25,922 and without conditions or preferential benefits (attached) .</p>	<p>١٥- التصويت على الأعمال والعقود التي تمت بين البنك وشركة الخليج للتدريب والتعليم والتي لرئيس مجلس الادارة الأستاذ/ صلاح راشد الراشد، مصلحة غير مباشرة فيها، وهي عبارة عن اتفاقية تقديم خدمات عمالية، وقد بلغ إجمالي التعاملات مع البنك مبلغ ٢٥,٩٢٢ ريال سعودي خلال العام ٢٠٢٥، وبدون شروط أو مزايا تفضيلية(مرفق).</p>
<p>16- Voting on the contracts and business dealing between the bank and The Financial Academy in which the member of the Board of Directors, Mr. Mohammed Faraj Al-kenani, has an indirect interest, which Providing financial & banking education & training, The transactions with the bank during the year 2025 amounted to SR 1,562,609 and without conditions or preferential benefits (attached) .</p>	<p>١٦- التصويت على الأعمال والعقود التي تمت بين البنك والاكاديمية المالية والتي لعضو مجلس الادارة الأستاذ/ محمد بن فرج الكناني، مصلحة غير مباشرة فيها، وهي عبارة عن اكااديمية لتقديم التعليم والتدريب المالي والمصرفي، وقد بلغ إجمالي التعاملات مع البنك مبلغ ١,٥٦٢,٦٠٩ ريال سعودي خلال العام ٢٠٢٥، وبدون شروط أو مزايا تفضيلية (مرفق).</p>
<p>17- Voting on the contracts and business dealing between the bank and Takamol Business Solutions Company in which the member of the Board of Directors, Mr. Thamir bin Misfer Alwadee, has an indirect interest, which is providing business support & management services for organizations, The transactions with the bank during the year 2025 amounted to SR 300,000 and without conditions or preferential benefits (attached) .</p>	<p>١٧- التصويت على الأعمال والعقود التي تمت بين البنك وشركة تكامل لخدمات الاعمال والتي لعضو مجلس الادارة الأستاذ/ ثامر بن مسفر الوادعي، مصلحة غير مباشرة فيها، وهي عبارة عن تقديم خدمات دعم وإدارة الأعمال للمؤسسات، وقد بلغ إجمالي التعاملات مع البنك مبلغ ٣٠٠,٠٠٠ ريال سعودي خلال العام ٢٠٢٥، وبدون شروط أو مزايا تفضيلية(مرفق).</p>
<p>18- Voting on contracts and business dealings between the bank and Walaa Cooperative Insurance Company in which Board Member, Mr. Hesham Abdulltaif Aljabr, has an indirect interest being a board member of Walaa Cooperative Insurance Company, relating to renewal of insurance policies for the benefit of ANB national bank, The total transactions with the bank during the year 2025 amounted to SR 90,025 without conditions or preferential benefits (attached) .</p>	<p>١٨- التصويت على الأعمال والعقود التي تمت بين البنك وشركة ولاء للتأمين التعاوني والتي لعضو مجلس الادارة الأستاذ/ هشام عبد اللطيف الجبر، مصلحة غير مباشرة فيها، بصفته عضو مجلس إدارة شركة ولاء للتأمين التعاوني، وهي عبارة عن تجديد لوثائق تأمين لصالح البنك العربي الوطني، وقد بلغ إجمالي التعاملات مع البنك مبلغ ٩٠,٠٢٥ ريال سعودي خلال العام ٢٠٢٥، بدون شروط أو مزايا تفضيلية(مرفق).</p>

البند رقم (١)
الاطلاع على تقرير مجلس الإدارة ومناقشته
تقرير لجنة المراجعة

Item No (1)
Reviewing and discussing the
Board of Directors'
Audit committee report

البنك العربي الوطني
Arab National Bank

Audit Committee Report

تقرير لجنة المراجعة

Audit Committee assessment of the adequacy of the Bank's

تقييم لجنة المراجعة حول كفاية نظام الرقابة الداخلية للبنك

The Audit Committee (AUCOM) during 2025 reviewed various reports on the adequacy of internal controls and systems including the financial statements and risk reports. AUCOM reviews the minutes of Compliance Committee. The AUCOM discussions and decisions are documented in the meetings' minutes and matters requiring attention are escalated to the Board.

خلال عام ٢٠٢٥ م قامت لجنة المراجعة بمراجعة تقارير مختلفة حول كفاية ضوابط الرقابة الداخلية والأنظمة بما في ذلك القوائم المالية وتقارير المخاطر. وتضطلع لجنة المراجعة بمراجعة محاضر لجنة الالتزام. ويتم توثيق مناقشات لجنة المراجعة وقراراتها في محاضر الاجتماعات وتصعيد المسائل التي تتطلب الاهتمام إلى مجلس الإدارة.

During this year, the AUCOM members met with the Chief Internal Auditor, Chief Risk Officer, Chief Compliance Officer, Chief Human Recourse Officer, Chief Financial Officer and External Auditors and have obtained updates on matters that require AUCOM's attention. AUCOM also received internal audit reports, regulatory reports and external auditors' management letters issued during the year and reviewed the management action plans for the issues raised.

وخلال هذا العام عقد أعضاء لجنة المراجعة اجتماعات مع الرئيس التنفيذي للمراجعة الداخلية والرئيس التنفيذي للمخاطر والرئيس التنفيذي للالتزام والرئيس التنفيذي للموارد البشرية والرئيس التنفيذي للشؤون المالية والتخطيط ومراجعي الحسابات الخارجيين، حيث اطلعت على آخر المستجدات بشأن المسائل التي تتطلب اهتمام لجنة المراجعة. أيضا تلقت لجنة المراجعة تقارير المراجعة الداخلية، وتقارير السلطات الرقابية، وخطابات الإدارة من مراجعي الحسابات الخارجيين الصادرة خلال العام، وراجعت خطط عمل الإدارة للمسائل التي تم رفعها.

AUCOM also, through the Reports and Documents raised to them from the management, reviewed the effectiveness of the system of internal control and procedures for compliance with the Arab National Bank internal policies, relevant regulatory and legal requirements in the Kingdom of Saudi Arabia and whether management has fulfilled its duty in having an effective internal control system, seeking independent assurance from internal audit to assess the adequacy and effectiveness of such internal controls.

قامت لجنة المراجعة أيضاً من خلال التقارير والمستندات المرفوعة لها من الإدارة التنفيذية بمراجعة فعالية نظام الرقابة الداخلية وإجراءات الالتزام بالسياسات الداخلية للبنك العربي الوطني والمتطلبات التنظيمية والقانونية ذات الصلة في المملكة العربية السعودية وما إذا كانت الإدارة قد استوفت واجبها بإيجاد نظام رقابة داخلية فعال والسعي للحصول على تأكيد مستقل عن المراجعة الداخلية لتقييم مدى كفاية وفعالية هذه الضوابط الداخلية.





AUCOM assures the Board and shareholders that to the best of its knowledge that Arab National Bank Internal Control system is adequate and operating effectively; and no significant deficiency in the internal control system; and it is recommendation pertaining to the appointment, dismissal, assessment or determining the remuneration of the external auditors or appointing Chief Internal Auditor were adopted by the Board.

تؤكد لجنة المراجعة لمجلس الإدارة والمساهمين كفاية وفعالية تطبيق نظام الرقابة الداخلية في البنك العربي الوطني، حيث لم يتبين وجود خلل جوهري في نظام الرقابة الداخلية، كما تؤكد أن توصيات اللجنة المتعلقة بالتعيين والفصل والتقييم أو تحديد مكافآت مراجعي الحسابات الخارجيين أو تعيين الرئيس التنفيذي للمراجعة الداخلية قد تم اعتمادها من المجلس.

التاريخ: ١٠/٠٨/١٤٤٧ هـ الموافق ٢٩/٠١/٢٠٢٦ م.

تواقيع رئيس وأعضاء لجنة المراجعة



ثامر مسفر الوادعي
(رئيس لجنة المراجعة)



خالد محمد البورادي
(عضو لجنة المراجعة)



فهد محمد السالم
(أمين سر لجنة المراجعة)



عبد الله صايل العنزي
(عضو لجنة المراجعة)

البند رقم (٣)
تقرير مراجع الحسابات

Item No (3)
Auditors report



**Ernst & Young Professional Services
(Professional LLC)**
**Paid-up capital: ﷲ 5,500,000 (Five million five
hundred thousand Saudi Riyal)**

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Deloitte.

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Independent Auditors' Report To the Shareholders of Arab National Bank (A Saudi Joint Stock Company)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Arab National Bank (the “Bank”) and its subsidiaries (together, the “Group”), which comprise the consolidated statement of financial position as at December 31, 2025, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with International Financial Reporting Standards (“IFRSs”) that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants (“SOCPA”).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing as endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia (the “Code”), as applicable to audits of financial statements of public interest entities, and we have fulfilled our other ethical responsibilities in accordance with the requirements of the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our auditors' opinion thereon, and we do not provide a separate opinion on these matters.

**Independent Auditors’ Report
To the Shareholders of Arab National Bank (A Saudi Joint Stock Company) (continued)**

Report on the Audit of the Consolidated Financial Statements (continued)

Key audit matter	How our audit addressed the key audit matter
<p><i>Expected credit loss allowance against loans and advances</i></p> <p>As at December 31, 2025, the gross loans and advances of the Group were SAR 198 billion against which an expected credit loss (“ECL”) allowance of SAR 3.1 billion was maintained.</p> <p>The determination of ECL involves significant estimation and management judgement, and this has a material impact on the consolidated financial statements of the Group. The key areas of judgement include:</p> <ol style="list-style-type: none"> 1. Categorisation of loans and advances into Stage 1, 2 and 3 based on the identification of: <ol style="list-style-type: none"> (a) exposures with a significant increase in credit risk (“SICR”) since their origination; and (b) individually impaired/defaulted exposures. 2. Assumptions used in the ECL model for determining the probability of default (“PD”), loss given default (“LGD”) and exposure at default (“EAD”), including but not limited to assessment of financial condition of counterparties, expected future cash flows, developing and incorporating forward looking assumptions, macroeconomic factors and the associated scenarios and expected probabilities weightages. 	<ul style="list-style-type: none"> ▪ We obtained and updated our understanding of management’s assessment of ECL allowance against loans and advances including the Group’s internal rating model, accounting policy and model methodology. ▪ We compared the Group’s accounting policy for ECL allowance and the ECL methodology against the requirements of IFRSs as endorsed in the Kingdom of Saudi Arabia. ▪ We assessed the design and implementation, and tested the operating effectiveness of the key controls (including relevant general Information Technology (“IT”) and application controls) over; <ul style="list-style-type: none"> • the ECL model, including governance over the model, and any model updates during the year, including the approval of the ECL committee of key inputs and assumptions; • the classification of loans and advances into stages 1, 2 and 3 and timely identification of SICR and the determination of default / individually impaired exposures; • the IT systems and applications supporting the ECL model; and • the integrity of data inputs into the ECL model. ▪ For a sample of customers, we assessed: <ul style="list-style-type: none"> • the internal ratings determined by management based on the Group’s internal rating model and considered these assigned ratings in light of external market conditions and available industry information; • management’s computations for ECL; and • management’s assessment of recoverable cash flows, including the impact of collateral, and other sources of repayment.

**Independent Auditors’ Report
To the Shareholders of Arab National Bank (A Saudi Joint Stock Company) (continued)**

Report on the Audit of the Consolidated Financial Statements (continued)

Key audit matter	How our audit addressed the key audit matter
<p><i>Expected credit loss allowance against loans and advances (continued)</i></p> <p>We considered this to be a key audit matter as a result of the following:</p> <ul style="list-style-type: none"> • the quantitative significance of the amount to the consolidated financial statements; • the judgements applied and estimates made by management; and • the level of audit effort required. <p><i>Refer to the material accounting policy information note 3.6 which describes the accounting policy related to allowance for expected credit losses; note 2.6.1 which contains the disclosure of critical accounting judgements, estimates and assumptions relating to ECL on financial assets and the impairment assessment methodology used by the Group; note 7 which contains the disclosure of impairment against loans and advances; and note 32.4 for details of credit quality analysis and key assumptions and factors considered in determination of ECL.</i></p>	<ul style="list-style-type: none"> ▪ We assessed the Group’s criteria for the determination of SICR and identification of “default” or “individually impaired” exposures. Further, for a sample of exposures, we assessed the staging classification of the Group’s loan portfolio. ▪ We assessed the underlying assumptions used by the Group in the ECL model including forward looking assumptions. ▪ We tested the completeness and accuracy of data supporting the ECL calculations as of December 31, 2025. ▪ We involved our specialists to assist us, where necessary, in reviewing model calculations, evaluating interrelated inputs and assessing the reasonableness of assumptions used in the ECL model particularly around macroeconomic variables, forecasted macroeconomic scenarios and probability weights. ▪ We assessed disclosures in the consolidated financial statements relating to this matter against the requirement of IFRSs that are endorsed in the Kingdom of Saudi Arabia .

**Independent Auditors' Report
To the Shareholders of Arab National Bank (A Saudi Joint Stock Company) (continued)**

Report on the Audit of the Consolidated Financial Statements (continued)

Other Matter

The consolidated financial statements of the Group for the year ended December 31, 2024 were jointly audited by another joint auditor who expressed an unmodified opinion on those statements on February 13, 2025 (corresponding to Sha'ban 14, 1446H).

Other Information

Other information consists of the information included in the Group's 2025 annual report, other than the consolidated financial statements and our auditors' report thereon. The Board of Directors of the Bank are responsible for the other information in its annual report. The Group's 2025 annual report is expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated financial statements does not cover the other information, and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above, when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, when made available to us, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements that are issued by the Saudi Organization for Chartered and Professional Accountants and the applicable provisions of the Regulations for Companies, the Banking Control Law in the Kingdom of Saudi Arabia and the Bank's Bylaws, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, i.e. the Board of Directors, are responsible for overseeing the Group's financial reporting process.

**Independent Auditors' Report
To the Shareholders of Arab National Bank (A Saudi Joint Stock Company) (continued)**

Report on the Audit of the Consolidated Financial Statements (continued)

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs, that are endorsed in the Kingdom of Saudi Arabia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with International Standards on Auditing that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.



**Independent Auditors' Report
To the Shareholders of Arab National Bank (A Saudi Joint Stock Company) (continued)**

Report on the Audit of the Consolidated Financial Statements (continued)

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them regarding all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of the most significance in the audit of the consolidated financial statements for the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

Based on the information that has been made available to us, nothing has come to our attention that causes us to believe that the Bank was not in compliance, in all material respects, with the applicable provisions of the Regulations for Companies, the Banking Control Law in the Kingdom of Saudi Arabia and the Bank's Bylaws in so far as they affect the preparation and presentation of the consolidated financial statements for the year ended December 31, 2025.

Ernst & Young Professional Services

Fahad M. Altoaimi
Certified Public Accountant
License No. 354

**Deloitte and Touche & Co.
Chartered Accountants**

Tariq Mohammad Alfattani
Certified Public Accountant
License No. 446



21 Sha'ban 1447H
(9 February 2026)



البنك العربي الوطني
Arab National Bank

Audit Committee Report

تقرير لجنة المراجعة

Audit Committee assessment of the adequacy of the Bank's

تقييم لجنة المراجعة حول كفاية نظام الرقابة الداخلية للبنك

The Audit Committee (AUCOM) during 2025 reviewed various reports on the adequacy of internal controls and systems including the financial statements and risk reports. AUCOM reviews the minutes of Compliance Committee. The AUCOM discussions and decisions are documented in the meetings' minutes and matters requiring attention are escalated to the Board.

خلال عام ٢٠٢٥ م قامت لجنة المراجعة بمراجعة تقارير مختلفة حول كفاية ضوابط الرقابة الداخلية والأنظمة بما في ذلك القوائم المالية وتقارير المخاطر. وتضطلع لجنة المراجعة بمراجعة محاضر لجنة الالتزام. ويتم توثيق مناقشات لجنة المراجعة وقراراتها في محاضر الاجتماعات وتصعيد المسائل التي تتطلب الاهتمام إلى مجلس الإدارة.

During this year, the AUCOM members met with the Chief Internal Auditor, Chief Risk Officer, Chief Compliance Officer, Chief Human Recourse Officer, Chief Financial Officer and External Auditors and have obtained updates on matters that require AUCOM's attention. AUCOM also received internal audit reports, regulatory reports and external auditors' management letters issued during the year and reviewed the management action plans for the issues raised.

وخلال هذا العام عقد أعضاء لجنة المراجعة اجتماعات مع الرئيس التنفيذي للمراجعة الداخلية والرئيس التنفيذي للمخاطر والرئيس التنفيذي للالتزام والرئيس التنفيذي للموارد البشرية والرئيس التنفيذي للشؤون المالية والتخطيط ومراجعي الحسابات الخارجيين، حيث اطلعت على آخر المستجدات بشأن المسائل التي تتطلب اهتمام لجنة المراجعة. أيضا تلقت لجنة المراجعة تقارير المراجعة الداخلية، وتقارير السلطات الرقابية، وخطابات الإدارة من مراجعي الحسابات الخارجيين الصادرة خلال العام، وراجعت خطط عمل الإدارة للمسائل التي تم رفعها.

AUCOM also, through the Reports and Documents raised to them from the management, reviewed the effectiveness of the system of internal control and procedures for compliance with the Arab National Bank internal policies, relevant regulatory and legal requirements in the Kingdom of Saudi Arabia and whether management has fulfilled its duty in having an effective internal control system, seeking independent assurance from internal audit to assess the adequacy and effectiveness of such internal controls.

قامت لجنة المراجعة أيضاً من خلال التقارير والمستندات المرفوعة لها من الإدارة التنفيذية بمراجعة فعالية نظام الرقابة الداخلية وإجراءات الالتزام بالسياسات الداخلية للبنك العربي الوطني والمتطلبات التنظيمية والقانونية ذات الصلة في المملكة العربية السعودية وما إذا كانت الإدارة قد استوفت واجبها بإيجاد نظام رقابة داخلية فعال والسعي للحصول على تأكيد مستقل عن المراجعة الداخلية لتقييم مدى كفاية وفعالية هذه الضوابط الداخلية.







البنك العربي الوطني
arab national bank

**البند رقم (٤)
تعيين مراجعي الحسابات الخارجي**

**Item No (4)
appointment of the
external auditors**

وبعد مناقشة الموضوع، وتأكيد إدارة البنك بأن العروض متوافقة مع شروط ومتطلبات البنك المركزي السعودي والجهات النظامية ذات العلاقة، أوصى السادة رئيس وأعضاء اللجنة بالرفع إلى مجلس الإدارة للتوصية إلى الجمعية العامة للموافقة على اعتماد اختيار شركة ارنست ويونغ (EY) بأتعاب مقدارها (٤,٠٠٠,٠٠٠) ريال سعودي - أربعة ملايين ريال سعودي - وشركة ديلويت (Deloitte) بأتعاب مقدارها (٣,٩٧٠,٠٠٠) ريال سعودي - ثلاثة ملايين وتسعمئة وسبعون ألف ريال سعودي - تشمل فرع لندن، لمراجعة حسابات البنك والقوائم المالية السنوية والربع سنوية لعام ٢٠٢٦م.



فهد بن محمد السالم
أمين سر مجلس الإدارة
ولجنة المراجعة





البنك العربي الوطني
arab national bank

البند رقم (٧)
إنتخاب أعضاء مجلس الإدارة

Item No (7)
Election of the Board members

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Salah Rashed Abdul Rahman Al-Rashed	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	23/2/1955	تاريخ الميلاد

Candidate's Academic			المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification
Washington University - USA	1977	Civil Engineering	Bachelor's

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Partner and Executive Director of Rashid Al-Abd Al-Rahman Al-Rashed & Sons Group of Companies	1977 Until now	
Member of the Board of Directors of the Infrastructure Projects Center in the Riyadh Region	2025 Until now	
He served as a member of the Advisory Board of the Supreme Economic Council, as well as a member of the Board of Directors of the Chamber of Commerce and Industry, a member of the Finance Committee, and Chairman of the Investment Committee		

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أيًا كان شكلها القانوني أو اللجان المنبثقة منها

الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
Simple recommendation	Chairman of the Board of Directors	a candidate as a shareholder	Executive	Management and rental of owned or	Salah Rashid Al Rashid & Sons Company

				rented properties (non-residential)	
solidarity	Member of the Board of Directors	a candidate as a shareholder	Executive	Restorations of residential and non-residential buildings	Rashed Abdul Rahman Al Rashid & Sons Company
limited liability	Member of the Board of Directors	a candidate as a shareholder	Executive	Affiliate investment In holding companies	Al-Aweel Investments Holding Company
limited liability	Member of the Board of Directors	a candidate as a shareholder	Executive	Integrated office administrative services activities	Rashed Development Company Limited ""Rashidco
limited liability	Member of the Board of Directors	a candidate as a shareholder	Executive	Supervising and managing other units in the company or organization	Rashed Al Rashed & Partners Business & Development Company
limited liability	Member of the Board of Directors	a candidate as a shareholder	Executive	office activities	Rashed Al Rashed & Partners Commercial Investment Company
limited liability	Member of the Board of Directors	a candidate as a shareholder	Executive	Prefabricated building construction on sites	Rashed Al Rashed & Partners Real Estate Development and Investment Company
listed company	Chairman of the Board	a candidate as a shareholder	Non- executive	Banking and financial services	Arab National Bank
closed joint stock	Vice Chairman of the Board of Directors	a candidate as a shareholder	Non- executive	Construction of airports and their facilities, general construction of government buildings	Al Rashed Trading and Contracting Company
closed joint stock	Chairman of the Board	a candidate as a shareholder	Non- executive	Extension of oil and gas pipelines	Saudi Electrical Works Services Company

closed joint stock	Chairman of the Board	a candidate as a shareholder	Non- executive	General construction of non-residential buildings	Al-Rashid Abtong Co
closed joint stock	Chairman of the Board	a candidate as a shareholder	Non- executive	Buying and selling land and real estate, dividing them, and off-plan sales activities	Inmaia Real-Estate& Tourism Investment and Development Co
closed joint stock	Chairman of the Board	a candidate as a shareholder	Non- executive	Integrated office administrative services activities	Technical Investment Company
listed company	Chairman of the Board	a candidate as a shareholder	Non- executive	Quarry operation, cement industry, white cement	Riyadh Cement Company
closed joint stock	Chairman of the Board	a candidate as a shareholder	Non- executive	health colleges	Medical Care and Sciences Company
limited liability	Chairman of the Board of Directors	a candidate as a shareholder	Non- executive	Carrying out general contracting work	Al Rashed and Al Omran Company
limited liability	Chairman of the Board of Directors	a candidate as a shareholder	Non- executive	Manufacture of refractory bricks, blocks and tiles, including refractory cement	Arab Industries Company
closed joint stock	Board Member	a candidate as a shareholder	Non- executive	Selling solar energy devices and equipment	Gulf Applications Company
limited liability	Board Member	a candidate as a shareholder	Non- executive	Installation and extension of computer and communications networks	Imdad Solutions for Information Technology Company
limited liability	Member of the Board of Directors	a candidate as a shareholder	Non- executive	Construction of public buildings	Diary Real Estate Development Company



السيرة الذاتية لعضوية مجلس الإدارة
Resume of the Board of Director's Member

limited liability	Board Member	a candidate as a shareholder	Non- executive	Land purchase Real estate and its investment	Gulf Complexes Company
closed joint stock	Board Member	a candidate as a shareholder	Non- executive	Real estate and investment	Al Yamamah Real Estate Investment and Development Company

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Abdulmohsen Ibrahim Abdulaziz Altouq	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	9/12/1393	تاريخ الميلاد

Candidate's Academic		المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major
King Saud University	1995	Business Administration
		المؤهل Qualification
		Bachelor's

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Chairman of the Board of Directors of Al-Tawq Company Limited, and is a member of several companies	1998	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى- أيا كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
limited liability	-	A candidate as a shareholder	Non- executive	Building construction	ALTouq Company Limited

Listed contribution	-	A candidate as a shareholder	Non- executive	Technical and technological consulting services in the field of communications	Saudi Networkers Services
Closed Joint stock Company	Member of the ExCom	A representative of a party	Independent	Residential building construction	DAN Company
Closed Joint stock Company	Member of the Audit and Risk Committee	A representative of a party	Independent	Residential resorts	AlUqair Development Company
Closed Joint stock Company	Member of the Risk, Compliance, Audit and Credit Committee	A representative of a party	Independent	Investment in the tourism sector	Tourism Development Fund
Listed company	Member of the ExCom and Strategic Committee	A candidate as a shareholder	Non- executive	Banking and financial services	Arab national Bank
limited liability	-	A candidate as a shareholder	Non- executive	Other financial activities - investments	Future Thara Investment Company

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Obaid Abdullah Obaid AlRasheed	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	1/2/1957	تاريخ الميلاد

Candidate's Academic			المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification
San Jose State University, California, USA	1983	Business Administration	Bachelor's

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Chief Executive Officer & Managing Director in Arab National Bank	2021 - until now	
Deputy CEO of Arab National Bank	2011 - 2021	
Board Member Tabuk Cement Co	2005 - 2013	
Board Member Malath Insurance Co	2010 - 2018	
Vice Chairman & Member of Dr. Sulaiman Al Habib Medical Services Group Holding Co	2018 - until now	
Vice Chairman & Member of Saudi Chemical Co	2013 - until now	
Vice Chairman & Member of Saudi Home Loans- (SHL)	2010 - until now	
Vice Chairman & Member of anb Capital	2021 - until now	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى- أيًا كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name

Listed company	Member of the Executive and Strategic Committee	appointed by a shareholder who enjoys the right of appointment under the company's bylaws	executive	Banking and financial services	Arab national Bank
Closed Joint stock Company	Chairman of the Nominations and Rewards Committee- and Chairman of the Subscriptions Committee.	nominated by a shareholder	Non- executive	investment	Al Arabi Financial Company
Listed company	Member of the Nominations Committee	a candidate as a shareholder	Non- executive	funding	Saudi Home Finance Company (Sahal)
Listed company	Member of the Nominations Committee- and the Executive Committee	a candidate as a shareholder	Non- executive	industrial	Saudi Chemical Company
Listed company	Chairman of the Nominations and Remuneration Committee	a candidate as a shareholder	Independent	health	Dr. Sulaiman Al Habib Medical Services Holding Group

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Hisham Abdellatif Hamad AL Jabr	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	1974/8/12	تاريخ الميلاد

Candidate's Academic			المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification
Imam Nawawi High School	1412	Administrative and human sciences	High school (developer) education

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Leadership positions in several industrial in commercial investment companies	1998 Until now	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أيًا كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
Closed joint stock company	-	a candidate as a shareholder	Non- executive	Commercial and industrial	Al Jabr Holding Company
limited liability	-	a candidate as a shareholder	Non- executive	Industrial	Gulf Carton Factory Company



السيرة الذاتية لعضوية مجلس الإدارة
Resume of the Board of Director's Member

limited liability	-	a candidate as a shareholder	Non- executive	Home appliance	Haier and Al-Jabr Saudi Electronic Trading Company
Listed company	-	a candidate as a shareholder	Non- executive	Banking and financial services	Arab national Bank
limited liability	-	a candidate as a shareholder	executive	Producing Soft Drinks	Canned Soft Drinks .Factory Co
Listed company	-	a candidate as a shareholder	Non- executive	insurance	Walaa Cooperative Insurance Co
limited liability	-	a candidate as a shareholder	Non- executive	Cafes and food catering	Enas Trading Co
limited liability	-	a candidate as a shareholder	Non- executive	Import and export	Khutaa Ikhair Co
limited liability	-	a candidate as a shareholder	Non- executive	Real Estate Investment	Nama Future Co
limited liability	-	a candidate as a shareholder	Non- executive	Industrial	Ball United ARAB CAN Manufacturing Company

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Osama Khalid Mansor Alatiki	الاسم الرباعي
Nationality	Saud	الجنسية
Date of Birth	11/04/1397	تاريخ الميلاد

Candidate's Academic				المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification	
University of Wisconsin Stout USA	2003	Management Technology	Master's	
University of Wisconsin Stout USA	2001	Telecommunication systems	Bachelor's	

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Chief Operations Officer - Hassana Investment Company	2019 until now	
Executive Director - Head of Investor Services - JPMorgan Saudi Arabia Company	2015 - 2019	
Head of Business Development - HSBC Saudi Arabia	2007 - 2015	
Head of Global Custody & Fund Services in the Saudi British Bank	2004 - 2007	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أيًا كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
Listed company	Risk Committee	nominated by a shareholder	Independent	Banking and financial services	Arab National Bank

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Muhammad Faraj Al-Kinani Al-Zahrani	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	12/7/1976	تاريخ الميلاد

Candidate's Academic			المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification
Oklahoma State University USA	2006	Financial Management	Ph.D
University of Colorado USA	2001	Financial Management	Master's
King Fahd University KSA	1998	Financial Management	Bachelor's

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Founder and CEO of Development Alliance Company	2018 Until now	
Endowments of King Fahd University of Petroleum and Minerals (Executive Vice President - General Supervisor of Investment)	2011 Until 2018	
(Teaching Assistant - Assistant Professor of Finance - Head of the Finance Department - Dean of the College of Administration) King Fahd University	1977 Until 2018	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أيًا كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non-executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
Listed company	member of the audit committee	a candidate as a shareholder	Independent	consumer services	Leejam Sports Company

Closed joint stock company	Chairman of the Credit and Risk Committee	a candidate as a shareholder	Independent	Loan	The Saudi Real Estate Refinance Company
Closed joint stock company	member of the audit committee	nominated by a shareholder	Non- executive	Research and development	Dhahran Valley Technology Holding Company
Closed joint stock company	-	nominated by a shareholder	Non- executive	Business services	Dhahran Valley Business Services Company
Closed joint stock company	member of the audit committee	nominated by a shareholder	Non- executive	real estate development	Oasis Business Company
Individual foundation	owner of the enterprise	a candidate as a shareholder	executive	Business services	V Consortium
closed joint stock	member of the audit committee	nominated by a shareholder	Independent	Oil and gas	United Business Systems Limited
government	Member of the Board of Trustees and member of the Audit, Competencies and Programs Committee	nominated by a shareholder	Independent	financial training	Financial Academy
government	Member of the Investment Committee	nominated by a shareholder	Independent	Environment and Meteorology	Environment Fund
Closed joint stock company	member of the audit committee	nominated by a shareholder	Independent	transport	Aircraft leasing company
Listed company	Member of the Audit and Risk Committee	nominated by a shareholder	Independent	petrochemical	Sipchem Company
Closed joint stock company	-	nominated by a shareholder	Independent	Investment	Al-Maqam Al-Thabet Investment Company
Government	-	nominated by a shareholder	Independent	Financing areas of agricultural activity	Agricultural Development Fund
Closed joint stock company	-	nominated by a shareholder	Independent	endowments	Abdullah bin Abdulaziz Al Rajhi Endowments Holding Company



السيرة الذاتية لعضوية مجلس الإدارة
Resume of the Board of Director's Member

Listed company	Nominations and Remuneration- Strategic-Risk	a candidate as a shareholder	Independent	banking and financial services	Arab National Bank
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Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Thamer Mesfer Awad Al-Wadai	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	2/12/1383	تاريخ الميلاد

Candidate's Academic				المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification	
Al Yamamah University	2016	Business Administration	Master's	
Imam Muhammad Bin Saud Islamic University	2014	Business Administration	Bachelor's	
Institute of Public Administration	2006	Business accounting	Diploma	

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Assistant Manager - Internal Control Samba Financial Group	2013 - 2006	
Assistant Manager - Internal Audit - Inma Bank	2014 - 2013	
Assistant Manager - Internal Audit - Alawwal Bank	2017 - 2014	
Chief Executive Officer of Internal Audit - American Express Company	2019 - 2018	
General Authority of Customs - Director General of the Department of Internal Audit	2021 - 2019	
Executive Director of Internal Audit - Human Resources Development Fund	2021 Until now	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أيًا كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name

Listed company	Chairman of the audit Committee Member of the Nominations and Remuneration Committee	a candidate as a shareholder	Independent	Banking and financial services	Arab national Bank
government company	Member of the Audit and Risk Committee	nominated by a shareholder	Non- executive	technical	Takamol Company
A company under the umbrella of the Human Resources Development Fund	Member of the Audit and Risk Committee	nominated by a shareholder	Non- executive	technical	Sawaed Holding Company
closed joint stock	Member of the Audit and Risk Committee	nominated by a shareholder	Non- executive	technical	Tamkeen Technologies
One person company	member of the audit committee	nominated by a shareholder	Non- executive	services	Holoul Company
closed joint stock	Chairman of the Audit and Risk Committee	nominated by a shareholder	Independent	health	Naba Alsaha Company
A government company owned by the Public Investment Fund	member of the audit committee	nominated by a shareholder	Independent	investment	AlMadinah Heritage Co
government company	A Member of the Audit and Risk Committee	nominated by a shareholder	Independent	development company	Remat Al-Riyadh Development Company
Listed company	Member of the Audit and Risk Committee	nominated by a shareholder	Independent	funding	SHL Saudi Home loans
closed joint stock	Chairman of the audit Committee	nominated by a shareholder	Independent	industry	Saudi Top for Trading Company

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Naim Rasim Kamel Alhussaini	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	28/11/1962	تاريخ الميلاد

Candidate's Academic			المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification
University of Petroleum and Minerals	1985	Sciences in Industrial Management	Bachelor's

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Manager, Budget & Financial Planning Head, Tender & Contracting(stc Company)	1986- 1990	
Head of Retail Banking Group Acting Head, Retail Banking Group Division Manager, Consumer Assets Sales Division, Retail Banking Group Regional Manager, Retail Banking Division, Eastern Region Manager, Network & Financial Planning Department, Retail Banking Group, Personnel Manager, Corporate Human Resources Division, Manager, Recruitment & Government Relations, Corporate Human Resources Division (Saudi French Bank)	1990- 2011	
Head of Services at (Arab Bank PLC)	2011- 2022	
Deputy General Manager/ Retail Banking and Wealth Management, (Arab Bank PLC)	2022 Until now	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى- أياً كان شكلها القانوني أو اللجان المنبثقة منها
الشكل القانوني للشركة Company legal form	أسم الشركة Company Name
عضوية اللجان Committee Membership	النشاط الرئيسي Main Activity
طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)



السيرة الذاتية لعضوية مجلس الإدارة
Resume of the Board of Director's Member

public shareholding company	-	nominated by a shareholder	Non- executive	Commercial banking transactions	Arab Bank Tunisia
public shareholding company	-	nominated by a shareholder	Non- executive	tourism sector	Jordan Hotels and Tourism Company (Jordan Hotel)
public shareholding company	-	nominated by a shareholder	Non- executive	Islamic banking transactions	Islamic International Arab Bank
branch of a foreign company	General Manager	nominated by a shareholder	executive	Technology	Acabes for Financial /Technology branch of a foreign company
public shareholding company	Deputy Director General of Retail Banking and Wealth Management	Appointed by the Board of Directors	executive	Commercial banking operations	Arab Bank Jordan
Listed company	Member of the Risk Committee	appointed by a shareholder who enjoys the right of appointment under the company's bylaws	non-independent	banking and financial services	Arab National Bank

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Ahmad Samer Bin Hamdi Alzaim	الاسم الرباعي
Nationality	saudi	الجنسية
Date of Birth	13/7/1965	تاريخ الميلاد

Candidate's Academic				المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification	
Lebanese American University	1987	Business Administration	Bachelor's	
University of State of New York	1992	Economics	Bachelor's	

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Authorized Director of the Cable Group and its subsidiaries	1991 – 2006	
Owner and director of the Gulf International Company for Real Estate Trade and Investment and its subsidiaries	2004 Until now	
Membership in committees of the Riyadh Chamber of Commerce and Industry and the Council of Saudi Chambers	2004 – 2016	
Membership in the Executive Committees of the Cable Group and its subsidiaries	2014 Until now	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى- أيًا كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
Listed company	Vice Chairman of the Board of Directors Audit Committee Member	a candidate as a shareholder	Non- executive	Consumer services	SEERA Group

Listed company	Board Member- Chairman of the Risk Committee	a candidate as a shareholder	Non- executive	Cooperative insurance	Al Rajhi Cooperative Insurance Company
Listed company	Vice Chairman of the Board of Directors- Audit Committee Member	a candidate as a shareholder	Non- executive	Services related to land transport	Lumi Rental Company
Listed company	Board Member- Chairman of the Executive Committee- Member of the Nominations Committee	a candidate as a shareholder	Non- executive	cable industry	Riyadh Cables Group
Closed Joint stock Company	Chairman of the Board of Directors- Chairman of the Executive Committee- Member of the Nominations Committee	a candidate as a shareholder	Non- executive	cable industry	Saudi Modern Company for Cables, metals, and plastic industry
Closed Joint stock Company	Chairman of the Executive Committee- Member of the Nominations Committee	a candidate as a shareholder	Non- executive	cable industry	Modern Saudi Company for Manufacturing Specialized Wires and Cables
Closed Joint stock Company	Chairman of the Executive Committee- Member of the Nominations Committee	a candidate as a shareholder	Non- executive	cable industry	Modern Saudi Telephone Cable Manufacturing Company
Closed Joint stock Company	Board Member- Chairman of the Executive Committee- Member of the Nominations Committee	a candidate as a shareholder	Non- executive	cable industry	Riyadh Cables Company
limited liability	Member of the Board of Directors	a candidate as a shareholder	Non- executive	Industrial consulting and services	Saudi Modern Cables Company Limited



السيرة الذاتية لعضوية مجلس الإدارة
Resume of the Board of Director's Member

limited liability	Chairman of the Board of Directors	a candidate as a shareholder	executive	Trade and real estate investment	Gulf International Company for Real Estate Trade and Investment
limited liability	Chairman of the Board of Directors	a candidate as a shareholder	Non- executive	Lighting equipment trade	Lighting Technologies Co., Ltd
One Person Limited Liability Company	Chairman of the Board of Directors	a candidate as a shareholder	executive	commerce	Silver Curlew Trading Company

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Randa Mohamed Tawfik AISadik	الاسم الرباعي
Nationality	British	الجنسية
Date of Birth	14/11/1962	تاريخ الميلاد

Candidate's Academic				المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification	
American University of Beirut	1986	Banking and Financial Sciences	Master's	
American University of Beirut	1984	Business management	Bachelor's	

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Executive General Manager Arab Bank p.l.c	2022 until now	
Deputy Executive General Manager, Arab Bank p.l.c	2010 - 2022	
General Manager of the International Banking Group, National Bank of Kuwait - Kuwait	2006 - 2010	
Director of Traded Assets Management, National Bank of Kuwait - London	2006-1991	
Financial analyst, National Bank of Kuwait	1990-1986	
Teaching assistant at the American University - Beirut	1986-1985	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أياً كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
Omani public joint stock company	-	nominated by a shareholde	Non- executive	Commercial banking business	Oman Arab Bank
holding company	-	nominated by a shareholder	executive	holding company	Al Arabi Finance Holding Company

Limited private contribution	-	appointed by a shareholder who enjoys the right of appointment under the company's bylaws	Non- executive	Electronic payment services	The Jordanian Company for Payment and Clearing Systems
Limited private contribution	-	nominated by a shareholder	Non- executive	investment activity	Jordan Capital and Investment Fund Company
Limited private contribution	-	appointed by a shareholder who enjoys the right of appointment under the company's bylaws	Non- executive	investment activity	Jordan Capital and Investment Fund Management Company
Limited private contribution	-	Not applicable	Non- executive	A non-profit company to support startups	Endeavor Jordan
(Non-profit) Limited Liability	-	nominated by a shareholder	Non- executive	Developing creativity and excellence in technological fields	Al Hussein Fund for Creativity and Excellence
An association established under the Banking Law	-	Not applicable	Non- executive	Upgrading the banking sector	Jordan Banks Association
Limited private contribution	-	appointed by a shareholder who enjoys the right of appointment under the company's bylaws	Non- executive	e-payment services	Your Payments Company for electronic payment
Listed company	Chairman of the Strategy Committee	appointed by a shareholder who enjoys the right of appointment under the company's bylaws	non-independent	banking and financial services	Arab National Bank

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Alhussain Awaid Mohammed Al-Mehthel	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	6/5/1986	تاريخ الميلاد

Candidate's Academic				المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification	
Texas A&M University, USA	2011	Science of Finance	Master's	
Tulsa University, USA	2009	Accounting	Bachelor's	

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Group Chief Financial Officer at Dar Al Riyadh Group (Engineering Consultancy Company)	Jan 2024-Present	
Acting Chief Financial Officer and Finance Manager at Aramco Retail and TotalEng JV	April 2022-Dec 2023	
Financial Consultant at Aramco Corporate Finance	Jan 2021-March 2022	
Treasurer at Aramco Chemical Company	Jan 2020-Dec 2020	
Financial Analyst - Aramco and its Petrochemical JVs	Sep 2011 - Dec 2019	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أيًا كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
Independent company not listed	-	appointed by a shareholder who enjoys the right of appointment under the company's bylaws	Independent	Recruitment of workers and provision of labor services	Massadr Human Resources

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Fahad Ayed Saleh Alaslame	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	15/07/1976	تاريخ الميلاد

Candidate's Academic			المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification
Imam Muhammad ibn Saud University	2000	Accounting	Bachelor's

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Accountant/Project Manager/ Financial Specialist at (STC)	10/2000 to 03/2011	
Accounting Services Superintendent at (SATORP)	04/2011 to 06/2012	
Accounting Manager at (Madden Aluminum)	07/2012 to 03/2014	
CFO at (SPIMACO)	04/2014 to 03/2017	
CFO at (National Housing Company)	04/2017 to 02/2021	
Group CFO (AI-Akaria)	04/2021 until now	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أيًا كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
closed joint stock	executive committee	appointed by a shareholder	Non-Executive	Real estate financing	Dar Al Tamleek Company



السيرة الذاتية لعضوية مجلس الإدارة
Resume of the Board of Director's Member

Listed company	Nominations and Remuneration Committee- Audit Committee	a candidate as a shareholder	Independent	Health Care	Mouwasat Medical Service Company
Closed company	member of the audit committee	appointed by a shareholder	Non- executive	real estate	Saudi Real Estate Company for Construction

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Nasser Mohammed Nasser Al-Fawzan	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	01/03/1990	تاريخ الميلاد

Candidate's Academic			المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification
King Saud University	2013	Finance	Bachelor's

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Director of the Credit Risk Department at the Saudi Industrial Development Fund	2021 - until now	
Advisor to the CEO of the Saudi Industrial Development Fund	2019 - 2021	
Head of a credit team at the Saudi Industrial Development Fund	2018 - 2019	
Credit Advisor at the Saudi Industrial Development Fund	2013 - 2018	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أياً كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
					Nothing

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Hathal Safar Abdullah AIOtaibi	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	01/07/1401	تاريخ الميلاد

Candidate's Academic				المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification	
KFUPM	2021	EMBA	Master's	
Northeastern University USA	2016	Telcom Systems	Master's	
King Fahd University of Petroleum	2008	Electrical Engineering	Bachelor's	

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Deputy CEO for Investment and Strategy at Hail Region Development Authority	2022-2025	
Country Director – Saferoom	2021-2022	
Director of Eastern Region – CITC	2018-2021	
Communications Engineer	2009-2017	
Field Engineer – Schlumberger	2008-2009	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أيًا كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
Listed company	member of the audit committee	a candidate as a shareholder	independent	Capital Goods	Middle East Specialized Cables Company

Candidate's Personal Data			البيانات الشخصية للعضو المرشح
Full name	Majed Hamad Mansor Albidah		الاسم الرباعي
Nationality	Saudi		الجنسية
Date of Birth	8/7/1991		تاريخ الميلاد

Candidate's Academic				المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification	
GAMBIT Business School, Singapore	April 2025	Business Administration	Doctor's	
University of Sussex, UK	September 2023	Corporate and Financial Risk Management	Master's	
imam Muhammed Ibn Saud Islamic University	August 2013	Accounting	Bachelor's	

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Owner & General Manager of Majed Hamad Al-Bidah Consulting Company	DEC 2024 to until now	
Financial Controller in the General Court of Audit	3/2017 to 10/2024	
Bank Officer in National Bahrain Bank	3/2016 to 8/2016	
Bank Officer in Riyadh Bank	2/2014 to 12/2015	
Administrative Officer in Gulf Holding Company	4/2010 to 8/2013	

Current membership in the board of directors/board of managers of other joint stock companies listed or non		العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أياً كان شكلها القانوني أو اللجان المنبثقة منها			
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non-executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
Limited Liability (one person)	-	a candidate as a shareholder	Executive	Consulting	Majed Hamad Al-Bidah Consulting Company

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Abdulwahab Mossab Abdulwahab Abukwaik	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	25/12/1978	تاريخ الميلاد

Candidate's Academic			المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification
King Abdulaziz university - KSA	10-2001	Mechanical engineering	Bachelor's
King Abdulaziz university - KSA	9-2007	Industrial engineering	Master's
National University of Ireland G	6-2019	Industrial engineering	Doctorate

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Senior Director: full project, International Food Industry JV- Project (Savola, Almarai and PNP)	2011 - 2013	
Senior Director: Engineering, Savola Foods	2013 - 2016	
Research supervisor and Engineering collage lecturer - National University of Ireland	2018 - 2019	
Vice Dean - Deanship of Scientific Research - Director of the Research & Economic Center - Eng. Faculty member-UBT	2019 - 2022	
Dean of CBA (Mother collage) University of Business & Technology	2022 - 2023	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أياً كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non-executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
listed company	Member of the Investment Committee- Member of the Risk Management Committee	a candidate as a shareholder	Independent	Insurance	Gulf General Insurance company

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Muath Khalid Abdullah Al-Mansour Al-Zamil	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	18/12/1985	تاريخ الميلاد

Candidate's Academic				المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification	
Pepperdine University USA	2016	Organizational Strategy	Doctorate	
INSEAD France	2022	Finance	Master's	
University of LA verne USA	2010	Management	Master's	
Portland State University USA	2008	Business Administration	Bachelor's	

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
CEO – Medra Consulting	2025 – until now	
Executive Director of Corporate Strategy – THIQAH Business Services	2023 – 2025	
Sr. Corporate Strategy Advisor – Saudi Aramco	2017 – 2023	
Investment & Strategy Advisor at Monsha'at – part time	2019 – 2023	
Adjunct Professor of MBA at KFUPM – part time	2018 – 2022	
Head of Business Strategy – PARSONS	2008 – 2017	

Current membership in the board of directors/board of managers of other joint stock companies listed or non		العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أيًا كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name

Listed company	Audit Committee member and Chairman of Risk & Governance Committee	a candidate as a shareholder	Independent	core subjects	National Manufacturing Company (Manufacturing)
Listed company	Member of the Nominations and Remuneration Committee and Member of the Strategic Committee	a candidate as a shareholder	Independent	Capital Goods	Saudi Ceramics Company
Listed company	Chairman of the Nominations and Remuneration Committee- and member of the Investment Committee	a candidate as a shareholder	Independent	Insurance	Gulf General Cooperative Insurance

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Hamad Saad Saleh Aladullatif	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	15/8/1979	تاريخ الميلاد

Candidate's Academic			المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification
Coventry University England	2005	International Relations	Master's
University of Glamorgan England	2004	Business	Bachelor's

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Advisor to H.E. Minister of Tourism – Ministry of Tourism	2/2025 – 5/2025	
Chairman – Hudex Technologies	1/2023 – 2/2025	
Co & Founder – Hudex Technologies	01/2023 until now	
Head of Sales & Wealth Management – Yaqeen Capital	5/2024 – 12/2024	
Head of Wealth Management – Affluent & Retail Saudi National Bank Capital	2022– 2024/4	
Head of Product & Business Development – Al Rajhi Bank	2020 – 2022	

Current membership in the board of directors/board of managers of other joint stock companies listed or non	العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أياً كان شكلها القانوني أو اللجان المنبثقة منها
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الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	التشاط الرئيسي Main Activity	أسم الشركة Company Name
					Nothing

Candidate's Personal Data		البيانات الشخصية للعضو المرشح
Full name	Mohammad Akeel Atallah Alshaya	الاسم الرباعي
Nationality	Saudi	الجنسية
Date of Birth	20/09/1965	تاريخ الميلاد

Candidate's Academic				المؤهلات العلمية للعضو المرشح
أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification	
American University in Cairo	1995	Finance	Master's	
American University in Cairo	1994	Management	Diploma	
King Fahd University of Petroleum & Minerals	1989	Architectural Engineering	Bachelor's	

Candidate's Academic Qualifications		الخبرات العملية للعضو المرشح
مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)	
Chubb Arabia Insurance Company - Chairman of the Audit Committee	Oct 2024- until now	
Al Jabr Financing Company - CEO	Jul 2018 - Sep 2025	
Al Jabr Financing Company - Member of the Executive Committee	Jul 2018 - until now	
Al Jabr Leasing Company - Member of the Credit and Risk Committee	Jul 2020 - until now	
Al Jabr Holding Company - Member of the Credit	Jul 2020 - until now	
United Gulf Alahliah Cooperative Insurance Company - Member of the Audit Committee	Sep 2019 - Dec 2022	
Nama Chemicals Company - Board Member	Jul 2018 - Sep 2019	
Al Jabr Financing Company - Member of the Credit and Risk Committee	Oct 2016 - Jun 2018	
Al Jabr Financing Company - Board Member	Dec 2017 - Mar 2020	
Nextcare Saudi Arabia - Board Member	Dec 2016 - Oct 2018	
Al Sagr Cooperative Insurance Company - Member of the Audit Committee	Sep 2015 - Jun 2016	
Al Sagr Cooperative Insurance Company - CEO	Jun 2016 - Jan 2018	
Al Sagr Cooperative Insurance Company - Member of the Executive Committee	Jun 2016 - Jan 2018	
Ittjiah Engineering Consulting- General Manager	Aug 2008 - Jan 2020	
Al Rajhi Bank - Regional Manager, Corporate Banking Group, Eastern Region	Mar 2010 - Nov 2015	
SABB (Saudi British Bank) -Regional Manager, Corporate Banking Group, Eastern Region (March 2007 - March 2010) Head of Corporate Banking Group, Eastern Region (December 2003 - March 2007) Corporate Relations Manager (February 1998 - December 2003)	Feb 1998 - Mar 2010	

Current membership in the board of directors/board of managers of other joint stock companies listed or non

العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى- أيًا كان شكلها القانوني أو اللجان المنبثقة منها

الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
listed company	Chairman of the audit Committee	a candidate as a shareholder	Independent	Insurance	Chubb Arabia Insurance Company
closed joint stock	executive committee member	a candidate as a shareholder	Executive	Financing individuals and small and medium enterprises	Al Jabr Finance Company
closed joint stock	Member of the Credit and Risk Committee	a candidate as a shareholder	Independent	Operational leasing	Al Jabr Leasing Company
closed joint stock	Member of the Credit Committee	a candidate as a shareholder	Independent	Independent car trading	Al Jabr Trading Company



السيرة الذاتية لعضوية مجلس الإدارة
Resume of the Board of Director's Member

Candidate's Personal Data

البيانات الشخصية للعضو المرشح

Full name	Shabnam Faqir Mohammad	الاسم الرباعي
Nationality	British	الجنسية
Date of Birth	1/12/1976	تاريخ الميلاد

Candidate's Academic

المؤهلات العلمية للعضو المرشح

أسم الجهة المانحة Academic Institution Name	تاريخ الحصول على المؤهل Date Awarded	التخصص Major	المؤهل Qualification
Henley Management College UK	August 17, 2009	Business Strategy & Transformation	Master's
UCL, University of London UK	August 1, 1998	Mathematics & Physics	Bachelor's

Candidate's Academic Qualifications

الخبرات العملية للعضو المرشح

مجالات الخبرة Area of Expertise	الفترة (من/الى) Duration (from/to)
CEO Black Mountain Consulting – Family office & Financial advisory, board advisory, corporate coaching and development	2021 - until now
CEO Tell Group – Private Equity, Fund Management, Special Situations, Structuring, Investor Management, Fundraising	2015 - 2022
Managing Director Khalij Islamic – Islamic Financial Engineering, Head of Structuring, Investment Products, Capital Markets Advisory	2010 - 2015
Corporate Strategy Specialist Group COO Team Deutsche Bank London – Strategic positioning and cost efficiencies	2003 - 2010
CFO – Head of Finance and MIS Internal Trade Secretariat, Government of Canada – Complete financial management	2001 - 2003

Current membership in the board of directors/board of managers of other joint stock companies listed or non

العضوية الحالية في مجالس إدارات/مجالس مديري شركات مساهمة أخرى (مدرجة أو غير مدرجة) أو أي شركة أخرى - أياً كان شكلها القانوني أو اللجان المنبثقة منها

الشكل القانوني للشركة Company legal form	عضوية اللجان Committee Membership	طريقة التعيين (مرشح بصفته مساهماً، معين من قبل مساهم يتمتع بحق التعيين بموجب نظام الشركة الأساس، مرشح من مساهم) Appointment method (a candidate as a shareholder, appointed by a shareholder who enjoys the right of appointment under the company's bylaws, nominated by a shareholder)	صفة العضوية (تنفيذي، غير تنفيذي، مستقل) Membership type (Executive, Non- executive, Independent)	النشاط الرئيسي Main Activity	أسم الشركة Company Name
Listed, Limited	Member of the Human Resources, Risk and Compliance Committee	nominated by a shareholder	Independent	banking services	Bank Makramah Ltd



البنك العربي الوطني

arab national bank

البند رقم (١١)
برنامج الأسهم المخصصة للموظفين

Item No (11)
Employee Share Program



Summary of the changes to (Employee Shares Incentive Program (ESIP)):

Article	Before	After	Remarks
Purpose	<p>The ANB Employee Shares Incentive Plan (ESIP) is designed to bolster employee commitment and loyalty over the long term, serving as a key component of the Employee Value Proposition (EVP). This program aims to enhance the ANB’s ability to attract and retain top talent by offering a competitive compensation package that aligns with Saudi Central Bank (SAMA) remuneration guidelines, risk management framework and regulatory compliance standards. These guidelines include a mandatory three-year deferral period for at least 40 - 60% of an eligible employee's total variable compensation. Under the ESIP, a specified portion of the eligible employee’s variable pay is converted into restricted stock units (RSU), reinforcing their investment in the ANB’s success.</p>	<p>This program is designed to bolster employee commitment and loyalty over the long term, serving as a key component of the Employee Value Proposition (EVP) aiming to strengthen ANB’s ability to offer a competitive remuneration package to attract and retain top talent, aligning strategic interests, and regulatory arrangements that align with rules and regulations issued by Capital Market Authority “CMA”, Saudi Central Bank (SAMA) remuneration guidelines, risk management framework and regulatory compliance standards. Under the Employee Shares Incentive Plan, a specified portion from/of the eligible employee’s variable pay is awarded in restricted stock units (RSU), reinforcing their investment in the ANB’s success.</p>	<p>Addition – aligning with the scope of Strategic Sponsor Amended – Moved to scope</p>



Article	Before	After	Remarks
Scope	-	<p>Order of Program Eligibility: Employees who qualify under both the "Regulatory Deferral Program" and the "Retention Deferral Program" shall be classified under the first applicable program with the order of precedence establish in this document.</p> <p>Order of Subcategory Eligibility: Within each deferral program, if an employee meets the eligibility criteria for more than one subcategory, the employee shall be considered under the first applicable category as defined by the sequence outlined in this document.</p> <p>3.1 Regulatory Deferral Program: Eligible employees under this scope include a mandatory three-year deferral period for at least 40% of their total variable remuneration.</p>	Addition – to differentiate between regulatory and retention deferral
Scope	MRTs list will be annually identified, assessed, reviewed, and proposed by Head of Rewards and Performance and approved by Head of Human Resources Group, Head of Risk Management, along with the ultimate approval of the Managing Director.	MRTs list will be annually identified, assessed and reviewed as per the Guidelines for the Identification of Material Risk Takers	Rephrased – aligning with guideline document



Article	Before	After	Remarks
Scope	<p><u>Talent Pool</u></p> <p>In addition to the predefined bonuses outlined in the bonus matrix, a curated list of individuals from the Talent Pool will be compiled by the Head of Talent Management. This list will be based on the most recent assessment outcomes in alignment with the Talent Framework. For the purpose of retention, individuals on this list will be awarded RSUs annually, with the specific amount of RSUs being determined and agreed upon with the Managing Director</p>	<p>3.2 Retention Deferral Program: In addition to the annual performance bonus, a list of individuals shall be awarded RSUs annually for the purpose of retention as per the following description.</p> <p><u>Talent Pool</u> A list of individuals from the Talent Pool will be compiled by the Head of Talent Management and endorsed by Chief Human Resources Officer based on the most recent assessment outcomes in alignment with the Human Resources Policy with the specific amount of RSUs being determined and agreed upon with the Managing Director.</p> <p><u>Strategic Sponsor</u> The list of Strategic Sponsors will be identified and submitted by Chief Strategy Officer, as per the Strategic Sponsor Guidelines with the recommendation of NRC and ExCom approval.</p>	<p>Addition – to differentiate between regulatory and retention deferral and including the Strategic Sponsor criteria</p>



Article	Before	After	Remarks
Terms and Conditions	The program is governed by the ANB Employee Shares Incentive Plan (ESIP) & Retention Policy and adheres to relevant regulations established by the Saudi Central Bank (SAMA) and the Capital Market Authority (CMA).	The program is executed in alignment with the ANB Employee Shares Incentive Plan (ESIP) & Retention Policy and adheres to relevant regulations established by the Saudi Central Bank (SAMA) and the Capital Market Authority (CMA).	Amended – to align with approval authority



Article	Before	After	Remarks
Policy Review and Approvals	-	The document will be reviewed every three years or earlier as deemed necessary with the approval of the Extraordinary General Assembly, upon the recommendation of the Board of Directors and Nomination and Remuneration Committee.	Addition – to include the approving authority and its frequency review



Human Resources Group
Employee Shares Incentive Program (ESIP)
Dec 2025

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1. Purpose

This program is designed to bolster employee commitment and loyalty over the long term, serving as a key component of the Employee Value Proposition (EVP) aiming to strengthen ANB's ability to offer a competitive remuneration package to attract and retain top talent, aligning strategic interests, and regulatory arrangements that aligns with Saudi Central Bank (SAMA) remuneration guidelines, risk management framework and regulatory compliance standards. Under the Employee Shares Incentive Plan (ESIP), a specified portion from/of the eligible employee's variable pay is converted into restricted stock units (RSU), reinforcing their investment in the ANB's success.

2. Budget

The Bank, upon General Assembly approval, will buy-back the required quantity of Treasury Shares subject to Shares Buy-back Purchase Procedure.

The program complies to Capital Market Authority (CMA) requirements and regulations of Companies Law for Listed Joint Stock Companies as follows but not limited to:

- 2.1. Treasury Shares must not at any time exceed (10%) of the total shares in the class of shares subject of the buy-back.
 - The Bank, based on a report issued by the Bank's auditor, must satisfy the following solvency requirements:
 - Prior to buying shares, the Bank must have sufficient working capital for the 12 months immediately following the date of completion of the share buy-back transaction.
 - The value of the Bank's assets must not be less than the value of its liabilities (including contingent liabilities), prior to and immediately upon payment of the purchase price, according to the latest reviewed interim financial statements or audited annual financial statements, whichever is later.
 - The amount of Treasury Shares held must not exceed the amount of the retained profits of the Bank.
- 2.2. The Bank must not buy-back its Shares during the following periods:
 - During the 15 days preceding the end of the financial quarter and until the date of the Bank's announcement of its reviewed interim financial statements.
 - And during the 30 days preceding the end of the financial year and until the date of the Bank's announcement of its reviewed interim financial statements or its audited annual financial statements.

3. Scope

Order of Program Eligibility: Employees who qualify under both the "Regulatory Category" and the "Retention Category" shall be classified under the first applicable program with the order of sequence outlined in this document.

Order of Subcategory Eligibility: Within each deferral category, if an employee meets the eligibility criteria for more than one subcategory, the employee shall be considered under the first applicable category as defined by the sequence outlined in this document.

- 3.1 **Regulatory Category:** Eligible employees under this scope include a mandatory three-year deferral period for at least 40% from their total variable remuneration with the order of precedence outlined below.

3.1.1 Senior Management

- *Description:*
 - a. Managing Director.
 - b. Senior Executives as defined in the Remuneration Policy.
- *Criteria:* Will be granted at least 60% from their total variable remuneration in the form of RSU, and the remaining of the variable remuneration will be paid in cash.
- These proportions should increase significantly along with the level of seniority and/or responsibility.
- Also, the most highly paid employees, the percentage of variable remuneration that is deferred should be substantially higher of at least 60% in the form of RSU.
 - a. Remaining employees in Senior Management/Executive Management (as defined in the Remuneration Policy) will be granted at least 40% from their total variable remuneration in the form of RSU, and the remaining of the variable remuneration will be paid in cash.

3.1.2 Material Risk Takers (MRTs)

As defined in the Remuneration Policy

- *Criteria:* Will be granted at least 40% of their total variable remuneration in the form of RSU, and the remaining of the variable remuneration will be paid in cash.

3.1.3 High bonus amount

- *Criteria:* All employees receiving bonus amount threshold determined in coordination with the Nomination and Remuneration Committee and approved by Board Executive Committee will be granted at least 40% from their total variable remuneration in the form of RSU, and the remaining of the variable remuneration will be paid in cash.

MRTs list will be annually identified, assessed, and reviewed as per the approved Guidelines for the Identification of Material Risk Takers by ExCom upon NRC recommendation.

3.2 Retention Category: In addition to the annual performance bonus, a list of individuals shall be awarded RSUs annually with the specific percentage/amount of RSUs being determined and agreed upon with the Managing Director deferred in reference to *(4.3 Vesting Dates)* for the purpose of retention with the order of precedence outlined below.

3.2.1 Talent Pool

The list of individuals from the Talent Pool will be compiled by the Head of Talent Management, endorsed by Chief Human Resources Officer and approved by the Managing director based on the most recent assessment outcomes in alignment with the Human Resources Policy.

3.2.2 Strategic Sponsor

The list of Strategic Sponsors will be identified and submitted by Chief Strategy Officer, as per the Strategic Sponsor Guidelines with the recommendation of NRC and ExCom approval.

4. Program Features

4.1 Sub-programs

The program will be conducted as yearly sub-programs, each lasting three years. The first sub-program for every participant will commence in the year in which he becomes eligible to participate in the "Eligible Employees" program.

Each "Eligible Employees" may have as many sub-programs running concurrently at any given moment.

4.2 Individual Share Grants

At the beginning of the fiscal year, the share award to a participant under a Sub-program will be granted restricted stock unit (RSU) but not yet vested and will be retained in the participant's name until the "Vesting Date".

- Each sub-program's allocated yearly share grants (Individual Share Grant) will be distributed to the "Eligible Employees" in line with the following schedule: 33% of Share Grants will be due during the beginning of the second fiscal year after the share Grant Date of the aforementioned Sub-program.
- 33% of Share Grants will be due during the beginning of the third fiscal year after the share Grant Date of the aforementioned Sub-program.

34% of Share Grants will be due during the beginning of the fourth fiscal year after the share Grant Date of the aforementioned Sub-program.

- Procedure for Share Distribution: Upon vesting, shares will be transferred directly to the employee's designated brokerage account. Detailed instructions and assistance will be provided to ensure a smooth transfer process.
- Once shares have vested, participants may deal with them, however vesting is subject to obtaining the necessary regulatory permission.

4.5 Share Price

The Share Grant's valuation will be calculated using the average share price from the final quarter of the fiscal year.

5. Terms and Conditions

The program is executed in alignment with the ANB Employee Shares Incentive Plan (ESIP) & Retention Policy and adheres to relevant regulations established by the Saudi Central Bank (SAMA) and the Capital Market Authority (CMA).

6. Policy Review and Approvals

The document will be reviewed every three years or earlier as deemed necessary with the approval of the Extraordinary General Assembly, upon the recommendation of the Board of Directors and Nomination and Remuneration Committee.



البنك العربي الوطني

arab national bank

البند رقم (١٢)
لائحة عمل الترشيحات والمكافآت

Item No (12)

**NOMINATION AND REMUNERATION
COMMITTEE TERMS OF REFERENCE**

Summary of the changes to Nomination and Remuneration Committee Terms of Reference:

Article	Before	After	Remark
Article (1): Definitions	-	The meanings indicated below shall apply to all terms in this ToR, unless the context demands otherwise.	The definitions were added to clarify and ensure consistency of the regulatory terms.
	-	<ul style="list-style-type: none"> • Central Bank: Saudi Central Bank (SAMA) 	
	-	<ul style="list-style-type: none"> • CMA: Capital Market Authority. 	
	-	<ul style="list-style-type: none"> • Board Chairman: The Chairman of the Board of Directors. 	
	-	<ul style="list-style-type: none"> • Committee: Nomination and Remuneration Committee. 	
	-	<ul style="list-style-type: none"> • Committee Chairman: The Chairperson of the Nomination and Remuneration Committee. 	
	-	<ul style="list-style-type: none"> • Secretary: Secretary of the Nomination and Remuneration Committee. 	
	-	<ul style="list-style-type: none"> • Terms of Reference (ToR): A formal document that outlines the 	

Article	Before	After	Remark
		<p>committee's mandate, responsibilities, authorities, composition, and internal working procedures.</p>	
	-	<ul style="list-style-type: none"> • Member: Member of the Board of Directors or Sub-board Committees Members. 	
	<p>Independent Member: A non-executive member of the Board who enjoys complete independence in their position and decisions and none of the independence affecting issues stipulated under the Corporate Governance Regulations issued by the Capital market Authority and the Key Principles of Governance in Financial Institutions issued by the Saudi Central Bank</p>	<ul style="list-style-type: none"> • Independent Member: A non-executive member of the Board who enjoys complete independence in their position and decisions and none of the independence affecting issues stipulated by regulatory and supervisory bodies 	
	-	<ul style="list-style-type: none"> • Managing Director (MD): Board of Directors Member and Chief Executive Officer. 	
	-	<ul style="list-style-type: none"> • General Assembly: The General Assembly held with the attendance of 	



Article	Before	After	Remark
		<p>the Bank’s shareholders pursuant to the provisions of the Companies Law and the Bank’s Bylaws.</p>	
	<p>Executive Management or Senior Executive: Persons responsible for managing the daily operations of the Bank, and proposing and executing strategic decisions.</p>	<ul style="list-style-type: none"> • Executive Management: The functions, roles and responsibilities entrusted to those positions who take, propose, and implement strategic decisions and manage the business processes, including Senior Management positions that requires SAMA’s non-objection for appointment. 	
	-	<ul style="list-style-type: none"> • Senior Executives: Executive Management who are reporting directly to the Managing Director. 	
	<p>Remunerations: Amounts, allowances, dividends, and the like, periodic or annual bonuses linked to performance, long or short-term incentive plans and any other in-kind benefits except the actual reasonable expenses and fees incurred by</p>	<ul style="list-style-type: none"> • Remunerations: Amounts, allowances, dividends, and similar benefits; periodic or annual performance-linked bonuses; short- or long-term incentive plans; and any 	

Article	Before	After	Remark
	<p>the Bank to enable the Board and sub-Committee member to perform his duties.</p>	<p>other in-kind benefits, except for the actual and reasonable expenses and fees incurred by the Bank to enable Board and Sub-Board Committee members to perform their duties.</p>	
	-	<ul style="list-style-type: none"> • Conflicts of interest: A situation in which the objectivity and independence of any of the members are adversely affected when performing his/her tasks by a personal, actual or potential, material or non-material interest that may relate to him/her personally or to one of his/her personal relationships. This situation also includes when the member performance is negatively influenced, directly or indirectly, by his/her personal considerations or after obtaining information related to a decision. 	

Article	Before	After	Remark
	-	<ul style="list-style-type: none"> • Misconduct: Conduct that falls short of expected standards, including legal, professional, internal conduct and ethical standards. 	
	-	<ul style="list-style-type: none"> • Delegation: The assignment of authority and responsibility to another person to carry out specific activities. 	
<p>Article (2): Introduction</p>	<p>The primary role of the Nomination and Remuneration Committee is to identify and recommend the nominees for selection Board members candidates and executive management and identify skills and expertise needed to improve the Board's performance and oversee the design and monitoring the implementation of the remuneration system, to evaluate its operational performance and ascertain that the approved remuneration policies are aligned with the supervisory and regulatory rules on behalf of the Board of Directors.</p> <p>Additionally, the Committee is entrusted with the task of carrying out various</p>	<p>The Nomination and Remuneration Committee is one of the committees established by the Board of Directors and serves as a fundamental pillar in promoting sound governance practices and ensuring transparency and fairness in the appointment and remuneration of Board members and Executive Management. Additionally, the Committee is entrusted with various governance-related responsibilities pertaining to the Board itself. The Committee operates in alignment with the requirements of the Saudi Central Bank, the Capital Market Authority, and international best practices.</p>	<p>The paragraph has been reformulated in order to define the general framework of the ToR and the main purpose of the nature of the committee's scope in a more comprehensive manner.</p>



Article	Before	After	Remark
	governance matters pertaining to the Board itself.		
Article (3): Purpose	-	This ToR aims to define the governance and operating framework of the Nomination and Remuneration Committee, outlining its authorities, responsibilities, and working procedures to ensure the effective, independent, and transparent execution of its duties, thereby supporting the Board of Directors in fulfilling its supervisory and oversight responsibilities in accordance with applicable laws and regulations.	
Article (4): Authorities and Responsibilities	Roles and Responsibilities	Authorities and Responsibilities The Committee shall exercise the following authorities and responsibilities: A. Remuneration Governance and Oversight	The section on authorities and responsibilities was revised and reorganized under sub-headings to enhance governance practices by presenting roles and
	4. Providing recommendations to the Board in respect of the Remuneration of its Members, the Committees Members	4. Providing recommendations to the Board of Directors in respect of the Remuneration of its Members, the Committees Members	

Article	Before	After	Remark
	and Senior Executives , in accordance with the approved policies.	and Executive Management , in accordance with the approved policies.	authorities in a more detailed and comprehensive manner.
	-	5. Providing recommendations to the Board of Directors regarding remuneration adjustment arising from misconduct.	
	6. Raise recommendations to the Executive Committee for the bonus pool.	10. Raise recommendations to the Board of Directors for the bonus pool.	
	12. Ensure that an annual remuneration review (internally through Internal Audit or externally commissioned by a recognized firm) is carried out independently without the intervention of Executive Management. The review must assess the Bank's compliance with the SAMA rules and relevant laws, regulations, principles and standards. as well as the bank's internal policies.	-	
	-	B. Human Capital and Succession Planning	
	13. Review the qualification of senior executives and annually review the	3. Annually review the skills and expertise required for the Executive Management	

Article	Before	After	Remark
	<p>suitability of set of skills and expertise available.</p>		
	<p>14. Recommend to ExCom the appointment of Senior Executives of Group and Division heads excluding General Managers, where the NRC raise recommendation to the Board of Directors for their approval.</p>	<p>4. Recommend to the Board of Directors the appointment of Senior Executives of Group and Division heads.</p>	
	<p>15. Appoint Bank’s representatives from within or outside the bank in ANB subsidiaries and affiliates whether in Boards of Directors or Committees after obtaining Managing Director approval and necessary internal approvals in accordance with the relevant policy and obtaining SAMA, a written no objection according to the relevant regulations.</p>	<p>5. Approval of the selection and appointment of candidates from within or outside the bank to the boards of directors of subsidiaries and associate companies, as well as approval of the selection of candidates from within the Bank to the committees of subsidiaries and affiliates that stem from the board—subject to obtaining the approval of the Managing Director and the necessary internal clearances in accordance with the relevant policy, along with written non-objection from the Saudi Central Bank if the candidates’ positions require it in line with applicable regulations.</p>	

Article	Before	After	Remark
	-	C. Shariah Committee Governance	
	2. Recommend to Board for approval an appraisal mechanism for Sharia Committee members and ensure proper implementation.	2. Recommend to Board for approval an appraisal mechanism for Sharia Committee members based on competence, knowledge, contribution and effectiveness.	
	-	D. Board Composition, Nomination, and Evaluation	
	(Moved from the introduction to the authorities and responsibilities section under the sub-heading)	<p>1. Identifying and proposing candidates for selection as members of the Board and the executive management.</p> <p>3. Preparing a description of the capabilities and qualifications required for membership of the Board and Executive Management positions.</p>	
	2. Approve job descriptions for the Executive, Non-Executive, and Independent Board members and the Senior Executive Management.	4. Establish and approve the job descriptions for Executive, Non-Executive, and Independent Board members, as well as Senior Executive Management.	
-	The primary responsibilities of the Committee chairman, members, and the	The addition aims to enhance the	

Article	Before	After	Remark
		<p>secretary include, but are not limited to, the following:</p> <p><u>4.1 Chairman responsibilities</u></p> <ul style="list-style-type: none"> • Lead the Committee meetings and ensure the achievement of its objectives • Oversee and monitor the Committee’s activities and ensure compliance with its Terms of Reference • Follow up on the implementation of the Committee’s decisions and recommendations in coordination with the Committee Secretary <p><u>4.2 Committee members' responsibilities</u></p> <ul style="list-style-type: none"> • Attend all meetings and actively participate in the discussions • Contribute opinions and express views responsibly and impartially, taking into account the overall interests of the Bank. • Review assigned matters and provide the necessary recommendations that support the achievement of the Committee’s objectives. 	<p>Committee’s effectiveness and improve coordination, transparency, and the quality of decisions in line with best governance practices.</p>

Article	Before	After	Remark
		<p><u>4.3 Committee Secretary responsibilities</u></p> <ul style="list-style-type: none"> • Notify Committee members of meeting dates well in advance of the scheduled date. • Prepare meeting agendas and distribute them to the members. • Document the Committee meetings, record the minutes, and distribute them to the members after their approval. • Maintain all Committee documents, including agendas, minutes, and records of the follow-up on the implementation of decisions and recommendations. • Follow up on the implementation of the Committee's decisions and recommendations and notify the Committee of any updates at each meeting, if required. • Prepare and submit committee reports to the Board and retain same. 	

Article	Before	After	Remark
		<p data-bbox="1010 272 1648 418">Ensure effective communication between the Committee, the Board of Directors, and all relevant stakeholders.</p> <p data-bbox="1010 427 1648 630">The primary responsibilities of the Committee chairman, members, and the secretary include, but are not limited to, the following:</p> <p data-bbox="1010 638 1434 678"><u>4.1 Chairman responsibilities</u></p> <ul data-bbox="1010 686 1648 1157" style="list-style-type: none"> <li data-bbox="1010 686 1648 784">• Lead the Committee meetings and ensure the achievement of its objectives <li data-bbox="1010 792 1648 946">• Oversee and monitor the Committee’s activities and ensure compliance with its Terms of Reference <li data-bbox="1010 954 1648 1157">• Follow up on the implementation of the Committee’s decisions and recommendations in coordination with the Committee Secretary <p data-bbox="1010 1166 1612 1206"><u>4.2 Committee members' responsibilities</u></p> <ul data-bbox="1010 1214 1648 1312" style="list-style-type: none"> <li data-bbox="1010 1214 1648 1312">• Attend all meetings and actively participate in the discussions 	

Article	Before	After	Remark
		<ul style="list-style-type: none"> • Contribute opinions and express views responsibly and impartially, taking into account the overall interests of the Bank. • Review assigned matters and provide the necessary recommendations that support the achievement of the Committee’s objectives. <p><u>4.3 Committee Secretary responsibilities</u></p> <ul style="list-style-type: none"> • Notify Committee members of meeting dates well in advance of the scheduled date. • Prepare meeting agendas and distribute them to the members. • Document the Committee meetings, record the minutes, and distribute them to the members after their approval. • Maintain all Committee documents, including agendas, minutes, and records of the follow-up on the implementation of decisions and recommendations. 	

Article	Before	After	Remark
		<ul style="list-style-type: none"> Follow up on the implementation of the Committee's decisions and recommendations and notify the Committee of any updates at each meeting, if required. Prepare and submit committee reports to the Board and retain same. <p>Ensure effective communication between the Committee, the Board of Directors, and all relevant stakeholders.</p>	
<p>Article (5): Membership</p>	-	<p>The Committee shall be formed by a resolution of the Board of Directors, in accordance with the following rules:</p>	<p>The amendment aims to clarify the membership criteria and organize the related procedures in a way that enhances the Committee's effectiveness and the stability of its operations.</p>
	<p>The Committee shall comprise of three non-executive members, two of whom shall be independent members of the Board of Directors. Its members are appointed by the Board.</p>	<ul style="list-style-type: none"> The Committee shall comprise a minimum of three (3) and a maximum of five (5) non-executive members, two of whom shall be independent members of the Board of Directors. 	
	<p>The Committee membership term shall be three years, subject to renewal, starting and</p>	<ul style="list-style-type: none"> The term of the Committee's membership shall coincide with the term 	

Article	Before	After	Remark
	<p>expiring with the official term of the Board of Directors.</p>	<p>of the Board of Directors and shall be subject to renewal. It shall commence and conclude concurrently with the beginning and end of the Board of Directors' term.</p>	
	<p>Committee members must be adequately qualified and experienced to pass fair and independent resolution.</p>	<ul style="list-style-type: none"> In addition to the conditions imposed by the relevant regulatory requirements, each Committee member must possess the appropriate expertise and qualifications relevant to the Committee's duties and functions, and shall adhere to the principles of integrity, honesty, loyalty, diligence, and due care, giving priority to the interests of the Bank and its shareholders over personal interests. The member shall also comply with the applicable regulatory requirements and the Bank's policies and regulations governing conflicts of interest and disclosure. 	
	<p>-</p>	<ul style="list-style-type: none"> A written non-objection from SAMA must be obtained prior to nominating the 	

Article	Before	After	Remark
		<p>members of the Committee. SAMA and CMA shall be notified in writing of any changes that occur during the term of membership.</p>	
	-	<ul style="list-style-type: none"> The Board of Directors shall accept the resignation of any member of the Committee upon a written request submitted by the member, and the Chairman of the Committee shall be notified accordingly. In the event of the resignation of the Chairman of the Committee, he shall notify the Chairman of the Board in writing. 	
	-	<ul style="list-style-type: none"> In the event of a vacancy in any of the Committee's seats, the Board of Directors may appoint a member to fill the vacant seat, provided that the appointee possesses the required qualifications and competence, and shall complete the remaining term of his or her predecessor. The Board may also appoint 	

Article	Before	After	Remark
		<p>an interim replacement member to the Committee, provided that the appointee meets all membership requirements.</p> <ul style="list-style-type: none"> The membership of any Committee member shall end upon resignation, expiration of the Committee’s term of office, or removal by a resolution of the Board of Directors. 	
<p>Article (6): Committee Meetings</p>	<p>The Committee shall meet on a semi-annual basis, or more frequently as required. The Committee may invite any non-members it deems appropriate to attend the meeting. Attending committee meetings is mandated. Members are expected to attend at each meeting either in person or via teleconference/video-conference, as agreed in advance of the meeting.</p>	<p>The Committee shall meet on a semi-annual basis, or more frequently as required. The Committee may invite any non-members it deems appropriate to attend the meeting. Members must attend the Committee meetings regularly. Modern technological means may be used for attendance, signing, and documenting deliberations, decisions, and minutes.</p>	<p>The amendment aims to clarify meeting procedures and enable the use of technological tools for documentation.</p>
	<p>-</p>	<p>The invitation to attend the meeting shall be sent to each Committee member at least five</p>	

Article	Before	After	Remark
		<p>(5) days prior to the meeting date, accompanied by the meeting agenda and the necessary documents and information. If circumstances require holding an urgent meeting, the invitation, along with the agenda and required documents and information, may be sent less than five (5) days before the meeting date.</p>	
<p>Article (7): Quorum and Voting</p>	<p>-</p>	<p>The Committee may issue resolutions on urgent matters by circulation, unless one of the members requests in writing that the Committee shall meet to deliberate thereon. Such resolutions shall have the same validity as those adopted in a duly convened meeting and shall be presented at the next Committee meeting for ratification and inclusion in the minutes. The Committee may issue such resolutions by circulation through modern technological means.</p>	<p>The inclusion of this paragraph aims to enhance the clarity of the terms of reference and ensure its alignment with governance principles and relevant regulatory frameworks.</p>
<p>Article (8): Minutes</p>	<p>The Secretary of the Committee performs his responsibilities as directed by the Committee Chairman. The Secretary is</p>	<p>The Secretary of the Committee shall perform his duties in accordance with the</p>	<p>This amendment was made to clarify</p>

Article	Before	After	Remark
	<p>entrusted with minuting the deliberations as well as decisions, and other discussed matters. The minutes of the proceedings of the Committee shall be circulated to all members of the Board within a period not exceeding 15 days.</p>	<p>directions of the Committee Chairman in compliance with the applicable laws and regulations. The Secretary shall record the minutes of the Committee’s deliberations decisions, and any other matters discussed. The minutes of the Committee meetings shall be sent to the Committee members and the Board of Directors within no more than fifteen (15) business days after their approval. The following details are required in the minutes of meeting:</p> <ul style="list-style-type: none"> • Accurately record the date, time and place of the meeting. • Register the names of all attendees and absentees. • Documenting all the points that were discussed during the meeting. • Identify each discussion point in a brief and concise manner, recording the decisions taken and the individuals responsible for their implementation and deadlines. 	<p>documentation responsibilities and to enhance accuracy and adherence to the governance procedures.</p>

Article	Before	After	Remark
		<ul style="list-style-type: none"> All members of the committee, including the Secretary, must sign the minutes of meeting. 	
<p>Article (11): Review</p>	<p>The Committee shall review these Terms of Reference every three years, or when deemed necessary, and submit any amendments to the Board of Directors in preparation for approval by the Bank’s General Assembly.</p>	<p>The Committee shall review these Terms of Reference every three (3) years, or whenever deemed necessary, and shall submit any proposed amendments to the Board of Directors in preparation for approval by the Bank’s General Assembly.</p>	<p>Re-phrase.</p>
<p>Article (12): Related ToR’s and Policies</p>		<p>This includes, for example but not limited to the following documents:</p> <ul style="list-style-type: none"> Remuneration Policy for Board of Directors, Sub-board Committee Members and Executives Management. Board Membership Nomination Criteria Policy and Procedures. Code of Conduct and Work Ethics for Board and Sub-Board Committee Members. Conflict of Interest & Related Party Transactions Policy. 	<p>The stipulated documents have been added to ensure integration and consistency between the Committee’s ToR and other relevant governance documents.</p>

Article	Before	After	Remark
<p>Article (13): General Provisions</p>		<ul style="list-style-type: none"> • The provisions of this ToR must be interpreted and applied in accordance with the applicable laws and regulations. Any matter not explicitly addressed in this ToR will be governed by the applicable laws and regulations issued by the regulatory and supervisory authorities. • In the event of any conflict between the content of this ToR and the provisions of the CMA Law, SAMA, the Companies Law, or their Implementing Regulations or other relevant laws and regulations, those Laws and Regulations shall prevail. • In case of any conflict between the texts in the Arabic and English versions of this ToR, the Arabic version shall be the authoritative and primary one. • The members of the Committee shall abide by this ToR and work to achieve the stated objectives. • This ToR shall be effective from the date of its approval by the General Assembly. 	<p>The aforementioned provisions have been added to ensure compliance with all relevant rules & regulations regarding the nature of the Committee's roles & responsibilities.</p>



Article	Before	After	Remark
		The Committee may amend this ToR, provided that all amendments are formally documented and submitted to the Board of Directors for endorsement prior to submission for approval by the Bank's General Assembly.	

لائحة عمل لجنة الترشيحات والمكافآت

Nomination and Remuneration Committee

Terms of Reference

Document Information

بيانات المستند

Title	Nomination and Remuneration Committee Terms of Reference	لائحة عمل لجنة الترشيحات والمكافآت	العنوان
Type	Terms of Reference	لائحة عمل	النوع
Version Number	2.2	٢,٢	رقم النسخة
Owner	Corporate Governance and Corporate Secretary Group	مجموعة حوكمة الشركات وأمانة المجلس	المالك
Approved by	General Assembly of Shareholders	الجمعية العامة للمساهمين	جهة الاعتماد
Approved on			تاريخ الاعتماد
Audience	Board of Directors and Sub-board Committees	أعضاء مجلس الإدارة واللجان المنبثقة	جمهور المستند
Custodian	BPMO	مكتب إدارة إجراءات الأعمال	جهة الحفظ
Classification	<input checked="" type="checkbox"/> Public <input type="checkbox"/> Confidential <input type="checkbox"/> Secret <input type="checkbox"/> Top-secret	<input checked="" type="checkbox"/> عام <input type="checkbox"/> مقيد <input type="checkbox"/> سري <input type="checkbox"/> سري للغاية	تصنيف
Publication Category	<input checked="" type="checkbox"/> Internally <input checked="" type="checkbox"/> Externally	<input checked="" type="checkbox"/> داخلي <input checked="" type="checkbox"/> خارجي	فئة النشر

Document Revision History

سجل مراجعة الوثيقة

Version Number	Date	Change History
1	2017	-
1.1	2018	Responsibilities update.
1.2	2019	Responsibilities updates.
2	2021	<ul style="list-style-type: none"> Translate the ToR into Arabic and present it in a bilingual layout. Updates and enhancements.
2.1	2023	<ul style="list-style-type: none"> Added the Definitions article. Updated the following paragraph's: Template, Purpose, Responsibilities.
2.2	2025	Added new articles (Related ToR's & General Provisions), expanded definitions, clarified purpose and responsibilities, reorganized Article (4) into thematic sections for clarity, and applied overall updates and enhancements.

الفهرس

٤	المادة (١): التعريفات
٧	المادة (٢): المقدمة
٧	المادة (٣): الغرض
٧	المادة (٤): الصلاحيات والمسؤوليات
١٣	المادة (٥): العضوية
١٥	المادة (٦): اجتماعات اللجنة
١٥	المادة (٧): النصاب والتصويت
١٦	المادة (٨): محاضر الاجتماعات
١٧	المادة (٩): مكافآت أعضاء اللجنة
١٧	المادة (١٠): الحفاظ على السرية
١٧	المادة (١١): المراجعة
١٨	المادة (١٢): السياسات واللوائح ذات الصلة
١٨	المادة (١٣): أحكام عامة



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Article (1): Definitions

The meanings indicated below shall apply to all terms in this ToR, unless the context demands otherwise.

Bank or ANB: Arab National Bank.

Board or Board of Directors: The Board of Directors of the Bank.

Central Bank: Saudi Central Bank (SAMA)

CMA: Capital Market Authority.

Board Chairman: The Chairman of the Board of Directors.

Board Committees: Committees emanating from the Board of Directors of the Bank.

Committee: Nomination and Remuneration Committee.

Committee Chairman: The Chairperson of the Nomination and Remuneration Committee.

Secretary: Secretary of the Nomination and Remuneration Committee.

Terms of Reference (ToR): A formal document that outlines the committee's mandate, responsibilities, authorities, composition, and internal working procedures.

Member: Member of the Board of Directors or Sub-board Committees Members.

Executive Member: A member of the Board who is a full-time member of the executive management of the Bank, and participates in its daily activities.

المادة (1): التعريفات

تنطبق المعاني المبينة أدناه على جميع المصطلحات الواردة في هذه اللائحة، ما لم يتطلب السياق خلاف ذلك.

البنك: البنك العربي الوطني.

المجلس أو مجلس الإدارة: مجلس إدارة البنك.

البنك المركزي: البنك المركزي السعودي.

الهيئة: هيئة السوق المالية.

رئيس المجلس: رئيس مجلس إدارة البنك.

اللجان المنبثقة: اللجان المنبثقة عن مجلس إدارة البنك.

اللجنة: لجنة الترشيحات والمكافآت المنبثقة عن مجلس الإدارة.

رئيس اللجنة: رئيس لجنة الترشيحات والمكافآت.

أمين سر اللجنة: أمين سر لجنة الترشيحات والمكافآت.

اللائحة: وثيقة رسمية تحدد اختصاصات اللجنة ومسؤولياتها وصلاحياتها وتشكيلها وآليات عملها الداخلية.

العضو: عضو مجلس الإدارة أو عضو اللجان المنبثقة عنه.

عضو تنفيذي: عضو مجلس الإدارة الذي يكون متفرغاً في الإدارة التنفيذية للبنك ويشارك في الأعمال اليومية لها.



Non-Executive Member: A member of the Board who is not a full-time member of the executive management of the Bank and does not participate in its daily activities.

Independent Member: A non-executive member of the Board who enjoys complete independence in their position and decisions and none of the independence affecting issues stipulated by regulatory and supervisory bodies.

Managing Director (MD): Board of Directors Member and Chief Executive Officer.

General Assembly: The General Assembly held with the attendance of the Bank's shareholders pursuant to the provisions of the Companies Law and the Bank's Bylaws.

Executive Management: The functions, roles and responsibilities entrusted to those positions who take, propose, and implement strategic decisions and manage the business processes, including Senior Management positions that requires SAMA's non-objection for appointment.

Senior Executives: Executive Management who are reporting directly to the Managing Director.

Remunerations: Amounts, allowances, dividends, and similar benefits; periodic or annual performance-linked bonuses; short- or long-term incentive plans; and any other in-kind benefits, except for the actual and reasonable expenses and fees incurred by the Bank to enable Board and Sub-Board Committee members to perform their duties.

عضو غير تنفيذي: عضو مجلس الإدارة الذي لا يكون متفرغاً لإدارة البنك ولا يشارك في الأعمال اليومية لها.

عضو مستقل: عضو مجلس إدارة غير تنفيذي يتمتع بالاستقلال التام في مركزه وقراراته، ولا تنطبق عليه أي من عوارض الاستقلالية الصادرة من الجهات الإشرافية والرقابية.

العضو المنتدب: عضو مجلس الإدارة المنتدب والرئيس التنفيذي للبنك.

الجمعية العامة: الجمعية العامة التي تنعقد بحضور المساهمين في البنك بموجب أحكام نظام الشركات والنظام الأساس للبنك.

الإدارة التنفيذية: الوظائف والأدوار والمسؤوليات المسندة إلى مناصب الأفراد الذين يعملون على اتخاذ القرارات الاستراتيجية واقتراحها وتنفيذها وإدارة العمليات، بما في ذلك مناصب الإدارة العليا التي تتطلب عدم ممانعة البنك المركزي السعودي للتعيين.

كبار التنفيذيين: المدراء من الإدارة التنفيذية التابعين إدارياً للعضو المنتدب.

المكافآت: المبالغ والبدلات والأرباح وما في حكمها، والمكافآت الدورية أو السنوية المرتبطة بالأداء، والخطط التحفيزية قصيرة أو طويلة الأجل، وأي مزايا عينية أخرى، باستثناء النفقات والمصاريف الفعلية المعقولة التي يتحملها البنك عن عضو مجلس الإدارة واللجان المنبثقة عن المجلس لغرض تأدية عمله.



Conflicts of interest: A situation in which the objectivity and independence of any of the members are adversely affected when performing his/her tasks by a personal, actual or potential, material or non-material interest that may relate to him/her personally or to one of his/her personal relationships. This situation also includes when the member performance is negatively influenced, directly or indirectly, by his/her personal considerations or after obtaining information related to a decision.

Remuneration System: The Bank's internal remuneration policies and procedures including structure, roles and controls of the remuneration and the actual implementation and application thereof by the bank.

Misconduct: Conduct that falls short of expected standards, including legal, professional, internal conduct and ethical standards.

Proxy vote: Delegating other member to vote on his behalf.

Delegation: The assignment of authority and responsibility to another person to carry out specific activities.

Day: Official Business Day.

تعارض المصالح: الموقف الذي تتأثر فيه موضوعية واستقلالية أي من الأعضاء أثناء أداء مهامهم بمصلحة شخصية مادية أو معنوية مؤكدة أو محتملة تهمه أو تهم أحد معارفه، أو عندما يتأثر أداؤه باعتبارات شخصية مباشرة أو غير مباشرة، بمعرفته بالمعلومات التي تتعلق بالقرار.

نظام المكافآت: سياسات وإجراءات المكافآت الداخلية بالبنك التي من بينها الهيكل والأدوار والضوابط الخاصة بالمكافآت، وتنفيذها وتطبيقها الفعلي من جانب البنك.

سوء السلوك: السلوك الذي لا يرقى إلى المعايير المتوقعة، بما في ذلك المعايير القانونية والمهنية والمعايير الداخلية والأخلاقية.

التصويت بالوكالة: القيام بتفويض عضو آخر بالتصويت نيابة عنه.

التفويض: إسناد السلطة والمسؤولية لشخص آخر للقيام بأنشطة محددة.

يوم: يوم عمل رسمي.

Article (2): Introduction

The Nomination and Remuneration Committee is one of the committees established by the Board of Directors and serves as a fundamental pillar in promoting sound governance practices and ensuring transparency and fairness in the appointment and remuneration of Board members and Executive Management. Additionally, the Committee is entrusted with various governance-related responsibilities pertaining to the Board itself. The Committee operates in alignment with the requirements of the Saudi Central Bank, the Capital Market Authority, and international best practices.

Article (3): Purpose

This ToR aims to define the governance and operating framework of the Nomination and Remuneration Committee, outlining its authorities, responsibilities, and working procedures to ensure the effective, independent, and transparent execution of its duties, thereby supporting the Board of Directors in fulfilling its supervisory and oversight responsibilities in accordance with applicable laws and regulations.

Article (4): Authorities and Responsibilities

The Committee shall exercise the following authorities and responsibilities:

A. Remuneration Governance and Oversight

1. Preparing a clear policy for the remunerations of the Board members and its committees and the Executive Management, and presenting such policy to the Board in preparation for approval by the General Assembly, provided that such policy follows standards that linked

المادة (٢): المقدمة

تُعد لجنة الترشيحات والمكافآت إحدى اللجان المنبثقة عن مجلس الإدارة، وتشكل دعامة أساسية في تعزيز ممارسات الحوكمة السليمة وضمان الشفافية والعدالة في تعيين ومكافأة أعضاء المجلس والإدارة التنفيذية. كما يُعهد إلى اللجنة بأداء مهام متعددة تتعلق بالحوكمة تخص مجلس الإدارة. وتعمل اللجنة بما يتماشى مع متطلبات البنك المركزي السعودي وهيئة السوق المالية وأفضل الممارسات الدولية.

المادة (٣): الغرض

تهدف هذه اللائحة إلى تحديد الإطار الحوكمي والتنظيمي لعمل لجنة الترشيحات والمكافآت، وبيان صلاحياتها ومسؤولياتها وآليات عملها، بما يضمن قيامها بمهامها بكفاءة واستقلالية وشفافية، ويساعد مجلس الإدارة على أداء مسؤولياته الرقابية والإشرافية وفقاً للأنظمة واللوائح ذات العلاقة.

المادة (٤): الصلاحيات والمسؤوليات

تمارس اللجنة الصلاحيات والمسؤوليات التالية:

أ. حوكمة المكافآت والإشراف عليها

١. إعداد سياسة واضحة لمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن المجلس والإدارة التنفيذية، ورفعها إلى مجلس الإدارة للنظر فيها تمهيدا لاعتمادها من الجمعية العامة، على أن يراعى في تلك السياسة اتباع



to performance, and disclosing and ensuring the implementation of such policy.

2. Supervise the development of the Bank Remuneration Policy for submission to the Board of Directors for approval.
3. Conduct a periodic review of the Remuneration Policies and raise recommendations to the Board for any proposed amendments or updates.
4. Providing recommendations to the Board of Directors in respect of the Remuneration of its Members, the Committees Members and Executive Management, in accordance with the approved policies.
5. Providing recommendations to the Board of Directors regarding remuneration adjustment arising from misconduct.
6. Review and monitor the remuneration for the highest paid staff to verify compliance with the Remuneration Policy, and to avoid misuse.
7. Review implementation of the remuneration policy at least semi-annually to ensure achievement of stated objectives.
8. Work closely with the Bank's Risk Management Committee and or Chief Risk Officer to evaluate the incentives created by the remuneration system.
9. Ensuring that the size of the rewards is consistent with the prevailing local norms and regulatory requirements, and is linked to achieving the interests of shareholders, and achieving the Bank's long-term strategic goals. And

معايير ترتبط بالأداء، والإفصاح عنها، والتحقق من تنفيذها.

٢. الإشراف على إعداد سياسة مكافآت البنك لرفعها إلى مجلس الإدارة للموافقة عليها.
٣. القيام بمراجعة دورية لسياسات المكافآت ورفع توصيات بأية تعديلات أو تحديثات عليها إلى مجلس الإدارة.
٤. التوصية لمجلس الإدارة بمكافآت أعضاء مجلس الإدارة واللجان المنبثقة عنه والإدارة التنفيذية بالبنك وفقاً للسياسات المعتمدة.
٥. تقديم التوصيات إلى مجلس الإدارة بشأن تعديل المكافآت الناتجة عن حالات سوء السلوك.
٦. مراجعة ومراقبة المكافآت الخاصة بالموظفين الأعلى أجرًا للتحقق من الامتثال لسياسة المكافآت ولتجنب إساءة الاستخدام.
٧. مراجعة تطبيق سياسة المكافآت كل ستة أشهر على الأقل بغرض التأكد من استيفائها للأهداف المرصودة.
٨. العمل بشكل وثيق مع لجنة إدارة المخاطر و/أو كبير مسؤولي إدارة المخاطر بالبنك عند تقييم الحوافز التي تنشأ عن نظام المكافآت.
٩. التأكد من أن حجم المكافآت يتفق مع الأعراف السائدة المحلية والأنظمة الرقابية، ومرتبطة بتحقيق مصالح المساهمين، وتحقيق أهداف البنك الإستراتيجية طويلة



that the incentive system is reviewed periodically and does not encourage participation in high-risk operations to achieve short-term profits, in addition to its in line with the Bank's Risk Policy approved by the Board.

10. Raise recommendations to the Board of Directors for the bonus pool.

B. Human Capital and Succession Planning

1. Ensure alignment of human capital with business requirements and strategy and oversee other key HR matters.
2. Review Human Resources & Succession Planning Policy, approve succession planning at Board and Management levels and ensure compliance with such Policy through management reports.
3. Annually review the skills and expertise required of Executive Management.
4. Recommend to Board of Directors the appointment senior executives of Group and Division heads.
5. Approval of the selection and appointment of candidates from within or outside the bank to the boards of directors of subsidiaries and associate companies, as well as approval of the selection of candidates from within the Bank to the committees of subsidiaries and affiliates that stem from the board—subject to obtaining the approval of the Managing Director and the necessary

المدى. وأن نظام الحوافز يتم مراجعته دورياً ولا يشجع على المشاركة في عمليات ذات مخاطر عالية لتحقيق أرباح قصيرة المدى، إلى جانب اتفائه مع سياسة مخاطر البنك المعتمدة من المجلس.

1. رفع التوصيات لمجلس الإدارة بخصوص الحجم الإجمالي لمخصص المكافآت.

ب. رأس المال البشري وخطط الإحلال والتعاقب الوظيفي

1. ضمان مواءمة رأس المال البشري مع متطلبات العمل والاستراتيجية والإشراف على مسائل الموارد البشرية الرئيسية الأخرى.
2. مراجعة سياسة الموارد البشرية والتخطيط للإحلال والتعاقب الوظيفي، والموافقة على خطة الإحلال والتعاقب الوظيفي على مستوى المجلس وموظفي البنك والتأكد من الالتزام بها من الإدارة التنفيذية من خلال تقارير الإدارة.
3. المراجعة السنوية للاحتياجات اللازمة من المهارات أو الخبرات المناسبة لوظائف الإدارة التنفيذية.
4. التوصية لمجلس الإدارة بتعيين كبار التنفيذيين من رؤساء المجموعات والإدارات.
5. الموافقة على اختيار وتعيين المرشحين من داخل أو خارج البنك في مجالس إدارات الشركات التابعة والزميلة وكذلك الموافقة على اختيار المرشحين من داخل البنك في لجان الشركات التابعة والزميلة المنبثقة عن المجلس وذلك بعد الحصول على موافقة العضو المنتدب والموافقات الداخلية اللازمة وفقاً للسياسة ذات العلاقة



internal clearances in accordance with the relevant policy, along with written non-objection from the Saudi Central Bank if the candidates' positions require it in line with applicable regulations.

C. Shariah Committee Governance

1. Recommend to the Board the formation of the Shariah Committee reporting to the Board of Directors and the appointment of its members and obtaining SAMA written No-objection.
2. Recommend to Board for approval an appraisal mechanism for Sharia Committee members based on competence, knowledge, contribution and effectiveness.
3. Recommend to the Board the Sharia Committee members' remuneration and fees in a matter that suits their duties and responsibilities with consideration to the relevant SAMA requirements.

D. Board Composition, Nomination, and Evaluation

1. Identifying and proposing candidates for selection as members of the Board and the executive management
2. Recommend to the Board clear policies and standards for membership of the Board of Directors and the Executive Management.
3. Preparing a description of the capabilities and qualifications required for membership of the Board and Executive Management positions.

مع الحصول كتابةً على عدم ممانعة البنك المركزي السعودي إذا تطلبت وظائف المرشحين ذلك، حسب الأنظمة ذات العلاقة.

ج. حوكمة اللجنة الشرعية

1. التوصية للمجلس بتشكيل اللجنة الشرعية التابعة لمجلس الإدارة وتعيين أعضائها مع الحصول كتابةً على عدم ممانعة البنك المركزي السعودي.
2. التوصية للمجلس باعتماد آلية لتقييم أعضاء اللجنة الشرعية بناءً على مؤشرات الكفاءة والمعرفة والمساهمة والفاعلية.
3. التوصية للمجلس بالمكافآت والأجور المناسبة لأعضاء اللجنة الشرعية بما يتناسب مع حجم واجباتهم ومسؤولياتهم ولا يتعارض مع تعليمات البنك المركزي السعودي ذات العلاقة.

د. تشكيل المجلس والترشيحات والتقييم

1. البحث واقتراح مرشحين لاختيارهم أعضاء للمجلس والإدارة التنفيذية.
2. اقتراح سياسات ومعايير واضحة للعضوية في مجلس الإدارة والإدارة التنفيذية.
3. إعداد وصف للقدرات والمؤهلات المطلوبة لعضوية مجلس الإدارة وشغل وظائف الإدارة التنفيذية.

4. Establish and approve the job descriptions for Executive, Non-Executive, and Independent Board members, as well as Senior Executive Management.

٤. وضع واعتماد الوصف الوظيفي للأعضاء التنفيذيين والأعضاء غير التنفيذيين والأعضاء المستقلين وكبار التنفيذيين.
5. Establish and oversee succession for the Board.

٥. إقرار خطة الإحلال لمجلس الإدارة والإشراف عليها.
6. Provide recommendations to the Board for the nomination or re-nomination of its members in accordance with approved policies and standards.

٦. التوصية لمجلس الإدارة بترشيح أعضاء في المجلس وإعادة ترشيحهم وفقاً للسياسات والمعايير المعتمدة.
7. Review the structure of the Board of Directors and Executive Management and, where needed, recommend changes.

٧. مُراجعة هيكل مجلس الإدارة والإدارة التنفيذية ورفع التوصيات بخصوص التغييرات التي يمكن إجراؤها عند الحاجة.
8. Develop a record that includes the qualifications and skills of the members of the Board, and review annually the suitability of such skills and expertise available to the Board and identify of the set of skills and capabilities, when and as needed, required to enhance the performance of the Board, including the time that a Director should reserve for this responsibility.

٨. وضع سجل يتضمن مؤهلات ومهارات أعضاء مجلس الإدارة يراجع سنويا لتحديد القدرات والمؤهلات المطلوبة للارتقاء بأداء المجلس (عند الاقتضاء)، بما في ذلك الوقت الذي يلزم أن يخصصه العضو لأعمال مجلس الإدارة.
9. Assess Board performance and individual Members' contributions, so as to establish strengths and weaknesses and make recommendations to the Board accordingly.

٩. تقييم أداء المجلس، ومساهمة كل عضو من أعضائه على انفراد لتحديد جوانب الضعف والقوة، ورفع توصية للمجلس بهذا الخصوص.
10. Ensure on an annual basis the independence of the independent members and the absence of any conflict of interest in case a Board member also acts as a member of the Board of Directors of another company.

١٠. التأكد بشكل سنوي من استقلالية الأعضاء المُستقلين، وعدم وجود أي تعارض مصالح إذا كان العضو يشغل عضوية مجلس إدارة شركة أخرى.

The primary responsibilities of the Committee chairman, members, and the secretary include, but are not limited to, the following:

تشمل المسؤوليات الأساسية لرئيس وأعضاء اللجنة وأمين سر اللجنة، على سبيل المثال لا الحصر، ما يلي:

4.1 Chairman responsibilities

- Lead the Committee meetings and ensure the achievement of its objectives
- Oversee and monitor the Committee's activities and ensure compliance with its Terms of Reference
- Follow up on the implementation of the Committee's decisions and recommendations in coordination with the Committee Secretary

٤.١. مسؤوليات رئيس اللجنة

- قيادة اجتماعات اللجنة وتحقيق أهدافها.
- الإشراف على أعمال اللجنة ومتابعتها وضمان الالتزام بلائحتها.
- متابعة تنفيذ قرارات اللجنة وتوصياتها بالتنسيق مع أمين سر اللجنة.

4.2 Committee members' responsibilities

- Attend all meetings and actively participate in the discussions
- Contribute opinions and express views responsibly and impartially, taking into account the overall interests of the Bank.
- Review assigned matters and provide the necessary recommendations that support the achievement of the Committee's objectives.

٤.٢. مسؤوليات أعضاء اللجنة

- الحرص على حضور جميع الاجتماعات والمشاركة الفاعلة في الاجتماعات.
- المساهمة بالآراء والتعبير عن وجهة النظر بمسؤولية وحيادية، مع اخذ المصلحة العامة للبنك في الاعتبار.
- دراسة الموضوعات المسندة وتقديم التوصيات اللازمة بما يساهم في تحقيق أهداف اللجنة.

4.3 Committee Secretary responsibilities

- Notify Committee members of meeting dates well in advance of the scheduled date.
- Prepare meeting agendas and distribute them to the members.

٤.٣. مهام ومسؤوليات أمين سر اللجنة

- تبليغ أعضاء اللجنة بمواعيد الاجتماعات قبل التاريخ المحدد بمدة كافية.
- إعداد جداول أعمال الاجتماعات وتوزيعها على الأعضاء.

- Document the Committee meetings, record the minutes, and distribute them to the members after their approval.
 - Maintain all Committee documents, including agendas, minutes, and records of the follow-up on the implementation of decisions and recommendations.
 - Follow up on the implementation of the Committee's decisions and recommendations and notify the Committee of any updates at each meeting, if required.
 - Prepare and submit committee reports to the Board and retain same.
 - Ensure effective communication between the Committee, the Board of Directors, and all relevant stakeholders.
- توثيق اجتماعات اللجنة وتدوين محاضر الاجتماعات وتوزيعها على الأعضاء بعد الموافقة عليها من قبلهم.
 - الاحتفاظ بجميع مستندات اللجنة، وبما في ذلك جداول الاعمال، والمحاضر، وسجلات متابعة تنفيذ القرارات والتوصيات.
 - متابعة تنفيذ قرارات اللجنة وتوصياتها وإعلام اللجنة بأي تحديثات في كل اجتماع ان تطلب ذلك.
 - إعداد تقارير اللجنة، والرفع بها إلى المجلس وحفظها.
 - ضمان التواصل الفعال بين اللجنة ومجلس الإدارة وجميع الأطراف المعنية.

Article (5): Membership

المادة (5): العضوية

The Committee shall be formed by a resolution of the Board of Directors, in accordance with the following rules:

تشكل اللجنة بقرار من مجلس الإدارة، وفقاً للقواعد التالية:

- The Committee shall comprise a minimum of three (3) and a maximum of five (5) non-executive members, two of whom shall be independent members of the Board of Directors.
 - The Chairman of the Committee shall be an independent member of the Board, and shall not be the Chairman of the Board
- يجب ألا يقل عدد أعضاء اللجنة عن ثلاث (3) أعضاء ولا يزيد عن خمسة (5) أعضاء من غير التنفيذيين، على أن يكون اثنان منهم من أعضاء مجلس الإدارة المستقلين.
 - يكون رئيس اللجنة من أعضاء مجلس الإدارة المستقلين، على ألا يكون رئيس المجلس.

- The term of the Committee's membership shall coincide with the term of the Board of Directors and shall be subject to renewal. It shall commence and conclude concurrently with the beginning and end of the Board of Directors' term.
 - In addition to the conditions imposed by the relevant regulatory requirements, each Committee member must possess the appropriate expertise and qualifications relevant to the Committee's duties and functions, and shall adhere to the principles of integrity, honesty, loyalty, diligence, and due care, giving priority to the interests of the Bank and its shareholders over personal interests. The member shall also comply with the applicable regulatory requirements and the Bank's policies and regulations governing conflicts of interest and disclosure.
 - A written non-objection from SAMA must be obtained prior to nominating the members of the Committee. SAMA and CMA shall be notified in writing of any changes that occur during the term of membership.
 - The Board of Directors shall accept the resignation of any member of the Committee upon a written request submitted by the member, and the Chairman of the Committee shall be notified accordingly. In the event of the resignation of the Chairman of the Committee, he shall notify the Chairman of the Board in writing.
 - In the event of a vacancy in any of the Committee's seats, the Board of Directors may appoint a member to fill the vacant seat, provided that the appointee possesses the required qualifications and competence, and shall complete the remaining term of his or her predecessor. The Board may also appoint an interim replacement member to the
- تكون مدة عضوية اللجنة بما يتوافق مع دورة مجلس الإدارة وقابلة للتجديد، وتبدأ وتنتهي مع بداية ونهاية دورة مجلس الإدارة.
 - بالإضافة إلى الشروط التي تفرضها الضوابط التنظيمية ذات العلاقة، يجب أن تتوافر في عضو اللجنة الخبرات والمؤهلات الملائمة لأعمال اللجنة ومهامها، وأن يلتزم بمبادئ النزاهة والصدق والأمانة والولاء والعناية الواجبة، وتقديم مصالح البنك والمساهمين على مصالحه الشخصية، وأن يلتزم كذلك بالمتطلبات التنظيمية وسياسات ولوائح البنك الخاصة بتعارض المصالح والإفصاح.
 - يجب الحصول كتابياً على عدم ممانعة البنك المركزي السعودي قبل ترشيح أعضاء اللجنة، وإشعار البنك المركزي السعودي وهيئة السوق المالية بأي تغييرات تطرأ خلال فترة العضوية.
 - لمجلس الإدارة قبول استقالة أي عضو من أعضاء اللجنة بناءً على طلبه كتابياً، على أن يتم إبلاغ رئيس اللجنة بذلك. وفي حال استقالة رئيس اللجنة، فيجب عليه إبلاغ رئيس مجلس الإدارة كتابياً.
 - في حال شغور أحد المقاعد في اللجنة، يجوز لمجلس الإدارة تعيين عضو في المقعد الشاغر على أن يكون ممن تتوافر فيهم المؤهلات والكفاءة اللازمة، ويكمل العضو مدة سلفه. كما يجوز لمجلس الإدارة



Committee, provided that the appointee meets all membership requirements.

- The membership of any Committee member shall end upon resignation, expiration of the Committee's term of office, or removal by a resolution of the Board of Directors.

Article (6): Committee Meetings

The Committee shall meet on a semi-annual basis, or more frequently as required. The Committee may invite any non-members it deems appropriate to attend the meeting. Members must attend the Committee meetings regularly. Modern technological means may be used for attendance, signing, and documenting deliberations, decisions, and minutes.

The invitation to attend the meeting shall be sent to each Committee member at least five (5) days prior to the meeting date, accompanied by the meeting agenda and the necessary documents and information. If circumstances require holding an urgent meeting, the invitation, along with the agenda and required documents and information, may be sent less than five (5) days before the meeting date.

The Committee shall approve its agenda as soon as it convenes, and in the event that any member objects to this agenda, this shall be recorded in the minutes of the meeting.

Each member of the Committee has the right to suggest adding any item to the agenda.

Article (7): Quorum and Voting

The meeting shall be valid if attended by the majority of the members. In the event the Committee Chair is absent, he shall delegate a Committee Member to chair the meeting.

تعيين عضو بديل مؤقت في اللجنة على أن يكون مستوفياً شروط العضوية.

- تنتهي عضوية أي عضو من أعضاء اللجنة بالاستقالة، أو بانتهاء مدة عضوية اللجنة، أو بعزله بقرار من مجلس الإدارة.

المادة (٦): اجتماعات اللجنة

تجتمع اللجنة بشكل نصف سنوي، أو أكثر إذا اقتضت الحاجة. وللجنة دعوة من تراه من غير الأعضاء الى حضور الاجتماع. ويجب على الأعضاء حضور اجتماعات اللجنة بانتظام. ويجوز استخدام وسائل التقنية الحديثة للحضور والتوقيع وتوثيق المداولات والقرارات وتدوين المحاضر.

يتم إرسال الدعوة لحضور الاجتماع إلى كل عضو من أعضاء اللجنة قبل (٥) أيام على الأقل من تاريخ الاجتماع، مرفقاً بها جدول أعمال الاجتماع والوثائق والمعلومات اللازمة. وفي حال استدعت الظروف عقد اجتماع طارئ، يجوز إرسال الدعوة، مرفقاً بها جدول الأعمال والوثائق والمعلومات المطلوبة، خلال مدة تقل عن خمسة (٥) أيام قبل تاريخ الاجتماع.

تقر اللجنة جدول أعمالها، وفي حال اعتراض أي عضو على هذا الجدول، يجب إثبات ذلك في محضر اجتماع اللجنة.

لكل عضو في اللجنة حق اقتراح إضافة أي بند على جدول الأعمال.

المادة (٧): النصاب والتصويت

يكون اجتماع اللجنة صحيحاً إذا حضره أغلبية الأعضاء، وفي حالة غياب رئيس اللجنة، يقوم بتفويض عضو من اللجنة



Decisions of the Committee shall be issued by the majority of the votes. In the event of a tie, the Committee Chairman will have the casting vote, noting that voting via proxy is not allowed.

If a Committee member makes a reservation or an opinion different from the Committee's decision, it shall be recorded in detail in the Committee's meeting minutes. Decisions and recommendations of the Committee shall be submitted to the Board or other relevant Board Committee for ratification or approval if it is required.

The Committee may issue resolutions on urgent matters by circulation, unless one of the members requests in writing that the Committee shall meet to deliberate thereon. Such resolutions shall have the same validity as those adopted in a duly convened meeting and shall be presented at the next Committee meeting for ratification and inclusion in the minutes. The Committee may issue such resolutions by circulation through modern technological means.

Article (8): Minutes

The Secretary of the Committee shall perform his duties in accordance with the directions of the Committee Chairman in compliance with the applicable laws and regulations. The Secretary shall record the minutes of the Committee's deliberations, decisions, and any other matters discussed. The minutes of the Committee meetings shall be sent to the Committee members and the Board of Directors within no more than fifteen (15) business days after their approval.

The following details are required in the minutes of meeting:

- Accurately record the date, time and place of the meeting.
- Register the names of all attendees and absentees.

ليراس الجلسة. وتصدر قرارات اللجنة بأغلبية الأصوات، ويكون صوت رئيس اللجنة مرجحاً في حالة تعادل الأصوات، علماً ان التصويت بالوكالة غير مسموح.

إذا أبدى عضو اللجنة تحفظاً أو رأياً مغايراً لقرار اللجنة، فيلزم إثباته في محضر اجتماع اللجنة. وترفع قرارات وتوصيات اللجنة إلى مجلس الإدارة أو أي لجنة مختصة أخرى من لجان مجلس الإدارة للمصادقة أو الاعتماد في حال تطلب ذلك.

يجوز للجنة إصدار قراراتها في الأمور العاجلة بالتمرير، ما لم يطلب أحد الأعضاء -كتابةً- عقد اجتماع اللجنة للمداولة فيها. وتُعد هذه القرارات نافذة كما لو صدرت في اجتماع رسمي، على أن تُعرض في أول اجتماع لاحق للجنة لاعتمادها وتضمينها في محضر الاجتماع. ويجوز للجنة إصدار قراراتها بالتمرير من خلال وسائل التقنية الحديثة.

المادة (٨): محاضر الاجتماعات

يؤدي أمين سر اللجنة مسؤولياته وفقاً لتوجيهات رئيس اللجنة وبما يتفق مع الأنظمة واللوائح، وعليه تدوين محضر بمداولات وقرارات اللجنة وغير ذلك من الأمور، ويتم إرسال محاضر اجتماعات اللجنة إلى أعضاء اللجنة ومجلس الإدارة خلال مدة لا تزيد عن (١٥) يوم عمل بعد اعتمادها.

يجب أن يتضمن المحضر التفاصيل التالية:

- تسجيل تاريخ ووقت ومكان الاجتماع بدقة.
- تسجيل أسماء جميع الحاضرين والغائبين.



- Documenting all the points that were discussed during the meeting.
 - Identify each discussion point in a brief and concise manner, recording the decisions taken and the individuals responsible for their implementation and deadlines.
 - All members of the committee, including the Secretary, must sign the minutes of meeting.
- توثيق جميع النقاط التي تمت مناقشتها خلال الاجتماع.
 - تدوين كل نقطة من محاور النقاش بشكل مختصر وواضح، مع تسجيل القرارات المتخذة والمسؤولين عن تنفيذها والمواعيد النهائية.
 - توقيع جميع أعضاء اللجنة على المحضر بالإضافة إلى أمين السر.

Article (9): Remuneration of Committee Members

Without prejudice to the relevant regulatory requirements, the remuneration of the Committee members shall be in accordance with the Remuneration Policy for the Board of Directors, Sub-board Committee Members and the Executive Management.

Article (10): Confidentiality

All deliberations, discussions, records and data of the Committee relating to the Bank which come to the possession of a Committee member must be dealt with in a strictly confidential manner.

Committee members shall uphold the confidentiality principle in relation to such deliberations, records and data, and will not permit any improper circulation thereof.

Article (11): Review

The Committee shall review these Terms of Reference every three (3) years, or whenever deemed necessary, and shall submit any proposed amendments to the Board of Directors in preparation for approval by the Bank's General Assembly.

المادة (٩): مكافآت أعضاء اللجنة

دون الإخلال بالمتطلبات النظامية ذات العلاقة تكون مكافآت أعضاء اللجنة وفقاً لسياسة مكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن المجلس والإدارة التنفيذية.

المادة (١٠): الحفاظ على السرية

جميع مداوات ومناقشات وسجلات ومعلومات اللجنة المتعلقة بالبنك والتي يحصل عليها عضو اللجنة يتوجب أن تؤخذ بمطلق السرية.

كما أن على أعضاء اللجنة الحرص على تطبيق مبدأ المحافظة على السرية بخصوص تلك المداوات والسجلات والمعلومات، وعدم السماح بتداولها بشكل غير مناسب.

المادة (١١): المراجعة

على اللجنة مراجعة وثيقة لائحة العمل هذه مرة كل ثلاث (٣) سنوات أو متى ما دعت الحاجة، وتقوم برفع أي تعديلات

إلى مجلس الإدارة تمهيداً لاعتمادها من الجمعية العامة للبنك.

Article (12): Related ToR's and Policies

This includes, for example but not limited to the following documents:

- Remuneration Policy for Board of Directors, Sub-board Committee Members and Executives Management.
- Board Membership Nomination Criteria Policy and Procedures.
- Code of Conduct and Work Ethics for Board and Sub-Board Committee Members.
- Conflict of Interest & Related Party Transactions Policy.

المادة (١٢): السياسات واللوائح ذات الصلة

تشمل الوثائق على سبيل المثال لا الحصر:

- سياسة مكافآت أعضاء مجلس الإدارة واللجان المنبثقة عن المجلس والإدارة التنفيذية.
- سياسة ومعايير وإجراءات الترشيح لعضوية مجلس الإدارة.
- مبادئ السلوك وأخلاقيات العمل لأعضاء مجلس الإدارة واللجان المنبثقة عنه.
- سياسة تعارض المصالح وتعاملات الاطراف ذات العلاقة.

Article (13): General Provisions

- The provisions of this ToR must be interpreted and applied in accordance with the applicable laws and regulations. Any matter not explicitly addressed in this ToR will be governed by the applicable laws and regulations issued by the regulatory and supervisory authorities.
- In the event of any conflict between the content of this ToR and the provisions of the CMA Law, SAMA, the Companies Law, or their Implementing Regulations or other relevant laws and regulations, those Laws and Regulations shall prevail.

المادة (١٣): أحكام عامة

- تفسر أحكام هذه اللائحة وتطبق وفقاً للأنظمة واللوائح ذات العلاقة المعمول بها وكل ما لم يرد نص في هذه اللائحة يطبق بشأنه الأنظمة واللوائح ذات العلاقة الصادرة من الجهات الرقابية والإشرافية.
- عند وجود أي تعارض بين ما ورد في هذه اللائحة وبين أحكام نظام هيئة السوق المالية أو البنك المركزي السعودي أو نظام الشركات ولوائحهما التنفيذية وغيرها من الأنظمة والتعليمات ذات العلاقة، فإن المرجعية تكون لتلك الأنظمة واللوائح والتعليمات.



- In case of any conflict between the texts in the Arabic and English versions of this ToR, the Arabic version shall be the authoritative and primary one.
 - The members of the Committee shall abide by this ToR and work to achieve the stated objectives.
 - This ToR shall be effective from the date of its approval by the General Assembly. The Committee may amend this ToR, provided that all amendments are formally documented and submitted to the Board of Directors for endorsement prior to submission for approval by the Bank's General Assembly.
- في حال وجود أي تعارض بين النصوص الواردة في النسختين العربية والانجليزية من هذه اللائحة، تكون النسخة العربية هي المعتمدة والأساسية.
 - يلتزم أعضاء اللجنة بهذه اللائحة، والعمل على تحقيق الأهداف المقررة.
 - تعد هذه اللائحة نافذة من تاريخ موافقة الجمعية العامة عليها، ويجوز تعديل هذه اللائحة بقرار من اللجنة، بشرط أن يتم توثيق جميع التعديلات بشكل رسمي ورفعها الى مجلس الإدارة تمهيداً لاعتمادها من الجمعية العامة للبنك.



البنك العربي الوطني
arab national bank

البند رقم (١٣)
سياسة المسؤولية الاجتماعية

Item No (13)
Corporate Social Responsibility Policy

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سياسة المسؤولية الاجتماعية Corporate Social Responsibility Policy

Document Information

بيانات المستند

Title	Corporate Social Responsibility Policy	سياسة المسؤولية الاجتماعية	العنوان
Type	Policy	سياسة	النوع
Version Number	4	٤	رقم النسخة
Owner	Head of PR & CSR	رئيس إدارة العلاقات العامة والمسؤولية المجتمعية	المالك
Approved by			جهة الاعتماد
Approved on			تاريخ الاعتماد
Audience	Board of Directors, sub-board committees, executive management, investors, employees, and the public	مجلس الإدارة واللجان المنبثقة والإدارة التنفيذية والمساهمين والموظفين والجمهور	جمهور المستند
Custodian	BPMO	مكتب إدارة إجراءات الأعمال	جهة الحفظ
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Document Revision History

سجل مراجعة الوثيقة

Version Number	Date	Change History
1	2015	First release
2	2018	General enhancements
3	2021	Identifying the 4 main CSR pillars
4	2025	Full revamp of the policy: New template outline, addition of new sections (Governance Structure, Criteria for selecting CSR initiatives)

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التعريفات Definitions

Terms and Definitions

المصطلحات والتعريفات

Social Responsibility: refers to the Bank’s commitment to operate ethically, contribute to sustainable development, and support the well-being of society by enhancing the social, economic, and environmental impacts through its activities and maintaining constructive engagement with its stakeholder and non-profit organizations.

A Non-governmental entities or groups with a continuous organization structure, whose essence does not aim to achieve profit, but rather is based on a system of civil activities and voluntary services, which seeks to achieve the purposes of righteousness, solidarity, cooperation, social development, or other aspects of public or designated benefit

المسؤولية الاجتماعية: تشير إلى التزام البنك بالعمل وفقاً لأعلى المعايير الأخلاقية، والمساهمة في تحقيق التنمية المستدامة، ودعم مصلحة المجتمع من خلال تعزيز التأثيرات الاجتماعية والاقتصادية والبيئية الإيجابية لأنشطته، والتفاعل البناء مع أصحاب المصلحة والمنظمات غير الربحية.

المنظمات غير الربحية: هي كيانات أو مجموعات غير حكومية ذات تنظيم مستمر، لا تهدف في جوهرها إلى تحقيق الربح، وإنما تقوم على منظومة الأنشطة الأهلية والخدمات التطوعية، وتسعى إلى تحقيق أغراض البر أو التكافل أو التعاون أو التنمية الاجتماعية أو غيرها من أوجه النفع العام أو المخصص

Related laws and regulations

النظم واللوائح ذات الصلة

Key Principles of Governance in Financial Institutions- Saudi Central Bank (SAMA)

المبادئ الرئيسية للحوكمة في المؤسسات المالية- البنك المركزي السعودي(ساما)

Corporate Governance Regulations- Capital Market Authority

لائحة حوكمة الشركات- هيئة السوق المالية

Article (1): Introduction

Arab National Bank (anb, “the Bank”) recognizes its broader role toward society and leverages its capabilities and resources to create a meaningful impact beyond its core commercial activities, reflecting its commitment to fostering societal welfare and contributing to the greater public interest.

This Corporate Social Responsibility (CSR) Policy (The “Policy”) outlines the guiding principles that shape the Bank’s commitments to society, the environment, and its stakeholders, through initiatives led by the Public Relations and CSR Department.

The Bank views CSR as a comprehensive and strategic commitment that extends beyond ethical compliance to encompass proactive contributions to society development through sustainable initiatives, charitable programs, and meaningful social engagement. The Bank is committed to executing these contributions through a long-term vision and robust professional methodologies, fully aligned with international CSR standards and the strategic pillars of Saudi Vision 2030 which aims to create a vibrant society, a thriving economy and an ambitious nation.

المادة (١): المقدمة

يُقر البنك العربي الوطني (“البنك”) بدوره تجاه المجتمع، و يتيح قدراته وموارده لتحقيق إسهام إيجابي يتجاوز نطاق نشاطه التجاري الرئيسي، بما يعكس التزامه بدعم المصلحة العامة والمساهمة في تحقيق مصلحة المجتمع تحدد سياسة المسؤولية الاجتماعية (“السياسة”) المبادئ التي تشكّل التزام البنك تجاه المجتمع والبيئة وأصحاب المصلحة وذلك من خلال المبادرات التي تنفذها إدارة العلاقات العامة والمسؤولية المجتمعية.

ينظر البنك إلى المسؤولية الاجتماعية كنهج استراتيجي متكامل يتجاوز ممارسات الامتثال الأخلاقي الداخلي، ليشمل مساهمات فاعلة في تنمية المجتمع من خلال مبادرات مستدامة وخيرية ومشاركة مجتمعية هادفة. ويحرص البنك على تنفيذ هذه المساهمات وفق رؤية طويلة المدى، ومنهجيات مهنية متقدمة، بما يتماشى تمامًا مع المعايير الدولية للمسؤولية الاجتماعية، ومع الركائز الاستراتيجية لرؤية السعودية ٢٠٣٠ الهادفة الى بناء مجتمع حيوي، اقتصاد مزدهر ووطن طموح.

Article (2): Objective

This policy aims to establish clear guidelines for adopting CSR programs and initiatives that contribute to the development of society and the environment, uphold transparency and effective governance, while ensuring alignment with the public interest without compromising the Bank's capital adequacy or stakeholder rights.

The Policy seeks to achieve the following objectives:

1. **Establish a unified structure** for managing and implementing CSR initiatives, ensuring consistency, governance, and sustainability.
2. **Strengthen the Bank's role** within society through impactful contributions that address social needs and align with Saudi Vision 2030.
3. **Support financial inclusion and the social and economic development** of target groups, thereby extending the Bank's impact beyond its core business activities.
4. **Promote transparency and accountability** in the planning and execution of CSR initiatives, ensuring efficient and effective use of resources.

المادة (٢): الأهداف

تهدف هذه السياسة إلى وضع إرشادات واضحة لتبني برامج ومبادرات المسؤولية الاجتماعية التي تسهم في تنمية المجتمع والبيئة، وتعزز مبادئ الشفافية والحوكمة الفعالة، مع ضمان التوافق مع المصلحة العامة دون الإضرار بملاءة البنك أو بحقوق أصحاب المصلحة.

وتسعى السياسة إلى تحقيق الأهداف التالية:

١. **إرساء هيكل موحد** لإدارة وتنفيذ مبادرات المسؤولية الاجتماعية بما يضمن الانسجام، الحوكمة، والاستدامة.
٢. **تعزيز الدور المجتمعي للبنك** من خلال مساهمات مؤثرة تواكب احتياجات المجتمع وتنسجم مع رؤية السعودية ٢٠٣٠.
٣. **دعم الشمول المالي والتنمية الاجتماعية والاقتصادية** للفئات المستهدفة، بما يعزز أثر البنك خارج نطاق نشاطه التجاري.
٤. **تعزيز الشفافية والمساءلة** في تخطيط وتنفيذ مبادرات المسؤولية الاجتماعية، لضمان الاستخدام الفعال والكفاء للموارد.

5. **Develop mechanisms for performance evaluation and for measuring** the social, economic, and environmental impact of initiatives, thereby supporting continuous improvement and data-driven decision-making.

٥. **تطوير آليات تقييم الأداء وقياس الأثر الاجتماعي والاقتصادي والبيئي للمبادرات، بما يدعم التحسين المستمر واتخاذ القرارات المبنية على البيانات.**

Article (3): Scope

The policy is aligned with the Bank's Code of Conduct and Ethical Standards and is applicable to all CSR engagements undertaken by the Bank, both domestically and internationally. It extends to all employees, departments, branches, subsidiaries, and any third parties or partners acting on behalf of the Bank in the planning, execution, or support of social initiatives. All employees are expected to adhere to its provisions. The Bank is responsible for ensuring its effective implementation and execution.

المادة (3): النطاق

تتوافق هذه السياسة مع ميثاق أخلاقيات العمل الخاص بالبنك، وتنطبق على جميع مبادرات المسؤولية الاجتماعية التي ينفذها البنك، سواء على المستوى المحلي أو الدولي، وتشمل جميع الموظفين والإدارات والفروع والشركات التابعة، وأي أطراف ثالثة أو شركاء يتصرفون نيابةً عن البنك في تخطيط أو تنفيذ أو دعم المبادرات الاجتماعية، ويتعيّن على الموظفين قراءتها واستيعابها، ويتحمل البنك مسؤولية تنفيذها وتطبيقها بفعالية.

Article (4): Policy Management

The Policy shall be reviewed at least once every three years, or earlier if warranted by material changes, including but not limited to:

- Applicable laws, regulations, or supervisory requirements related to CSR
- Strategic direction, mandate, or structure of the PR & CSR function
- National initiatives or development programs under Vision 2030 that necessitate realignment.

The Head of PR & CSR is accountable for maintaining the relevance and effectiveness of this Policy in line with the bank's social responsibility commitments. As the designated policy owner, he shall lead its periodic review, ensuring alignment with applicable regulations, national development priorities (including Vision 2030), stakeholder expectations, and the bank's overarching CSR strategy.

المادة (٤): إدارة السياسات

تخضع هذه السياسة لعملية مراجعة دورية مرة واحدة على الأقل كل ثلاث سنوات، أو كلما استدعت الحاجة نتيجة تغييرات جوهرية، بما في ذلك على سبيل المثال لا الحصر ما يلي:

- القوانين أو اللوائح أو المتطلبات الرقابية ذات الصلة بالمسؤولية الاجتماعية
- التوجه الاستراتيجي أو المهام أو الهيكل التنظيمي لإدارة العلاقات العامة والمسؤولية الاجتماعية
- المبادرات الوطنية أو البرامج التنموية المنبثقة عن رؤية السعودية ٢٠٣٠ والتي تستدعي إعادة مواءمة السياسة.

يضطلع رئيس إدارة العلاقات العامة والمسؤولية الاجتماعية بمسؤولية الحفاظ على ملاءمة وفعالية هذه السياسة، بما يتماشى مع التزامات البنك في مجال المسؤولية الاجتماعية. وبصفته المعني بالسياسة، يتولى قيادة عملية مراجعتها الدورية، بما يضمن توافقها مع المتطلبات التنظيمية ذات العلاقة، والأولويات الوطنية (بما في ذلك رؤية السعودية ٢٠٣٠)، وتطلعات أصحاب المصلحة، والاستراتيجية العامة للمسؤولية الاجتماعية في البنك.

Article (5): Roles and Responsibilities

Board of Directors

The Board of Directors undertakes its role in ensuring that the Bank adopts Corporate Social Responsibility (CSR) programs in alignment with the CSR policy approved by the General Assembly. These programs are designed to support various social initiatives, enhance financial awareness, and meet the credit needs of the local economy by providing loans and facilities to productive enterprises. They also encourage innovation in products that foster economic development without compromising the Bank's financial soundness or the interests of stakeholders.

The Board of Directors oversees the Bank's direction in the area of Corporate Social Responsibility and its mandate includes, but is not limited to, the following:

- Review, endorse, and promote the CSR Policy for approval by the General Assembly.
- Approve and develop the CSR strategy and ensure its alignment with the Bank's overall strategic direction, within the approved budget.

المادة (5): الأدوار والمسؤوليات

مجلس الإدارة

يُضطلع مجلس الإدارة بدوره للتأكد من تبني البنك لبرامج المسؤولية الاجتماعية بما يتفق مع سياسة المسؤولية الاجتماعية المعتمدة من الجمعية العامة - وأن أهداف هذه البرامج تصبُّ نحو دعم المشاريع الاجتماعية المختلفة، والعمل على زيادة الوعي المالي وتلبية الاحتياجات الائتمانية للاقتصاد المحلي من خلال منح القروض والتسهيلات للأعمال المنتجة، والابتكار في المنتجات التي تشجع التنمية الاقتصادية دون إضرار بملاءة البنك وأصحاب المصالح.

يتولى مجلس الإدارة الإشراف على توجه البنك في مجال المسؤولية الاجتماعية وتشمل مسؤولياته على سبيل المثال لا الحصر على ما يلي:

- مراجعة سياسة المسؤولية الاجتماعية والتوصية بها وتعزيزها من أجل الحصول على اعتماد الجمعية العامة.
- اعتماد وتطوير استراتيجية المسؤولية الاجتماعية، ومتابعة مواءمتها مع توجهات البنك الاستراتيجية ضمن نطاق الميزانية المعتمدة.

- Define CSR initiatives on an annual basis and approve their implementation mechanisms to ensure effectiveness and alignment with social impact goals.
- Approve the annual plans for allocating financial and human resources to CSR activities.
- Disclose CSR objectives and plans in the Bank's periodic activity reports.
- Review performance reports related to CSR and evaluate the achievement of intended impact.

- تحديد مبادرات المسؤولية الاجتماعية على أساس سنوي، واعتماد آليات تنفيذها بما يضمن فاعليتها وتحقيق أهدافها المجتمعية.
- اعتماد الخطط السنوية لتخصيص الموارد المالية والبشرية لأنشطة المسؤولية الاجتماعية.
- الإفصاح عن الخطط الخاصة بتحقيق أهداف المسؤولية الاجتماعية في التقارير الدورية المتعلقة بأنشطة البنك.
- مراجعة تقارير الأداء المتعلقة بالمسؤولية الاجتماعية وتقييم مدى تحقيق الأثر المستهدف.

Corporate Social Responsibilities Unit

The CSR Unit is responsible for implementing approved CSR activities and translating the Bank's strategic direction into effective initiatives. Its key responsibilities include:

- Execute the CSR strategy as approved by the Board of Directors and the General Assembly.
- Prepare annual plans for allocating the financial and human resources required for implementing programs and initiatives.
- Coordinate with relevant external stakeholders concerning CSR.

إدارة المسؤولية الاجتماعية

تتولى إدارة المسؤولية الاجتماعية تنفيذ الأنشطة الاجتماعية المعتمدة و العمل على تحويل التوجهات المؤسسية إلى مبادرات فعالة و تشمل مسؤولياتها ما يلي:

- تنفيذ استراتيجية المسؤولية الاجتماعية المعتمدة من قبل مجلس الإدارة والجمعية العامة.
- إعداد الخطط السنوية لتوفير الموارد المالية والبشرية اللازمة لتنفيذ البرامج والمبادرات.
- التنسيق مع الجهات الخارجية ذات العلاقة فيما يتعلق بالمسؤولية الاجتماعية.

- Coordinate with other internal departments involved in CSR programs.
- Communicate the Bank's CSR objectives to employees and promote awareness of the importance of their contribution.
- Design internal awareness campaigns to educate employees about CSR goals and encourage their engagement.
- Coordinate with relevant departments to ensure integration and alignment of CSR programs across the Bank.
- Develop monitoring and evaluation mechanisms to assess the performance of CSR activities.
- Submit an annual comprehensive report to the Board of Directors, detailing performance outcomes and achieved impact.

- التنسيق مع الإدارات الأخرى المشاركة داخل البنك ببرامج المسؤولية الاجتماعية.
- الإفصاح عن أهداف المسؤولية الاجتماعية للموظفين وتعزيز وعيهم بأهمية المشاركة فيها.
- تصميم برامج توعوية موجهة للموظفين للتعريف بأهداف المسؤولية الاجتماعية وتعزيز الوعي والمشاركة الداخلية.
- التنسيق مع الإدارات المعنية داخل البنك لضمان تكامل وتوافق البرامج الاجتماعية.
- تطوير آليات القياس والمتابعة لتقييم أداء أنشطة المسؤولية الاجتماعية.
- إعداد وتقديم تقرير سنوي شامل لمجلس الإدارة يتضمن نتائج الأداء و الأثر المحقق.

المادة (٦): مبادئ السياسة

Article (6): Policy Principles

The Policy is founded on a set of principles that form the basis for all programs and initiatives, as outlined below:

- 1. Compliance with Regulatory Requirements:** The Bank, through its CSR Policy, ensures that all initiatives and practices comply with relevant laws and regulations, mainly issued by the Saudi Central Bank (SAMA) and the Capital

تستند سياسة المسؤولية الاجتماعية إلى مجموعة من المبادئ التي تمثل الأساس الذي تُبنى عليه كافة البرامج وهي كالتالي:

- ١. الامتثال بالمتطلبات التنظيمية:** يحرص البنك العربي الوطني من خلال سياسة المسؤولية الاجتماعية على ضمان توافق جميع المبادرات والممارسات مع الأنظمة واللوائح الصادرة عن الجهات التنظيمية والحكومية، بما في ذلك تعليمات البنك المركزي

Market Authority (CMA). The Bank upholds full compliance with customer rights, ethical standards, and transparency across all of its operations.

In this regard, the Bank is committed to implementing the CSR strategies approved by the Board of Directors. The Bank and all its employees shall adhere to applicable laws, regulations, and agreements, including the Code of Conduct, and internationally recognized charters ratified by the Kingdom of Saudi Arabia.

Through these principles, the Bank reaffirms its dedication to responsible business practices and its role as a financial institution that contributes to sustainable development and societal progress.

2. **Sound Governance and Transparency:**

This Policy reinforces the principles of transparency in presenting policies, procedures, and CSR activities and their impacts. This is achieved through adopting clear governance mechanisms and committing to clear and accurate disclosure of all relevant information, including financial statements and practices approved by the Board of Directors.

The Bank is also committed to implementing sound governance by defining

السعودي (ساما) وهيئة السوق المالية مع الالتزام التام باحترام حقوق العملاء، والمعايير الأخلاقية، والشفافية في كافة تعاملاته.

وفي هذا الإطار، يلتزم البنك بتنفيذ الاستراتيجيات المعتمدة من قبل مجلس الإدارة، كما يلتزم البنك وجميع موظفيه بكافة اللوائح والأنظمة والتعليمات ذات الصلة، بما في ذلك القواعد السلوكية، الاتفاقيات، اللوائح التنفيذية، والمواثيق المعتمدة دولياً التي صادقت عليها المملكة العربية السعودية. ومن خلال هذه المبادئ، يؤكد البنك العربي الوطني التزامه بممارسات الأعمال المسؤولة، ودوره كمؤسسة مالية تسهم بفاعلية في دعم التنمية المستدامة والتقدم المجتمعي.

٢. **الحوكمة الرشيدة والشفافية:** تعزز السياسة مبادئ الشفافية

في عرض السياسات والإجراءات والأنشطة الاجتماعية وآثارها من خلال تبني آليات حوكمة واضحة والالتزام بالإفصاح الواضح والدقيق لكافة المعلومات ذات الصلة، بما في ذلك القوائم المالية والممارسات المعتمدة من قبل مجلس الإدارة.

كما يلتزم البنك بتطبيق آليات حوكمة فعالة من خلال تحديد المسؤوليات وتفويض الصلاحيات ذات العلاقة بمبادرات المسؤولية الاجتماعية، وضمان الرقابة والمساءلة في مختلف مراحل التخطيط والتنفيذ والتقييم.

responsibilities and delegating authorities related to CSR initiatives, and ensuring oversight and accountability

throughout the various stages of planning, implementation, and evaluation.

- 3. Ethical Conduct:** anb affirms its strong commitment to ethical conduct as a fundamental pillar of CSR, by upholding the highest standards of integrity, transparency, and fairness in all its internal and external operations. The behavior of the Bank's employees is guided by a core set of values that include honesty, trustworthiness, integrity, fairness, and inclusiveness, ensuring equitable treatment of all stakeholders and fostering mutual trust with society, clients, and partners alike.
- 4. Respect for Stakeholders' Interest:** The Bank recognizes and respects the requirements and priorities of its stakeholders when formulating and implementing CSR initiatives. It strives to balance diverse perspectives, ensuring the establishment of sustainable relationships built on participation, mutual respect, and shared long-term value creation.

Financial Sustainability: Promoting financial sustainability is a core pillar of the Bank's commitment to Corporate Social Responsibility. The Bank focuses on empowering individuals to build long-term financial stability while also contributing at the societal level to strengthening the financial system as a catalyst

٣. السلوك الاخلاقي: يؤكد البنك التزامه الراسخ بالسلوك الأخلاقي باعتباره أحد الركائز الأساسية للمسؤولية الاجتماعية، من خلال تطبيق أعلى معايير النزاهة والشفافية والعدالة في جميع معاملاته الداخلية والخارجية. ويستند سلوك موظفي البنك إلى منظومة قيم أساسية تشمل الصدق، الأمانة، النزاهة، العدالة، والتكامل، بما يضمن المعاملة العادلة لكافة أصحاب المصلحة، ويعزز الثقة المتبادلة مع المجتمع والعملاء والشركاء على حد سواء.

٤. احترام مصالح أصحاب المصلحة: يقرّ البنك بأهمية متطلبات وأولويات أصحاب المصلحة، ويأخذها بعين الاعتبار عند صياغة وتنفيذ سياساته ومبادراته المجتمعية. ويسعى إلى تحقيق التوازن بين مختلف التوجهات، بما يضمن بناء علاقات مستدامة قائمة على المشاركة والاحترام المتبادل وتحقيق قيمة مشتركة طويلة الأجل.

٥. الاستدامة المالية: يُعد تعزيز الاستدامة المالية ركيزة أساسية في التزام البنك بالمسؤولية الاجتماعية، إذ يركّز على دعم الأفراد في بناء استقرار مالي طويل الأجل، مع الإسهام في الوقت ذاته على المستوى المجتمعي في تعزيز النظام المالي ليكون أداة داعمة للتنمية الاقتصادية والاجتماعية والبيئية المستدامة

for sustainable economic, social, and environmental development.

6. Sponsorship and Support: It includes a wide range of initiatives and events that have a social, educational, economic, health, or environmental impact. This commitment aligns with its dedication to contributing to financial, cultural, and social developmental progress.

Article (7): Policy Details

While Corporate Social Responsibility encompasses a wide range of activities, programs, and initiatives, this policy specifically focuses on the bank's involvement in social activities, including those related to education, health, economic and environmental initiatives, and the empowerment of youth and women.

The policy is built around four core pillars that reflect the Bank's commitment to generating a multidimensional positive impact and reflect its vision for sustainable development:

- 1. Community Development:** Enhancing the quality of life for target groups by supporting community initiatives that aim to improve well-being and drive positive change in their living conditions.
- 2. Thriving Economy Enablement:** Implementing initiatives and programs that promote economic empowerment, strengthen financial stability, and advance sustainable development.

٦. الرعاية والدعم: تشمل مجموعة واسعة من الفعاليات والمبادرات ذات الأثر الاجتماعي، أو التعليمي، أو الاقتصادي، أو الصحي، أو البيئي، وذلك إنسجاماً مع اهتمام البنك والتزامه بالمساهمة في التنمية الاقتصادية والثقافية والتنموية للمجتمع.

المادة (٧): تفاصيل السياسة

في حين تشمل المسؤولية الاجتماعية مجموعة واسعة من الأنشطة والبرامج والمبادرات تركز هذه السياسة تحديداً على مشاركة البنك في الأنشطة المجتمعية بما في ذلك التعليمية، والصحية، وبالإضافة إلى المبادرات الاقتصادية، والبيئية، وتمكين الشباب والمرأة.

وتستند السياسة إلى أربع ركائز أساسية تعكس التزام البنك بتحقيق أثر إيجابي متعدد الأبعاد وتجسد رؤيته للتنمية المستدامة:

- ١. تمكين المجتمع:** تحسين معايير جودة الحياة بالنسبة للفئات المستفيدة عبر دعم المبادرات المجتمعية الهادفة لرفع مستوى الرفاهية وإحداث التغيير الإيجابي لواقعهم المعيشي
- ٢. تحفيز الاقتصاد:** تبني مبادرات وبرامج تسهم في دعم التمكين الاقتصادي وتعزيز الاستقرار المالي وتحقيق التنمية المستدامة

3. **Achieving Environmental Sustainability:** Adopting environmentally friendly operational and social practices. **٣. تحقيق الاستدامة البيئية:** اعتماد ممارسات تشغيلية ومجتمعية صديقة للبيئة.
4. **Empowering Youth and Women:** Enabling the new generations and female talent economically and professionally. **٤. تمكين الشباب والمرأة:** تمكين الأجيال الجديدة والكوادر النسائية اقتصادياً ومهنياً.

المادة (٨): معايير اختيار مبادرات وبرامج المسؤولية الاجتماعية

In line with the Bank's commitment to impactful and sustainable social responsibility, a set of criteria has been established for selecting community initiatives and projects. These criteria are designed to ensure that efforts are directed toward initiatives that are relevant, effective, and aligned with the anb's values and strategic objectives, as outlined below:

في إطار التزام البنك العربي الوطني بالمسؤولية الاجتماعية المؤثرة والمستدامة تم اعتماد مجموعة من المعايير لاختيار المبادرات والمشاريع المجتمعية، لضمان توجيه الجهود نحو المبادرات الملائمة، وفق ما يلي:

1. **Align with the Bank's Strategy:** Reflect the Bank's strategic priorities and ensure efficient use of efforts and resources. **١. المواءمة مع استراتيجية البنك:** أن تكون ضمن أولويات استراتيجية البنك في المسؤولية المجتمعية وضمان الاستخدام الأمثل للجهود والموارد.
2. **Target Specific Segments:** Direct CSR initiatives toward clearly defined target segments tailored to meet their development needs. Priority shall be given to groups that are vulnerable or have the highest potential to generate positive social impact. **٢. استهداف فئات محددة:** ان تكون مبادرات المسؤولية الاجتماعية موجّهة نحو فئات مستهدفة ومحددة بوضوح مع تصميم المبادرات التي تناسب احتياجاتها التنموية، ويُعطى الأولوية للفئات الأكثر احتياجاً أو الأكثر قدرة على إحداث أثر إيجابي في المجتمع.
3. **Ensure transparency in selection and implementation:** Obtaining the Bank's Board of Directors approval on the initiatives to ensure greater transparency and governance. **٣. ضمان الشفافية في الاختيار والتنفيذ:** أن يتم اعتماد المبادرات من قبل مجلس الإدارة لدى البنك لضمان المزيد من الشفافية والحوكمة.

4. Prioritize Sustainable Institutional Partnerships: Favor collaborations with reputable non-profit organizations with a reliable track record and proven impact in implementing social and development initiatives. These partnerships should enhance the reach and effectiveness of CSR efforts, foster opportunities for future collaboration, including support for key clients' engagement, and long-term banking opportunities.

Article (9): Evaluation of CSR Initiatives

The Bank seeks to measure and evaluate the impact of its CSR initiatives and programs on a quarterly basis, to enhance their effectiveness and ensure they deliver sustainable value. The evaluation process is based on a set of principles and criteria designed to confirm alignment of the programs with the Bank's developmental and social priorities, as outlined below:

- 1. Clear Definition of Target Segments:** Assess the clarity in identifying the target group for each initiative and the extent to which the activity's design is tailored to their developmental needs.

Article (10): Reporting and Disclosures

ع. إعطاء الأولوية للشراكات المؤسسية المستدامة : تمنح الأولوية للشراكة مع الجهات غير الربحية ذات السجل الموثوق والأثر المثبت في تنفيذ المبادرات الاجتماعية والتنمية، على أن تسهم هذه الشراكات في توسيع الأثر المجتمعي وتعزيز فرص التعاون المستقبلي، بما في ذلك بناء علاقات استراتيجية مع العملاء الرئيسيين وإتاحة فرص مصرفية جديدة تدعم توجهات البنك طويلة المدى.

المادة (٩): تقييم مبادرات المسؤولية

الاجتماعية

يسعى البنك العربي الوطني إلى قياس وتقييم أثر مبادرات وبرامج المسؤولية الاجتماعية بشكل ربع سنوي، بما يضمن تعزيز فعاليتها وتوجيهها نحو تحقيق قيمة مستدامة. ويستند تقييم المبادرات إلى مجموعة من المبادئ والمعايير التي تضمن توافق البرامج مع أولويات البنك التنموية والمجتمعية، على النحو التالي:

التحديد الواضح للفئات المستهدفة: تقييم مدى وضوح تحديد الفئة المستهدفة في كل مبادرة، ومدى ملاءمة تصميم الأنشطة لاحتياجاتهم التنموية.

المادة (١٠): التقارير والافصاحات

2. Evaluation, measurement, and Governance:

Appraise initiatives in terms of their objectives, implementation timeline, target beneficiaries, financial cost, delivery approach, and monitoring and evaluation mechanisms to ensure sound governance.

3. Impact and Performance Measurement:

Use quantitative and qualitative performance indicators to assess the outcomes achieved against the stated objectives. This also involves monitoring the extent of the initiative's impact on beneficiaries and the wider community.

4. Fostering Effective Partnerships:

Evaluate the extent to which the initiative contributes to building long-term partnerships with nonprofit organizations, government entities, or the private sector. The goal is to maximize impact and expand the initiative's geographic or sectoral reach.

The Bank reports its Corporate Social Responsibilities activities and their impact separately in the annual Sustainability Report, which includes key performance indicators related to inputs, outputs, and achieved outcomes, ensuring transparency.

١. **التقييم والقياس والحوكمة:** تقييم المبادرات من حيث الأهداف، والجدول الزمني للتنفيذ، والفئات المستفيدة، والتكلفة المالية، وآلية التنفيذ، وآليات المتابعة والتقييم، لضمان تطبيق الحوكمة السليمة.

٢. **قياس التأثير والأداء:** تُستخدم مؤشرات أداء كمية ونوعية لتقييم النتائج المحققة مقارنة بالأهداف المعلنة، ورصد مدى تأثير المبادرات على المستفيدين والمجتمع.

٣. **تعزيز الشراكات الفعالة:** يُقاس مدى مساهمة المبادرة في بناء شراكات طويلة الأمد مع منظمات غير ربحية، جهات حكومية أو القطاع الخاص، بهدف تعظيم الأثر، وتوسيع النطاق الجغرافي أو القطاعي للمبادرة.

يقوم البنك بإعداد تقارير مستقلة حول أنشطة المسؤولية الاجتماعية وتأثيرها، وذلك ضمن التقرير السنوي للاستدامة، والذي يتضمن مؤشرات أداء رئيسية تتعلق بالمدخلات والمخرجات والنتائج المحققة، بما يضمن أعلى درجات الشفافية.

البنود من (١٤) الى (١٨)
العقود مع الأطراف ذو العلاقة

**Items from No (14) To No (18)
Related Party Transactions**

المبلغ	المدة	الطرف ذو العلاقة	وصف العقد	طرف العقد	البند
٤٥٦,٦٣٧	سنة	صلاح راشد الراشد	اتفاقية إسناد خدمات مراكز النقد وتوريد وتركيب وصيانة كاميرات مراقبة لجميع فروع ومراكز البنك	شركة أبانا	١٤
٢٥,٩٢٢	سنة	صلاح راشد الراشد	اتفاقية تقديم خدمات عمالية	شركة الخليج للتدريب والتعليم	١٥
١,٥٦٢,٦٠٩	سنة	محمد بن فرج الكنانى	اتفاقية تقديم التعليم والتدريب المالى والمصرفى.	الأكاديمية المالية	١٦
٣٠٠,٠٠٠	سنة	ثامر بن مسفر الوادعى	اتفاقية تقديم خدمات دعم وإدارة الأعمال للمؤسسات	شركة تكامل لخدمات الاعمال	١٧
٩٠,٢٥	سنة	هشام عبد اللطيف الجبر	تجديد لوثائق تأمين لصالح البنك العربى الوطنى	شركة ولاء للتأمين التعاونى	١٨

Item	Party contract	Contract description	The related party	Period	Amount
14	ABANA Company	Money Transport, ATM Replenishment, and CCTV project	Salah Rashid Alrashid	1 Year	456,637
15	Alkhaleej Training and Education Company	labor services	Salah Rashid Alrashid	1 Year	25,922
16	Financial Academy	Providing financial & banking education & training	Mohammed Faraj Al-kenani	1 Year	1,562,609
17	Takamol Business Solutions Company	providing business support & management services for organizations	Thamir bin Misfer Alwadee	1 Year	300,000
18	Walaa Cooperative Insurance Company	relating to renewal of insurance policies	Hesham Abdulltaif Aljabr	1 Year	90,025

<p>14- Voting on contracts and business dealings between the bank and ABANA Company, in which Board Chairman, Mr. Salah Rashid Alrashid, has an indirect interest, Money Transport, ATM Replenishment, and CCTV project of the bank, The total transactions with the bank during the year 2025 amounted to SR 456,637 without conditions or preferential benefits (attached) .</p>	<p>١٤- التصويت على الأعمال والعقود التي تمت بين البنك وشركة أبانا والتي لرئيس مجلس الإدارة الأستاذ/ صلاح راشد الراشد، مصلحة غير مباشرة فيها، وهي عبارة عن مصاريف اتفاقية إسناد خدمات مراكز النقد وتوريد وتركيب وصيانة كاميرات مراقبة لجميع فروع ومراكز البنك، وقد بلغ إجمالي التعاملات مع البنك مبلغ ٤٥٦,٦٣٧ ريال سعودي خلال العام ٢٠٢٥، بدون شروط أو مزايا تفضيلية (مرفق).</p>
<p>15- Voting on contracts and business dealings between the bank and Alkhaleej Training and Education Company, in which Board Chairman, Mr. Salah Rashid Alrashid, has an indirect interest, relating to manpower supply agreement (labor services) executed in the ordinary course of business of the Bank, The total transactions with the bank during the year 2025 amounted to SR 25,922 and without conditions or preferential benefits (attached) .</p>	<p>١٥- التصويت على الأعمال والعقود التي تمت بين البنك وشركة الخليج للتدريب والتعليم والتي لرئيس مجلس الإدارة الأستاذ/ صلاح راشد الراشد، مصلحة غير مباشرة فيها، وهي عبارة عن اتفاقية تقديم خدمات عمالية، وقد بلغ إجمالي التعاملات مع البنك مبلغ ٢٥,٩٢٢ ريال سعودي خلال العام ٢٠٢٥، وبدون شروط أو مزايا تفضيلية (مرفق).</p>
<p>16- Voting on the contracts and business dealing between the bank and The Financial Academy in which the member of the Board of Directors, Mr. Mohammed Faraj Al-kenani, has an indirect interest, which Providing financial & banking education & training, The transactions with the bank during the year 2025 amounted to SR 1,562,609 and without conditions or preferential benefits (attached) .</p>	<p>١٦- التصويت على الأعمال والعقود التي تمت بين البنك والأكاديمية المالية والتي لعضو مجلس الإدارة الأستاذ/ محمد بن فرج الكنانى، مصلحة غير مباشرة فيها، وهي عبارة عن أكاديمية لتقديم التعليم والتدريب المالي والمصرفي، وقد بلغ إجمالي التعاملات مع البنك مبلغ ١,٥٦٢,٦٠٩ ريال سعودي خلال العام ٢٠٢٥، وبدون شروط أو مزايا تفضيلية (مرفق).</p>
<p>17- Voting on the contracts and business dealing between the bank and Takamol Business Solutions Company in which the member of the Board of Directors, Mr. Thamir bin Misfer Alwadee, has an indirect interest, which is providing business support & management services for organizations, The transactions with the bank during the year 2025 amounted to SR 300,000 and without conditions or preferential benefits (attached) .</p>	<p>١٧- التصويت على الأعمال والعقود التي تمت بين البنك وشركة تكامل لخدمات الاعمال والتي لعضو مجلس الإدارة الأستاذ/ ثامر بن مسفر الوادعى، مصلحة غير مباشرة فيها، وهي عبارة عن تقديم خدمات دعم وإدارة الأعمال للمؤسسات، وقد بلغ إجمالي التعاملات مع البنك مبلغ ٣٠٠,٠٠٠ ريال سعودي خلال العام ٢٠٢٥، وبدون شروط أو مزايا تفضيلية (مرفق).</p>
<p>18- Voting on contracts and business dealings between the bank and Walaa Cooperative Insurance Company in which Board Member, Mr. Hesham Abdullaif Aljabr, has an indirect interest being a board member of Walaa Cooperative Insurance Company, relating to renewal of insurance policies for the benefit of ANB national bank, The total transactions with the bank during the year 2025 amounted to SR 90,025 without conditions or preferential benefits (attached) .</p>	<p>١٨- التصويت على الأعمال والعقود التي تمت بين البنك وشركة ولاء للتأمين التعاوني والتي لعضو مجلس الإدارة الأستاذ/ هشام عبد اللطيف الجبر، مصلحة غير مباشرة فيها، بصفته عضو مجلس إدارة شركة ولاء للتأمين التعاوني، وهي عبارة عن تجديد لوائح تأمين لصالح البنك العربي الوطني، وقد بلغ إجمالي التعاملات مع البنك مبلغ ٩٠,٠٢٥ ريال سعودي خلال العام ٢٠٢٥، بدون شروط أو مزايا تفضيلية (مرفق).</p>

INDEPENDENT LIMITED ASSURANCE REPORT

To the shareholders
Arab National Bank
Riyadh, Kingdom of Saudi Arabia

Report on the declaration submitted by the Board of Directors in accordance with Article 71 of the Regulations for Companies requirements

We have carried out a limited assurance engagement in order to state whether anything has come to our attention that causes us to believe that the subject matter detailed below (“Subject Matter”), has not been prepared and presented, in all material respects, in accordance with the applicable criteria (“Applicable Criteria”) below.

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Declaration enclosed in the attached Appendix (“the Declaration”) by the Board of Directors of Arab National Bank (“the Bank”) for the year ended December 31, 2025.

The Declaration states the transactions with related parties where a Board of Directors member has a relationship and confirms whether the member has any interest, whether directly or indirectly, in the transactions or contracts made for the Bank for the year ended December 31, 2025.

Applicable Criteria

The Applicable Criteria with respect to this engagement are the requirements of Article 71 of the Regulations for Companies in the Kingdom of Saudi Arabia.

Those Charged with Governance and Management Responsibility

Those Charged with Governance and management of the Bank are responsible for the preparation and presentation of the Subject Matter in accordance with the Applicable Criteria and are responsible for the selection of methods used in the Applicable Criteria. Further, those charged with governance and management of the Bank, are responsible for establishing and maintaining internal controls relevant to the preparation and presentation of the Subject Matter that is free from material misstatement whether due to fraud or error, selecting and applying appropriate criteria, maintaining adequate records and making estimates that are reasonable in the circumstances.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Subject Matter based on our limited assurance engagement conducted in accordance with the International Standard on Assurance Engagements (ISAE) 3000 “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” endorsed in the Kingdom of Saudi Arabia and the terms of engagement as agreed with the Bank’s management.

Our procedures were designed to obtain a limited level of assurance on which to base our conclusion, and, as such, do not provide all of the evidence that would be required to provide a reasonable level of assurance. The procedures performed depend on our judgement including the risk of material misstatement of the Subject Matter, whether due to fraud or error. While we considered the effectiveness of management’s internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls.

Independence and Quality Controls

We are independent of the Bank in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia (“the Code”), that is relevant to our assurance engagement, and we have fulfilled our other ethical responsibilities in accordance with that Code.

Our firm applies International Standard on Quality Management (ISQM) 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Procedures

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Our procedures included, but were not limited to:

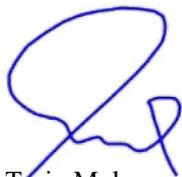
- Obtained the Board of Directors notification letter to the General Assembly (“the Declaration”) for the year ended December 31, 2025; and
- Compared the transactions included within the Declaration with the underlying supporting information of note 36 from the notes to the Bank’s audited consolidated financial statements for the year ended December 31, 2025.

Limited Assurance Conclusion

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Declaration has not been prepared, in all material respects, in accordance with the requirements of Article 71 of the Regulations for Companies in the Kingdom of Saudi Arabia.

Restriction of Use of Our Report

Our report is prepared upon the request of the management of the Bank to be presented in the Bank’s General Assembly meeting in order for the Bank to comply with the requirements of Article 71 of the Regulations of Companies in the Kingdom of Saudi Arabia and should not be used for any other purposes.

**Deloitte and Touche & Co.
Chartered Accountants**

Tariq Mohammad Alfattani
License No. 446
Ramadan 9, 1447H
February 26, 2026



18 February, 2026

Board of Directors Notification Letter to the General Assembly

Dear/ Shareholders of Arab National Bank

With reference to Article (71) the Companies Law issued by the Royal Decree No. M/132 dated 01/12/1443H, which stipulates that the Board member shall, as soon as he becomes aware of any direct or indirect interest he may have in company transactions or contracts. Such disclosure shall be recorded in the minutes of the board meeting. Said member may not vote on a decision by the Board and the general assembly's relating to such transactions and contracts. The Board shall notify the general assembly, when it convenes, of the transactions and contracts in which such board member has direct or indirect interest; the notice shall be accompanied with a special report prepared by the company auditor in accordance with auditing standards approved in the Kingdom.

In the opinion of the Management and the Board of Directors that transactions with the related parties and their entities are performed at arm's length basis, the related party transactions are governed by limits set by the Banking Control Law and regulations issued by the Saudi Central Bank.

We would like to inform you of the transactions and contracts where the Board of Directors of Arab National Bank have a direct or indirect interest for viewing or for seeking approval from the general assembly as follows:

- 1- Voting on contracts and business dealings between the bank and ABANA Company, in which Board Chairman, Mr. Salah Rashid Alrashid, has an indirect interest, Money Transport, ATM Replenishment, and CCTV project of the bank, The total transactions with the bank during the year 2025 amounted to SR 456,637, without conditions or preferential benefits.
- 2- Voting on contracts and business dealings between the bank and Alkhaleej Training and Education Company, in which Board Chairman, Mr. Salah Rashid Alrashid, has an indirect interest, relating to manpower supply agreement (labor services) executed in the ordinary course of business of the Bank, The total transactions with the bank during the year 2025 amounted to SR 25,922, and without conditions or preferential benefits.



- 3- Voting on the contracts and business dealing between the bank and The Financial Academy in which the member of the Board of Directors, Mr. Mohammed Faraj Al-kenani, has an indirect interest, which Providing financial & banking education & training, The transactions with the bank during the year 2025 amounted to SR 1,562,609, and without conditions or preferential benefits.
- 4- Voting on the contracts and business dealing between the bank and Takamol Business Solutions Company in which the member of the Board of Directors, Mr. Thamir bin Misfer Alwadee, has an indirect interest, which is providing business support & management services for organizations, The transactions with the bank during the year 2025 amounted to SR 300,000, and without conditions or preferential benefits.
- 5- Voting on contracts and business dealings between the bank and Walaa Cooperative Insurance Company in which Board Member, Mr. Hesham Abdulltaif Aljabr, has an indirect interest being a board member of Walaa Cooperative Insurance Company, relating to renewal of insurance policies for the benefit of ANB national bank, The total transactions with the bank during the year 2025 amounted to SR 90,025, without conditions or preferential benefits.

Please accept our sincere gratitude and appreciation,

Board Directors of Arab National Bank



Salah alrashed
(Board Chairman)



Fahad Alsalem
(Corporate Secretary)