



البنك السعودي للاستثمار
The Saudi Investment Bank



البنك السعودي للاستثمار
The Saudi Investment Bank

Saudi Investment Bank Extraordinary General Assembly Meeting Agenda 01/02/2022

Saudi Investment Bank Extraordinary General Assembly Meeting Agenda 01/02/2022:

1. To vote on electing the Board members from the list of candidates, for a new term of three years starting from February 14, 2022 to February 13, 2025 (CVs of the candidates are attached). It should be noted that if the voting results do not enable the Bank to appoint the minimum number of independent members in the Board according to the regulatory requirements, non-independent members will be replaced by independent members according to the number of votes they receive.
2. To vote on the formation of the Audit Committee for a new term of three years starting from February 14, 2022 to February 13, 2025 and its responsibilities, working controls and the remuneration of its members. The candidates are (CVs attached):
 - Mr. Mohammed Khamis Bamaga
 - Mr. Fayez Sayed Belal
 - Mr. Alma Saeed AlMoter
 - Mr. Bader Abdullah AlMazroua
3. To vote on the Social Responsibility Policy. (attached)
4. To vote on the amended Audit Committee Charter. (attached)
5. To vote on the amended Board Membership Selection Criteria Policy. (attached)
6. To vote on the Standards of Competing with The Saudi Investment Bank. (attached)
7. To vote on the Board's recommendations to distribute dividends amounting to (SAR 525,000,000) to shareholders for the financial



year of 2021G, in the amount of SAR 0.70 per share which represents 7% of the shares nominal value. Provided that the eligibility is for shareholders who own shares at the end of the day in which the Bank's General Assembly is convened and who are registered in the Bank's records at the Securities Depository Center Company (Edaa) at the end of the second trading day following the date of the General Assembly.

8. To vote on the Board of Directors' recommendation to increase the Bank's capital through granting bonus shares (1 share for every 3 shares) as follows:
 - Total amount of increase: SAR 2,500MM
 - Capital before increase is SAR 7,500MM, while Capital after increase will be SAR 10,000MM representing an Increase percentage of 33.33%.
 - Number of shares before increase is 750,000,000, while Number of shares after increase will be 1,000,000,000.
 - This recommendation aims to support the Bank's capital base which will increase the growth percentages and meet the future increases in the Bank's activities.
 - The capital increase will be through capitalization of SAR 2,500,000,000 from the Statutory Reserve.
 - In case of fractions, the fractions will be grouped into a single portfolio for all shareholders and sold at market price, and then distributed to the shareholders entitled to the grant each according to their share within 30 days of the date of the determination of the shares due to each shareholder.
 - Eligibility of the Bonus shares will be for the shareholders registered in the Bank's shareholders' register with the Securities Depository Center Company (Edaa) by the end of the second trading day following the date of the Extraordinary General Assembly meeting. The cash dividend announced shall not accrue to the bonus shares.
 - Amending (Article No.7) of the Bank's bylaws relating to capital (attached



البنك السعودي للاستثمار
The Saudi Investment Bank



البنك السعودي للاستثمار
The Saudi Investment Bank

CV's of Board Membership Candidates (First item)



البنك السعودي للاستثمار
The Saudi Investment Bank

1. Mr. Abdallah Saleh Al-Dosari

A) Personal information of the Nominated Member

| | |
|---------------|---------------------------------|
| Full Name | Abdallah Saleh Jum'ah Al-Dosari |
| Nationality | Saudi |
| Date of Birth | 01/07/1360 |

B) Academic Qualifications of the Nominated Member

| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
|-----|--------------------|-------------------------|--------------------------------------|------------------------------------|
| 1 | Bachelor | Political Science | 1968 | American University, Beirut |
| 2 | Management Program | Business Administration | 1976 | Harvard University, Cambridge, USA |

C) Experiences of the Nominated Member

| Period | Experience |
|-------------|---|
| 1994 - 2008 | President and Chief Executive Officer - Saudi Aramco |
| 1992 - 1994 | Executive Vice President for International Affairs - Saudi Aramco |
| 1991 - 1992 | Senior Vice President for International Affairs - Saudi Aramco |
| 1988 - 1991 | Senior Vice President for Industrial Relations - Saudi Aramco |
| 1983 - 1988 | Vice President for Human Resources - Saudi Aramco |
| 1977 - 1983 | Director of the Electrical Networks Department- Saudi Aramco |
| 1972 - 1977 | Head of the Publication Department in the Public Relations Department- Saudi Aramco |
| 1968 - 1972 | Government Affairs Department - Saudi Aramco |

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

| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
|-----|---------------------------|---------------|-----------------|--------------------------|---|---------------------------|
| 1 | The Saudi Investment Bank | Bank | Non-executive | in personal capacity | - | Joint Listed company |
| 2 | Hasana Investment Company | Investment | independent | in personal capacity | - | Closed joint company |
| 3 | Zamil Industrial | Materials | independent | in personal capacity | Nomination and Remuneration Committee | Joint Listed company |
| 4 | Ma'aden | Materials | independent | in personal capacity | Nomination and Remuneration Committee/ Sustainability and Safety Committee | Joint Listed company |



البنك السعودي للاستثمار
The Saudi Investment Bank

2. Mr. Abdulaziz Abdurrahman Al-khamis

A) Personal information of the Nominated Member

| | |
|----------------------|--|
| Full Name | Abdulaziz Abdurrahman Brahim Al-khamis |
| Nationality | Saudi |
| Date of Birth | 01/07/1378 |

B) Academic Qualifications of the Nominated Member

| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
|-----|----------------|----------------|--------------------------------------|---------------------------------------|
| 1 | Bachelor | Economics | 1985 | North-eastern University, Boston, USA |

C) Experiences of the Nominated Member

| Period | Experience |
|-------------|--|
| 2017 – 2020 | Investment Advisor, Alra'idah Investment Co. |
| 2013 – 2017 | Vice governor for investment - Public Pension Agency |
| 2006 – 2013 | Director General for Financial Investment - Public Pension Agency |
| 1985 - 2006 | Fixed Income Chief Dealer, Investment Management Department - Saudi Central Bank |

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

| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
|-----|---------------------------------------|---------------|-----------------|--------------------------|--|---------------------------|
| 1 | The Saudi Investment Bank | Bank | Non-executive | In person | Executive / Nomination and Remuneration Committees | Listed company |
| 2 | Tawuniya Insurance Company | Insurance | Non-executive | In person | Investment committee | Listed company |
| 3 | Tabuk Cement Co | Materials | Independent | In person | Executive/Governance Committees | Listed company |
| 4 | The United Insurance Company, Bahrain | Insurance | - | In person | - | Joint closed company |



البنك السعودي للاستثمار
The Saudi Investment Bank

3. Mr. Abdulrahman Mohammed Al-Rawaf

| A) Personal information of the Nominated Member | |
|---|---|
| Full Name | Abdulrahman Mohammed Abdulrahman Al-Rawaf |
| Nationality | Saudi |
| Date of Birth | 17/10/1967 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|-----------------------|--------------------------------------|-----------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Master | Public Administration | 1995 | University of Southern California |
| 2 | Bachelor | Science | 1993 | Arkansas State University |

| C) Experiences of the Nominated Member | |
|--|---|
| Period | Experience |
| 2016 – 2021 | General Manager of Deposit and Bond Management - Hasana Investment Company |
| 2014 – 2016 | General Manager of International Markets - Hasana Investment Company |
| 2003 – 2014 | Director of Investment Portfolio Management - General Organization for Social Insurance |
| 1996 - 2003 | Financial Analyst in the General Administration of Investment - General Organization for Social Insurance |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|---------------------------|---------------|-----------------|--------------------------|--|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | The Saudi Investment Bank | Bank | Non-executive | Representative of GOSI | Executive / Nomination and Remuneration Committees | Listed company |



البنك السعودي للاستثمار
The Saudi Investment Bank

4. Mr. Mohammad Abdullah Al-Ali

| A) Personal information of the Nominated Member | |
|---|--------------------------------|
| Full Name | Mohammad Abdullah Ahmed Al-Ali |
| Nationality | Saudi |
| Date of Birth | 01/07/1372 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|-------------------------|--------------------------------------|----------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Master | Business Administration | 1984 | University of Denver |
| 2 | Bachelor | Accounting | 1980 | University of Texas Arlington |

| C) Experiences of the Nominated Member | |
|--|---|
| Period | Experience |
| 2011 - 2014 | Senior Vice President of Finance - Saudi Aramco |
| 2004 - 2010 | Financial Controller - Saudi Aramco |
| 2000 - 2003 | Chief Internal Auditor - Saudi Aramco |
| 1992 - 1999 | Director of Financial Department and Director of International Accounting and Financial Reporting- Saudi Aramco |
| 1971 - 1992 | International Accounts Analyst - International Sales & Accounts Director - Saudi Aramco |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|--|---------------|-----------------|--------------------------|--------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | The Saudi Investment Bank | Bank | Independent | In person | Audit / Risk Committees | Listed company |
| 2 | Saudi Energy Efficiency Services Company | Energy | Independent | In person | Audit Committee | Non-listed company |



البنك السعودي للاستثمار
The Saudi Investment Bank

5. Mr. Mohammed Khamis Bamaga

| A) Personal information of the Nominated Member | |
|---|----------------------------|
| Full Name | Mohammed Khamis Ali Bamaga |
| Nationality | Saudi |
| Date of Birth | 14/12/1396 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|--------------------------------|--------------------------------------|---|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Bachelor | Management Information Systems | 1999 | King Fahad University for Petroleum and Minerals, Saudi Arabia. |

| C) Experiences of the Nominated Member | |
|--|--|
| Period | Experience |
| 2018 – now | Chief Executive Officer, Information technology - Saudi Airlines |
| 2016 – 2018 | Director of Information Technology – Sadara Co |
| 2013 - 2016 | Managing Director - Accenture Middle East |
| 2001 - 2013 | Regional General Manger of Information Technology–SABIC. |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|---------------------------|---------------------------|-----------------|--------------------------|--------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | SAFCSP | cyber security | Independent | In person | - | - |
| 2 | Al- Qaryan Company | Construction of buildings | Independent | In person | Audit Committee Chairman | Non-listed Company |
| 3 | The Saudi Investment Bank | Bank | Independent | In person | Audit / Risk Committees | Listed company |



البنك السعودي للاستثمار
The Saudi Investment Bank

6. Mr. Yasser Mohmmed Algarallah

| A) Personal information of the Nominated Member | |
|---|----------------------------------|
| Full Name | Yasser Mohmmed Nasser Algarallah |
| Nationality | Saudi |
| Date of Birth | 07/12/1401 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|----------------|--------------------------------------|--|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Master | Economics | 2005 | University of Southern California. USA |
| 2 | Bachelor | Economics | 2004 | University of Southern California. USA |

| C) Experiences of the Nominated Member | |
|--|--|
| Period | Experience |
| 17 Years | Business management, investment management, hospitals, banks, insurances, funds of fund, corporate boards under the supervision of FSA UK & Central Bank Bahrain & ADX |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|----------------------------------|-------------------------------------|-----------------|--------------------------|-----------------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | The Saudi Investment Bank | Bank | Independent | In Personal | Governance/ Risk Committees | Listed Company |
| 2 | Inma medical services llc – KSA | Hospital management and maintenance | Non- Executive | In Personal | Investment Committee | Non- Listed Company |
| 3 | Tharwa Escan Investments llc UAE | Real Estate Development | Non- Executive | In Personal | Investment Committee | Non- Listed Company |

7. Mr. Mohammed Abdulmohsen Algrenees

| A) Personal information of the Nominated Member | |
|---|--------------------------------------|
| Full Name | Mohammed Abdulmohsen Mousa Algrenees |
| Nationality | Saudi |
| Date of Birth | 03/05/1975 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|--|----------------------|--------------------------------------|---------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Bachelor | Chemical Engineering | 1999 | Kuwait University, Kuwait |
| 2 | The General Securities Qualification Certificate (CME-1) | Investment | 2008 | Capital Market Authority-KSA |

| C) Experiences of the Nominated Member | |
|--|--|
| Period | Experience |
| 2017 – 2021 | Head of Local Equity and Fixed income -Alraidah Investment Co. |
| 2015 - 2017 | Investment Portfolio Manager - Jadwa investment company |
| 2008 - 2015 | Head of Local Shares division - AlAhli capital company |
| 2003 - 2008 | Investment Portfolio Manager - HSBC, Saudi Arabia |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|-------------------------------|---------------|-----------------|--------------------------|-----------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | The Saudi Investment Bank | Bank | Non-executive | Representative of GOSI | Executive / Risk Committees | Listed company |
| 2 | Taiba Investment Company | Real Estate | Non-executive | Representative of GOSI | Executive / Risk Committees | Listed company |
| 3 | FUND EQUITY SAUDI FREESTYLE D | Equity Fund | Independent | - | - | Equity Fund |



البنك السعودي للاستثمار
The Saudi Investment Bank

8. Mr. Abdullah Sulaiman Al-Zaben

| A) Personal information of the Nominated Member | |
|---|----------------------------|
| Full Name | Abdullah Sulaiman Al-Zaben |
| Nationality | Saudi |
| Date of Birth | 25/07/1959 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|----------------|--------------------------------------|---------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Master | Finance | 1987 | University of Alabama, USA |
| 2 | Bachelor | Economic | 1401 H | King Saud University |

| C) Experiences of the Nominated Member | |
|--|--|
| Period | Experience |
| 1997 - Now | Financial Recourses Director - Sultan bin Abdulaziz AL-SAUD Foundation |
| 1992 – 1997 | Project Manager - The Arab Investment Company |
| 1982 – 1992 | Expert Assistant - Economic Researcher - Saudi Development Fund |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|-----------------------------|---------------------|-----------------|--------------------------------|--------------------------|----------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | Al-Istithmar Capital (ICAP) | Financial Brokerage | Independent | representative of legal person | | Closed Joint-Stock Company |

9. Mr. Mohammed Saleh Alkhalil

| A) Personal information of the Nominated Member | |
|---|-------------------------|
| Full Name | Mohammed Saleh Alkhalil |
| Nationality | Saudi |
| Date of Birth | 17/11/1963 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|------------------------------|--------------------------------------|---------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Master | Business Administration | 1990 | Colorado University, , USA |
| 2 | Bachelor | Computer Science Engineering | 1985 | King Fahad University |

| C) Experiences of the Nominated Member | |
|--|--|
| Period | Experience |
| 1993-2021 | Board Member & chairman in several companies working in real states, investment, truism, charity and social community. |
| 2015-2021 | Board Chairman of SEERA holding company & chairman of Alujain holding company |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|--|--|-----------------|--------------------------|-------------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | SEERA holding company | Travel & tourism industries | Independent | In person | Member in executive committee | Listed company |
| 2 | Alujain holding company | Petrochemical, mining & steel Industries | Non-executive | In person | - | Listed company |
| 3 | FAD investment and development company | Real estate industry | Executive | In person | - | LLC |
| 4 | Akwaan real estate company | Real estate industry | Non-executive | In person | - | Closed joint company |



البنك السعودي للاستثمار
The Saudi Investment Bank

| | | | | | | |
|----|--|--------------------------|---------------|-----------|---|----------------------|
| 5 | Arkan Steel Company | Iron Industry | Non-executive | In person | - | LLC |
| 6 | Cementra | Cement Industry | Independent | In person | - | Closed joint company |
| 7 | Kanolli company | Food industry | Non-executive | In person | - | LLC |
| 8 | Tatweer buildings company | Real estate industry | Non-executive | In person | - | LLC |
| 9 | Almkan address for investing & developing in real estate company | Real estate industry | Non-executive | In person | - | LLC |
| 10 | Elite hospital company | Medical services | Independent | In person | - | Closed joint company |
| 11 | Unizan investment company | Real states industry | Independent | In person | - | Closed joint company |
| 12 | Unizan charitable company | Real states industry | Non-executive | In person | - | Closed joint company |
| 13 | United real estate company | Real states industry | Non-executive | In person | - | LLC |
| 14 | Al Widyan Real Estate Company | Real states industry | Independent | In person | - | Closed joint company |
| 15 | Roa'a Al-Madina Holding Company | - | Non-executive | In person | - | Closed joint company |
| 16 | National Petrochemical Industries Company | Petrochemical Industries | Non-executive | In person | - | Joint company |
| 17 | Al-Maqar Development Company | Real states industry | Independent | In person | - | Joint company |



البنك السعودي للاستثمار
The Saudi Investment Bank

10. Mr. Hamad Abdulaziz AlMashary

| A) Personal information of the Nominated Member .11 | |
|---|---------------------------|
| Full Name | Hamad Abdulaziz AlMashary |
| Nationality | Saudi |
| Date of Birth | 28/01/1978 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|---|--------------------------------------|---------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Master | Financial Management (Specialization in Risk Management and Insurance) | 2006 | University of Illinois |
| 2 | Master | Economic | 2005 | University of Illinois |
| 3 | Bachelor | Economic | 2000 | King Saud University |

| C) Experiences of the Nominated Member | |
|--|---|
| Period | Experience |
| 7/2019 – 10/2021 | Allianz Saudi Fransi for Cooperative Insurance – Deputy Chief Executive Officer |
| 5/2018 – 6/2019 | Alamiya for Cooperative Insurance - Chief Risk Officer |
| 3/2017 – 4/2018 | Saudi Central Bank - Risk Management and Insurance – Expert |
| 4/2016 – 3/2017 | Saudi Central Bank – Director of the Insurance Companies Policies Department |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|--------------|---------------|-----------------|--------------------------|--------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | - | - | - | - | - | - |

11. Dr. Abdullah Saghaier Alshehri

| A) Personal information of the Nominated Member | |
|---|----------------------------|
| Full Name | Abdullah Saghaier Alshehri |
| Nationality | Saudi |
| Date of Birth | 21/6/1966 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|-----------------------------------|--------------------------------------|---------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | PhD | Financial Accounting and Auditing | 2005 | Kent University |
| 2 | Master's | Science in Accounting | 1997 | King Saud University |
| 3 | Bachelor | Accounting | 1990 | King Abdulaziz University |

| C) Experiences of the Nominated Member | |
|--|--|
| Period | Experience |
| 2010 - Present | Professor of Accounting and Auditing - Dean in Prince Sultan University - Riyadh |
| 2005 - 2010 | Financial Management – Human Resources Management |
| 2000 - 2005 | Financial and Management Consulting – Zakat and Taxes |
| 1990 - 2000 | Accounting and Auditing |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|--|-------------------------------|-----------------|--------------------------|--------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | Allianz Saudi fransi cooperative insurance | Insurance | Independent | On his behalf | Audit / Nominations | Listed company |
| 2 | Alkhaleej Training and Education | Training and Education | Independent | On his behalf | Audit / Governance | Listed company |
| 3 | Al-Babtain for Energy and Telecommunications | Energy and Telecommunications | Independent | On his behalf | Audit / Nominations | Listed company |



البنك السعودي للاستثمار
The Saudi Investment Bank

12. Mr. Mohammed Abdullah Alsmari

| A) Personal information of the Nominated Member | |
|---|---------------------------|
| Full Name | Mohammed Abdullah Alsmari |
| Nationality | Saudi |
| Date of Birth | 1398/06/29 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|---|-----------------------|--------------------------------------|--|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Bachelor | Accounting | 2003 | King Fahad University for Petroleum & Minerals (KFUPM) |
| 2 | Certified Business Strategic Auditor | Business Strategic | 2020 | LSBF |
| 3 | Certified Strategy Analysis and Planning Expert | Business Strategic | 2020 | LSBF |
| 4 | CRBA | Risk Based Audit | 2014 | IABFM |
| 5 | CORP | Risk | 2012 | IABFM |
| 6 | CIA | Audit | 2012 | The IIA |
| 7 | CME -1 | - | 2011 | Financial academy |
| 8 | CAMS | Anti-Money laundering | 2009 | USA, ACAMS |



البنك السعودي للاستثمار
The Saudi Investment Bank

| C) Experiences of the Nominated Member | |
|---|--|
| Period | Experience |
| 2021-2017 | ALKHAIR CAPITAL, Senior Advisor to MD & CEO |
| 2016-2015 | Ministry of Defense (MOD) Transformation Program, Senior Finance Advisor |
| 2015-2015 | ALKHAIR CAPITAL, Senior Advisor to CEO |
| 2015-2013 | Self-employed, licensed as a financial advisor from MOC |
| 2013-2011 | Arab National Bank (ANB), AGM, Compliance, ANBI Compliance Committee Chairman and member in several committees |
| 2011-2010 | Al Faisaliah Group (AFG), Compliance & Corporate Governance Audit Manager |
| 2010-2007 | Samba Financial Group (SFG) |
| 2007-2004 | Capital Market Authority (CMA). Authorization Officer |
| 2004-2003 | Deloitte, External Auditor |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|---|-------------------------------------|-------------------------|------------------------|---------------------------------|-----------------------------------|----------------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | Saudi Real-Estate Refinance Company | Real estate | Independent | In person | Compliance audit committee member | Joint closed company |
| 2 | Tamkeen Technologies | Technology development | Independent | In person | Compliance audit committee member | LLC |
| 3 | Golf Saudi Company | Sport and entertainment | Independent | In person | Compliance audit committee member | LLC |



البنك السعودي للاستثمار
The Saudi Investment Bank

13. Mr. Fahad Abdullah Alhoymany

| A) Personal information of the Nominated Member | |
|---|--------------------------|
| Full Name | Fahad Abdullah Alhoymany |
| Nationality | Saudi |
| Date of Birth | 1/7/1379 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|--------------------------------------|--------------------------------------|---------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | PhD | Computer Science (Network) | 1997 | University of Pittsburgh - USA |
| 2 | Master's | Computer Science (Software Engineer) | 1996 | University of Pittsburgh - USA |
| 3 | Master's | Business Administration | 1992 | University of Dayton - USA |
| 4 | Bachelor | Computer Science | 1985 | University of Cincinnati - USA |

| C) Experiences of the Nominated Member | |
|--|--|
| Period | Experience |
| 2017 - Now | Founder & CEO - Epap Marketing Company |
| 2004-2018 | IT Consultant and Director of the National Center for Digital Certification – Ministry of Communications and Communications Commission |
| 2000-2001 | Acting CEO – Zajoul Telecommunications Company |
| 1985-2000 | Systems Analyst and Head of Internet Services Unit - King Abdulaziz City for Science and Technology |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|--------------|---------------|-----------------|--------------------------|--------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | - | - | - | - | - | - |

14. Mr. Mater Saud Alenazy

| A) Personal information of the Nominated Member | |
|---|--------------------|
| Full Name | Mater Saud Alenazy |
| Nationality | Saudi |
| Date of Birth | 01/07/1981 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|-------------------|--|--------------------------------------|---|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Bachelor | Business Administration – Accounting | 2004 | King Saud University |
| 2 | Executive Master | Business Administration | 2018 | King Fahad University of Petroleum & Minerals |
| 3 | Executive Program | Corporate Finance and portfolio management program | 2011 | London of Business School |

| C) Experiences of the Nominated Member | |
|--|--|
| Period | Experience |
| 2019 - Present | CFO – Saudi Arabian Military Industries |
| 2015 - 2019 | CFO (KSA) – ACWA Power |
| 2014 - 2015 | CFO - General Authority of Investment |
| 2006 - 2014 | Accountant, manager of financial accountancy, financial controller, treasurer - Maaden |
| 2005 - 2006 | Analyst - SABIC |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|---|---------------------|-----------------------------------|---------------------------|--------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | Aircraft Accessories and Components Company | Military industrial | Non-executive-Board vice chairman | On behalf of legal entity | | LTD |
| 2 | SAMI Navantia Naval Industries | Military industrial | Non-executive | On behalf of legal entity | | LTD |
| 3 | SAMI SMA defense systems | Military industrial | Non-executive | On behalf of legal entity | | LTD |



البنك السعودي للاستثمار
The Saudi Investment Bank

15. Mr. Khaled Salem AlRowais

A) Personal information of the Nominated Member

| | |
|----------------------|-----------------------|
| Full Name | Khaled Salem AlRowais |
| Nationality | Saudi |
| Date of Birth | 01/07/1382 |

B) Academic Qualifications of the Nominated Member

| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
|-----|----------------|----------------|--------------------------------------|--|
| 1 | Bachelor | Accounting | 1984 | King Saud University |
| 2 | CPA | Accounting | 1990 | Colorado society of CPAs – United States |

C) Experiences of the Nominated Member

| Period | Experience |
|-------------|--|
| 2019 – 2020 | Senior Executive Advisor – MA'ADEN |
| 2016 -2018 | Vice President Phosphate - MA'ADEN |
| 2011 – 2016 | Vice President, Finance and CFO - MA'ADEN |
| 2008 – 2011 | Executive Director, Strategy and Planning - MA'ADEN |
| 2002 – 2008 | Treasurer - MA'ADEN |
| 1996 – 2002 | Director of Project, Corporate Finance - SABIC |
| 1984 - 1995 | Division Head, Banking Control Department – Saudi Central Bank |

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

| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
|-----|---------------------------------------|--|-----------------|--------------------------|---------------------------------------|---------------------------|
| 1 | Hassana Investment Company | Investment | Non-Executive | of legal person | Audit Committee | Closed Joint Stock |
| 2 | Middle East Paper Company (MEPCO) | Basic Martials | Independent | of legal person | Audit Committee / Strategic Committee | Listed Joint Stock |
| 3 | National Petrochemical Company | Basic Martials | - | - | Audit Committee | Listed Joint Stock |
| 4 | The Saudi Company for Mining Services | Mining | Independent | of legal person | Executive Committee | Closed Joint Stock |
| 5 | Saudi Electricity Company | Utilities | - | - | Audit Committee | Listed Joint Stock |
| 6 | Arabia Insurance Cooperative Comapny | Insurance | - | - | Audit Committee | Listed Joint Stock |
| 7 | TAQA Company | Petroleum and metallurgical industries | - | - | Audit Committee | Closed Joint Stock |



البنك السعودي للاستثمار
The Saudi Investment Bank

16. Mr. Faisal Raja Jaiz Alhajri

| A) Personal information of the Nominated Member | |
|---|--------------------------|
| Full Name | Faisal Raja Jaiz Alhajri |
| Nationality | Saudi |
| Date of Birth | 1/7/1379 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|-------------------------------|--------------------------------------|---------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Bachelor | Management Information System | 1987 | Arizona State University - USA |

| C) Experiences of the Nominated Member | |
|--|---|
| Period | Experience |
| 2001 - 2007 | Head of Training Unit in Petroleum Engineering at Aramco |
| 1996 – 2001 | Head of Contracting Unit in Petroleum Engineering at Aramco |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|--------------|---------------|-----------------|--------------------------|--------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | - | - | - | - | - | - |



البنك السعودي للاستثمار
The Saudi Investment Bank



البنك السعودي للاستثمار
The Saudi Investment Bank

**CV's of Audit Committee Membership
Candidates
(Second item)**

1. Mr. Mohammed Khamis Bamaga

| A) Personal information of the Nominated Member | |
|---|----------------------------|
| Full Name | Mohammed Khamis Ali Bamaga |
| Nationality | Saudi |
| Date of Birth | 14/12/1396 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|--------------------------------|--------------------------------------|---|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Bachelor | Management Information Systems | 1999 | King Fahad University for Petroleum and Minerals, Saudi Arabia. |

| C) Experiences of the Nominated Member | |
|--|--|
| Period | Experience |
| 2018 – now | Chief Executive Officer, Information technology - Saudi Airlines |
| 2016 – 2018 | Director of Information Technology – Sadara Co |
| 2013 - 2016 | Managing Director - Accenture Middle East |
| 2001 - 2013 | Regional General Manger of Information Technology–SABIC. |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|---------------------------|---------------------------|-----------------|--------------------------|--------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | SAFCSP | cyber security | Independent | In person | - | - |
| 2 | Al- Qaryan Company | Construction of buildings | Independent | In person | Audit Committee Chairman | Non-listed Company |
| 3 | The Saudi Investment Bank | Bank | Independent | In person | Audit / Risk Committees | Listed company |



البنك السعودي للاستثمار
The Saudi Investment Bank

2. Mr. Fayez Sayed Hassan Belal

| A) Personal information of the Nominated Member | |
|---|--------------------------|
| Full Name | Fayez Sayed Hassan Belal |
| Nationality | Saudi |
| Date of Birth | 23/07/1377 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|----------------|----------------|--------------------------------------|---------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Bachelor | Accountant | 1980 | King Abdulaziz university |

| C) Experiences of the Nominated Member | |
|--|---|
| Period | Experience |
| 2018 – 2021 | Director finance & accounting – petrorabigh |
| 2016 - 2018 | CFO- Saudi Aramco |
| 2013 - 2016 | Treasurer – Saudi Aramco |
| 2008 – 2013 | CFO – petorabigh |
| 2006 - 2008 | Sr. consultation – finance – Saudi Aramco |
| 2004 - 2006 | Finance representative – central & western regional admin area – Saudi Aramco |
| 1980 - 2004 | Various professional posts – Saudi Aramco |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|--------------|---------------|-----------------|--------------------------|--------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | SAIB | Bank | Independent | In person | Audit Committee | Listed company |



البنك السعودي للاستثمار
The Saudi Investment Bank

3. Mr. Alma Saeed AlMoter

| A) Personal information of the Nominated Member | |
|---|--------------------|
| Full Name | Alma Saeed AlMoter |
| Nationality | Saudi |
| Date of Birth | 1973-8-12 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|--------------------|-------------------------|--------------------------------------|-----------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Master of commerce | Professional accounting | 2007 | Griffith university QLD Australia |
| 2 | Bachelor's | Accounting | 1994 | King Abdul-Aziz University |
| 3 | CRMA | Risk | 2021 | The IIA |
| 4 | CFE | Financial | 2021 | The ACEF |
| 5 | CIA | Audit | 2020 | The IIA |

| C) Experiences of the Nominated Member | |
|--|--|
| Period | Experience |
| Feb 2020 - Now | Chief Audit Executive, VP -Solutions |
| Mar 2018 - Feb 2020 | Corporate and business Audit GM – STC |
| Apr 2017 – Mar 2018 | Investment and operations Audit GM – STC |
| Mar 2018 - Mar 2017 | Investment and special Assignment Audit Director - STC |
| Oct 2011 - Mar 2015 | Process transformation and sustainability senior manager – (NWC) |
| Oct 2011 - Mar 2015 | Quality & Compliance senior manager , business excellence executive department – (NWC) |
| Nov 1995 – Oct 2011 | Financial controller and supervisor ,performance Auditing Dept – (GAB) |
| Nov 1995 – Oct 2011 | Performance Auditor ,performance Auditing Dept – (GAB) |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|----------------|---------------|-----------------|--------------------------|--------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | Samama Holding | Services | Independent | Personal | Audit Committee | Shareholding |

4. Mr. Bader Abdullah Al-Mazroua

| A) Personal information of the Nominated Member | |
|---|--------------------------------|
| Full Name | Bader Abdullah Saad Al-Mazroua |
| Nationality | Saudi |
| Date of Birth | 1-7-1396 |

| B) Academic Qualifications of the Nominated Member | | | | |
|--|--|---------------------|--------------------------------------|---------------------------------|
| No. | Qualifications | Specialization | Date of obtaining the qualifications | The issuer of the qualification |
| 1 | Bachelor of Computer and Information Science | Information Systems | 1999 | King Saud University |

| C) Experiences of the Nominated Member | |
|--|---|
| Period | Experience |
| Oct 2017 – Present | General Manger, Information Systems & network Audit - STC |
| Nov 2015 – Oct 2017 | Director, Infrastructure Design and implementation department - STC |
| Jan 2012 – Nov 2015 | Director, IT Security department - STC |
| Jan 2009 – Dec 2011 | Director, Data Network Services - STC |
| Nov 2007 – Dec 2018 | Section Manager, Network implementation - STC |
| Jan 2001 – Oct 2007 | Project Manager, IT security project manager - STC |

| D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it: | | | | | | |
|--|--------------|---------------|-----------------|--------------------------|--------------------------|---------------------------|
| No. | Company name | Main activity | Membership type | Nature of the membership | Membership of committees | Legal form of the company |
| 1 | - | - | - | - | - | - |



البنك السعودي للاستثمار
The Saudi Investment Bank



البنك السعودي للاستثمار
The Saudi Investment Bank

Corporate Social Responsibility Policy

(Third item)



البنك السعودي للاستثمار
The Saudi Investment Bank

Corporate Social Responsibility (CSR) Policy

سياسة المسؤولية الاجتماعية

Prepared by Owner

Approved by Board of Directors

Insert Board Stamp

| Version Control | |
|-----------------|---------|
| Version | Date |
| 1 | / / / / |
| 2 | / / / / |

Document Owner:

Marketing

Custodian:

Business Processes and Procedures Unit

| | | |
|---|---|---|
| Introduction | 1 | مقدمة ١ |
| Holistic View..... | 2 | نظرة شاملة ٢ |
| Policies..... | 3 | السياسات ٣ |
| 1. Applicability & Commitment | 3 | ١. التطبيق والالتزام ٣ |
| 1.1. Applicability..... | 3 | ١.١. التطبيق ٣ |
| 1.2. Statement of Commitment | 3 | ١.٢. بيان الالتزام ٣ |
| 2. Laws, Regulations, Related Policies & Supporting Procedures..... | 3 | ٢. الأنظمة واللوائح والسياسات ذات الصلة والإجراءات الداعمة..... ٣ |
| .٢,١ Regulations..... | 3 | ٢.١. اللوائح ٣ |
| 2.2. Related Policies & Procedures..... | 3 | ٢.٢. السياسات والإجراءات ذات الصلة..... ٣ |
| 3. Policy..... | 4 | ٣. السياسة..... ٤ |
| 3.1. Policy Statement..... | 4 | ٣.١. بيان السياسة..... ٤ |
| 3.2. Policy Principles..... | 4 | ٣.٢. مبادئ السياسة..... ٤ |
| 3.3. Policy Details | 5 | ٣.٣. تفاصيل السياسة..... ٥ |
| 4. CSR Selection Framework..... | 8 | ٤. إطار اختيار المسؤولية الاجتماعية..... ٨ |

| List of Acronyms | | قائمة الاختصارات | |
|------------------|--|----------------------------|-----|
| CSR | Corporate Social Responsibility Department | إدارة المسؤولية الاجتماعية | CSR |
| BoD | Board of Directors | مجلس الإدارة | BoD |
| DoA | Delegation of Authority Matrix | مصفوفة تفويض الصلاحيات | DoA |
| GAM | General Assembly Meeting | اجتماع الجمعية العامة | GAM |

| Introduction | مقدمة |
|---|--|
| <ul style="list-style-type: none"> ▪ The purpose of this document is to set out Saudi Investment Bank (also referred to as “SAIB” or the “Bank”) Policy on Corporate Social Responsibility (“CSR”). ▪ This policy aims at recognizing The Bank’s position as a significant contributor to the society. ▪ In addition, this policy translates SAIB’s commitment to: <ul style="list-style-type: none"> – Support its social goals and adapt to changes and challenges faced by the business as a participant in society generally. – Fair and equal treatment of employees that includes direct contributions through philanthropy and engagement in the local society. ▪ While CSR covers a wide range of activities, this Policy is primarily concerned with SAIB philanthropic and charitable activities, support and sponsorship, host of events and programs, education, health, economic, and environmental activities. ▪ SAIB where deemed necessary will implement more detailed procedures, which are designed to support the Bank’s on-going compliance with, among other things, this policy. | <ul style="list-style-type: none"> ▪ يقدم البنك السعودي للاستثمار (ويُشار إليه فيما بعد بـ "البنك") السياسة المتعلقة بالمسؤولية الاجتماعية ("المسؤولية"). ▪ تهدف هذه السياسة إلى تصنيف البنك كمساهم رئيس في المجتمع. ▪ بالإضافة إلى ذلك، تُمثل هذه السياسة التزام البنك بما يلي: <ul style="list-style-type: none"> – دعم أهدافه الاجتماعية والتكيف مع التغييرات والتحديات التي تواجه أعماله باعتباره مشاركاً في المجتمع بشكل عام. – التعامل مع الموظفين بعدلٍ وإنصافٍ بما في ذلك تقديم المساهمات المباشرة من خلال الأعمال الخيرية والمشاركة في المجتمع المحلي. ▪ في حين تتناول المسؤولية الاجتماعية مجموعة كبيرة من الأنشطة، تستعرض هذه السياسة في المقام الأول الأنشطة الخيرية التي يقوم بها البنك والدعم والرعاية للفعاليات والبرامج والأنشطة التعليمية والصحية والاقتصادية والبيئية. ▪ سيطبق البنك حسب الحاجة، إجراءات أكثر تفصيلاً، وقد وُضعت هذه الإجراءات لدعم التزام البنك المستمر إجمالاً وبهذه السياسة بشكل خاص. |

| | |
|--|--|
| <p>Holistic View</p> <p>Philanthropy and charitable donations</p> <p>In line with SAMA regulations, the services provided to charitable organizations through donations and other support means is subject to such organizations being recognized by the Ministry of Human Resources and Social Development, by Royal Decree or otherwise as permitted by SAMA.</p> <p>Sponsorship and Support</p> <p>The banking services provided should meet the needs and requirements of the entities, society, encourage economic development and adds value for shareholders, and is provided to a wide variety of stakeholders which may include but not limited to social, educational, economic, health, welfare or environmental benefits. This may include the Bank's engagement in different sponsorship events, initiatives, programs and providing financial support.</p> <p>Environmental</p> <p>The environmental friendly concept is expected to be followed when utilizing the Bank's resources and facilities. In addition, from time to time, CSR department shall initiate a designed initiative to educate, improve of environmental care and ensure its implementation as appropriate.</p> | <p>نظرة شاملة</p> <p>الأعمال الخيرية والتبرعات</p> <p>تماشياً مع لوائح البنك المركزي السعودي، تقتصر الخدمات المقدمة للجمعيات الخيرية من تبرعات ووسائل دعم أخرى على الجهات والمؤسسات المعترف بها من وزارة الموارد البشرية والتنمية الاجتماعية، أو بموجب مرسوم ملكي أو بخلاف ذلك على النحو الذي يسمح به البنك المركزي السعودي.</p> <p>الدعم والرعاية</p> <p>يجب أن تلبى الخدمات المصرفية المقدمة احتياجات ومتطلبات الدعم والرعاية للمستفيدين كمؤسسات والمجتمع، وأن تُشجع التنمية الاقتصادية وتضيف قيمة للمساهمين، وأن تُقدم هذه الخدمات لمجموعة كبيرة من أصحاب المصلحة بما في ذلك على سبيل المثال لا الحصر الخدمات الاجتماعية والتعليمية والاقتصادية والصحية والرفاهية أو الفوائد البيئية. وقد يتضمن ذلك مشاركة البنك في فعاليات ومبادرات وبرامج رعاية مختلفة فضلاً عن تقديم الدعم المالي.</p> <p>البيئة</p> <p>يضع البنك في اعتباره اتباع نهج صديق للبيئة عند استخدام موارد البنك وتجسيدها في مرافقه. وبالإضافة إلى ذلك، يتعين على إدارة المسؤولية الاجتماعية من حين لآخر إطلاق مبادرة للتثقيف بمفهوم الرعاية البيئية وضمان تنفيذها، متى ما دعت الحاجة إلى ذلك.</p> |
|--|--|

| Policies | السياسات | | | | | | | | | | | | |
|---|---|-----------|----------------------------------|--------------------------------|--|------|---|-------------------|-------|---------------------|--------------------|---|-----------------------|
| <p>1. Applicability & Commitment</p> <p>1.1. Applicability</p> <p>This policy is applicable to SAIB's philanthropy and social engagement activities.</p> <p>1.2. Statement of Commitment</p> <p>SAIB and its BoD are dedicated to lead or support active and positive contribution to society and the operation of its business as well to its stakeholder, vendor , employees, investors, clients so far as is practicable.</p> | <p>١. التطبيق والالتزام</p> <p>١.١. التطبيق</p> <p>تُطبق هذه السياسة على أنشطة الأعمال الخيرية والمشاركة الاجتماعية التي يُنفذها البنك.</p> <p>١.٢. بيان الالتزام</p> <p>يكرس البنك ومجلس إدارته جهودهما لقيادة أو دعم المساهمة الفعالة والإيجابية في المجتمع من خلال ممارسة أعماله بالإضافة إلى أعمال المساهمين والموردين والموظفين والمستثمرين والعملاء، بقدر الإمكان.</p> | | | | | | | | | | | | |
| <p>2. Laws, Regulations, Related Policies & Supporting Procedures</p> <p>2.1. Regulations</p> <p>The key regulations are as follows:</p> <table border="1" data-bbox="96 943 1035 1187"> <thead> <tr> <th>Law/Regulation</th> <th>Authority</th> </tr> </thead> <tbody> <tr> <td>Corporate Governance Regulations</td> <td>Capital Market Authority (CMA)</td> </tr> <tr> <td>Key Principles of Governance in Financial Institutions</td> <td>SAMA</td> </tr> </tbody> </table> <p>2.2. Related Policies & Procedures</p> <ul style="list-style-type: none"> Corporate Social Responsibility Manual Sustainability Committee Charter | Law/Regulation | Authority | Corporate Governance Regulations | Capital Market Authority (CMA) | Key Principles of Governance in Financial Institutions | SAMA | <p>٢. الأنظمة واللوائح والسياسات ذات الصلة والإجراءات الداعمة</p> <p>٢.١. اللوائح</p> <p>تتمثل اللوائح الأساسية فيما يلي:</p> <table border="1" data-bbox="1062 943 2001 1175"> <thead> <tr> <th>النظام أو اللائحة</th> <th>الجهة</th> </tr> </thead> <tbody> <tr> <td>لائحة حوكمة الشركات</td> <td>هيئة السوق المالية</td> </tr> <tr> <td>المبادئ الرئيسة للحوكمة في المؤسسات المالية</td> <td>البنك المركزي السعودي</td> </tr> </tbody> </table> <p>٢.٢. السياسات والإجراءات ذات الصلة</p> <ul style="list-style-type: none"> دليل المسؤولية الاجتماعية ميثاق لجنة الاستدامة | النظام أو اللائحة | الجهة | لائحة حوكمة الشركات | هيئة السوق المالية | المبادئ الرئيسة للحوكمة في المؤسسات المالية | البنك المركزي السعودي |
| Law/Regulation | Authority | | | | | | | | | | | | |
| Corporate Governance Regulations | Capital Market Authority (CMA) | | | | | | | | | | | | |
| Key Principles of Governance in Financial Institutions | SAMA | | | | | | | | | | | | |
| النظام أو اللائحة | الجهة | | | | | | | | | | | | |
| لائحة حوكمة الشركات | هيئة السوق المالية | | | | | | | | | | | | |
| المبادئ الرئيسة للحوكمة في المؤسسات المالية | البنك المركزي السعودي | | | | | | | | | | | | |

3. Policy

3.1. Policy Statement

Saudi Investment Bank in addition to maintaining the best interest of its stakeholders recognizes its responsibility towards the society and strives to achieve its social responsibility objectives that are designed to support the largest possible segment of the community in all fields, our commitment is deeply rooted in our values and forms an integral part of our strategy.

3.2. Policy Principles

The following are the key principles of SAIB's CSR Policy, subject to ensuring the solvency of the Bank:

- Maximizing shareholders' value;
- Provide banking services, support and sponsorship that meets the requirements and needs of businesses/stakeholders.
- Meet the credit needs of the local economy through granting loans and facilities for productive businesses.
- Provide innovative products that encourage economic development.
- Conducting the business with the highest local and international standards / principles of ethics, ensuring fair treatment of its different stakeholders including its shareholders, customers, vendors, employees as well as the public.
- Support various social projects and spread further guidance and awareness within society of financial products and services as well as its different inherited risks.

٣. السياسة

٣.١. بيان السياسة

يسعى البنك للحفاظ على المصلحة العامة لأصحاب المصالح، كما يدرك مسؤوليته تجاه المجتمع لذا يعمل على تحقيق أهداف هذه السياسة، والتي وضعت لدعم أكبر شريحة ممكنة من شرائح المجتمع في جميع المجالات، التزاماً لترسيخ قيمنا والذي به تشكل جزءاً لا يتجزأ من استراتيجيتنا.

٣.٢. مبادئ السياسة

فيما يلي أهم المبادئ التي تنص عليها سياسة المسؤولية الاجتماعية للبنك، رهناً بضمان ملاءمتها المالية للبنك:

- زيادة قيمة المساهمين إلى أقصى حدٍ ممكن.
- تقديم الخدمات المصرفية والدعم والرعاية من أجل تلبية متطلبات أصحاب الاعمال وأصحاب المصلحة واحتياجاتهم.
- تلبية الاحتياجات الائتمانية للاقتصاد المحلي من خلال منح القروض والتسهيلات للأعمال الإنتاجية.
- تقديم منتجات مبتكرة تُشجع على التنمية الاقتصادية.
- إجراء الأعمال وفقاً لأعلى المعايير أو المبادئ الأخلاقية المحلية والدولية، وضمان المعاملة العادلة لمختلف أصحاب المصالح بما في ذلك المساهمين والعملاء الموردين والموظفين والجمهور.
- دعم المشاريع الاجتماعية المختلفة ورفع معدل التوعية والتوجيه داخل المجتمع المرتبط بالمنتجات والخدمات المالية وتسييل الضوء على المخاطر المتأصلة فيها.

- g. Supporting various social projects and work to increase the level of awareness and guidance
- h. Exercise due consideration for environmental and sustainability issues in the conduct of its business.
- i. Support and encourage small and medium enterprises without compromising the bank and its stakeholders.
- j. Achieving sustainability development for the society as well as bank employees.

3.3. Policy Details

3.3.1. CSR Governance Structure

The Social Responsibility policy will be approved by the General Assembly, and CSR program should to be in line with this policy to support various social activities including without limitation, philanthropy, social engagement, support and sponsorship, host of events and programs, and environmental issues, however the management sustainability committee will approve the initiatives/programs and oversight them along with CSR Department in order to ensure creating the expected value to the bank strategy, customers, as well as society.

3.3.2. Policy Review

The policy shall be reviewed periodically according to the need and minimum every three years by the Board of Directors and any amendments if required will be presented and approved by the general assembly.

- ز. دعم المشاريع الاجتماعية المختلفة والعمل على رفع مستوى الوعي والتوجيهات.
- ح. ممارسة العناية الفعالة بشأن المواضيع المتعلقة بالبيئة والاستدامة عند ممارسة الأعمال.
- ط. دعم وتشجيع المشاريع الصغيرة والمتوسطة دون مساومة البنك وأصحاب المصلحة.
- ي. تحقيق التنمية المستدامة للمجتمع ولموظفي البنك.

٣,٣. تفاصيل السياسة

٣,٣,١. هيكل حوكمة المسؤولية الاجتماعية

سنعتمد الجمعية العامة هذه السياسة ويجب أن يتماشى برنامج المسؤولية الاجتماعية مع هذه السياسة بهدف دعم الأنشطة الاجتماعية المختلفة بما في ذلك على سبيل المثال لا الحصر، العمل الخيري، والمشاركة الاجتماعية، والدعم والرعاية، واستضافة الفعاليات والبرامج والقضايا البيئية. بالإضافة على ذلك، سيتم الاعتماد من لجنة الاستدامة على المبادرات أو البرامج ويتم الإشراف عليها بالتعاون مع إدارة المسؤولية الاجتماعية من أجل ضمان خلق القيمة المتوقعة لاستراتيجية البنك والعملاء والمجتمع.

٣,٣,٢. مراجعة السياسة

يتم مراجعة السياسة دورياً عند الحاجة ويحد أدنى كل ثلاث سنوات بمعرفة مجلس الإدارة وفي حال وجود أي تعديلات، يتم اعتمادها من الجمعية العامة.

3.3.3. Board of Directors

The Board shall ensure that the bank adopts social responsibility programs in line with the Social Responsibility Policy as approved by the General Assembly and its principles

3.3.3.1. The Bank may disclose the objectives of social responsibility to its (stakeholders including, employees, management, board of directors, vendors... etc.).

3.3.3.2. The Bank must disclose its achieving social responsibility in the periodical reports.

3.3.4. Sustainability Committee:

The Sustainability committee is a management committee where its responsibilities are but not limited to:

3.3.4.1. Approve the Social Responsibility activities, initiatives and programs within the approved Budget.

3.3.4.2. Periodically review strategic corporate social responsibility and sustainability priorities, aspirations and objectives in the context of the continuous evolution of social responsibility and sustainability trends, stakeholders, risks and opportunities.

3.3.4.3. Review, recommend and enhance the CSR policy for the Board's endorsement through Board committee prior the GA.

3.3.4.4. Review and approve endorse eligible community and charitable organizations.

٣,٣,٣. مجلس الإدارة

يتعين على مجلس الإدارة التأكد من أن البنك يتبنى برامج المسؤولية الاجتماعية بما يتماشى مع هذه سياسة ومبادئها التي أقرتها الجمعية العامة

٣,٣,٣,١. يمكن للبنك الإفصاح عن أهداف المسؤولية الاجتماعية إلى (أصحاب المصلحة بما في ذلك الموظفين ومجلس الإدارة والموردين وما إلى ذلك).

٣,٣,٣,٢. يجب على البنك الإفصاح عن برامج مسؤوليته الاجتماعية المنجزة في التقارير الدورية.

٣,٣,٤. لجنة الاستدامة

تُعد لجنة الاستدامة لجنة إدارية تقتصر مسؤولياتها على سبيل المثال لا الحصر على ما يلي:

٣,٣,٤,١. اعتماد أنشطة المسؤولية الاجتماعية والمبادرات والبرامج ذات الصلة ضمن الميزانية المعتمدة.

٣,٣,٤,٢. المراجعة الدورية للمسؤولية الاجتماعية واستراتيجيتها متضمنًا أهم الأمور المتعلقة بالاستدامة والتطلعات والأهداف تماشيًا مع التطور المستمر للمسؤولية الاجتماعية والاستدامة والمرتبطة بأصحاب المصالح وكذلك المخاطر أو الفرص.

٣,٣,٤,٣. مراجعة سياسة المسؤولية الاجتماعية والتوصية بها وتعزيزها من أجل الحصول على اعتماد مجلس الإدارة من خلال اللجان المنبثقة عنه قبل أخذ موافقة الجمعية العامة.

٣,٣,٤,٤. مراجعة قائمة المنظمات / الجهات المجتمعية والخيرية المؤهلة واعتمادها.

- 3.3.4.5. Review and endorse the amount of expenditure to be incurred on the CSR activities to be undertaken by the Bank. ٣,٣,٤,٥. مراجعة واعتماد ميزانية النفقات المزمع إنفاقها على أنشطة المسؤولية الاجتماعية الواجب تنفيذها من البنك واعتماده.
- 3.3.4.6. Establish the transparent controlling mechanism for the implementation of the CSR projects or programs or activities undertaken by SAIB. ٣,٣,٤,٦. وضع آلية إشراف ومتابعة لتنفيذ المشروعات المتعلقة بالمسؤولية الاجتماعية أو البرامج أو الأنشطة التي يضطلع بها البنك.
- 3.3.4.7. Ensure the CSR department are complying with the approved donation and focusing on strategic sponsorship & CSR mechanism that add value to customers, investors, society, and other relevant stakeholders. ٣,٣,٤,٧. ضمان امتثال إدارة المسؤولية الاجتماعية بخطة الدعم المعتمدة والتركيز على الرعاية الاستراتيجية والآلية التي تُضيف قيمة للعملاء والمستثمرين والمجتمع وأصحاب المصالح ذوي العلاقة.
- 3.3.4.8. Ensure that the Bank complies with local and international standards and guidelines as manifested in the best practices of CSR and sustainability management. ٣,٣,٤,٨. ضمان امتثال البنك للمعايير والمبادئ التوجيهية المحلية والدولية حسبما يتجلى ذلك في أفضل ممارسات المسؤولية الاجتماعية وإدارة الاستدامة.
- 3.3.4.9. Evaluate the CSR performance with its initiatives and associated activities. ٣,٣,٤,٩. تقييم أداء المسؤولية الاجتماعية من خلال مبادراتها والأنشطة المرتبطة بها.

3.3.5. CSR Department

The CSR Department is responsible for recommending and/or assessing all charitable donations and activity sponsorships of events and activities from a social responsibility angle, coordinating efforts in relation to education, economic, health, business retention/growth, and anything that is relevant to the corporate and bank brand strategy and awareness and implementing sustainability and environmental issues.

The CSR Department provides CSR Committee with periodic reports on progress on initiatives taken during the year on a semi-annual basis.

٣,٣,٥. إدارة المسؤولية الاجتماعية

تتولى إدارة المسؤولية الاجتماعية تقديم التوصيات أو تقييم جميع التبرعات الخيرية وأنشطة رعاية الفعاليات من منظور المسؤولية الاجتماعية، فضلاً عن تنسيق الجهود المتعلقة بالتعليم والاقتصاد والصحة وبقاء الأعمال ونموها، وأي شيء يتعلق باستراتيجية العلامة التجارية والبنوك والوعي وتنفيذ الاستدامة والقضايا البيئية.

تقدم إدارة المسؤولية الاجتماعية تقارير دورية كل ستة أشهر عن التقدم المحرز في المبادرات التي تُجرى خلال العام.

| | |
|--|---|
| <p>3.3.6. Disclosures and related Compliances:</p> <ul style="list-style-type: none"> SAIB shall ensure that requisite disclosures are made in its annual Report in the prescribed format, containing details relating to the Sustainability Committee, CSR spends carried forward and/or set off, and such other information, and the Companies (CSR Policy) Rules, as amended and notified from time-to-time. | <p>٣,٣,٦. حالات الإفصاح والامتثال ذات الصلة:</p> <ul style="list-style-type: none"> سيقدم البنك الإفصاحات المطلوبة في تقريره السنوي على النحو المحدد، متضمناً التفاصيل المتعلقة بلجنة الاستدامة ونفقات المسؤولية الاجتماعية أو تفاصيل ذات العلاقة، بـ(سياسة المسؤولية الاجتماعية)، بصيغتها المعدلة من وقت لآخر. |
| <p>4. CSR Selection Framework</p> <p>The SAIB CSR Selection Framework will be used to improve the design and selection of CSR projects, regardless if a request for a CSR project originates internally from within SAIB, or is submitted by an external party.</p> <p>The CSR proposal selection framework will be:</p> <ol style="list-style-type: none"> Is in line with the bank corporate strategy. Is in line with the brand strategy (if not but it's a needed CSR, then branding will be minimal and without any marketing investment to communicate this). Is in line with the bank CSR strategy. Creates value to the community. Helps in further building partnership with key strategic customers, or in opening possibilities of future banking opportunity for SAIB. | <p>٤. إطار اختيار المسؤولية الاجتماعية</p> <p>سيعمل البنك على تصميم إطار لاختيار المسؤولية الاجتماعية بهدف تحسين اختيارات المشاريع ذات الصلة، بصرف النظر عما إذا كان البنك من يُقدم طلب لتنفيذ مشروع المسؤولية داخلياً أو يتم تقديمه من طرف خارجي.</p> <p>سيشمل إطار اختيار أو اقتراح المسؤولية الاجتماعية على ما يلي:</p> <ol style="list-style-type: none"> مناسبته إلى الاستراتيجية المؤسسية التي يتبناها البنك. أو استراتيجية العلامة التجارية (إذا لم يكن الأمر كذلك، يلزم تحديد المسؤولية، فحينها ستبلغ العلامة التجارية الحد الأدنى ودون أي استثمار تسويقي لإيصال ذلك). استراتيجية المسؤولية الاجتماعية للبنك. خلق قيمة للمجتمع. المساعدة على إقامة مزيدٍ من الشراكة مع أهم العملاء الاستراتيجيين، أو إتاحة الفرص المصرفية المستقبلية للبنك. |



البنك السعودي للاستثمار
The Saudi Investment Bank



البنك السعودي للاستثمار
The Saudi Investment Bank

**Table of changes Audit Committee
Charter
(Forth item)**

Audit Committee Charter Gap analysis

| Reference | Existing | Proposed |
|--|--|--|
| 1.2. Bank's documents in tandem | <ul style="list-style-type: none"> • None | <ul style="list-style-type: none"> • Board Risk Committee Charter |
| 2.2.1. Composition-Requirements | 2.2.1.1 based on a recommendation by the Board of Directors, the General Assembly shall approve the formation of the Board Audit Committee or any of its subsequent changes. | 2.2.1.1. Based on a recommendation of the Board of Directors, the General Assembly shall approve the formation of the Board Audit Committee. |
| 2.2.1. Composition-Requirements | 2.2.1.2 The committee shall comprise of a minimum of 3 and maximum of 5 nonexecutive members from inside and outside the Board; their appointments and annual remuneration must be approved by the General Assembly. | 2.2.1.2. The committee shall comprise of a minimum of 3 and maximum of 5 independent members from inside and outside the Board and the number of the members from outside the Board shall exceed that of the members from within the Board; their appointments and annual remuneration must be approved by the General Assembly. |
| 2.2.1. Composition-Requirements | 2.2.1.4. Members of the Board Audit Committee should not have availed any financing facilities (credit card, credit facility, guarantees....etc) from the bank in his own name or in the name of any of | 2.2.1.4. Members of the Board Audit Committee should not have availed any financing facilities (credit card, credit facility, guarantees...etc) from the bank in |

| Reference | Existing | Proposed |
|--|---|---|
| | his family members (first degree) of more than 300,000 SAR. | his own name or in the name of any of his relatives (as defined by SAMA) . |
| 2.2.1. Composition-Requirements | 2.2.1.5. The members of the committee should have academic qualifications and professional experience in; auditing and risk management, relevant knowledge of accounting standards, and the capacity to read financial reports and understand related rules, regulations issued by the relevant entities. | 2.2.1.5. The members of the committee should have academic qualifications and professional experience in; auditing and risk management, relevant knowledge of accounting and auditing standards, and the capacity to understand financial reports and related rules, regulations and instruction issued by the relevant entities. |
| 2.2.1. Composition-Requirements | 2.2.1.8. The chairman of the Board must not be a Chairman of the Board Audit Committee. | <ul style="list-style-type: none"> • None |
| 2.2.1. Composition-Requirements | 2.2.1.8.The Chairman of the Board Audit Committee must not be related to other members of the Board or have any financial or business relationship with any members of the Board and Senior management. | 2.2.1.8.The Chairman of the Board Audit Committee must not be related to other members of the Board or have any financial or business relationship with any members of the Board and Executive staff. |
| 2.2.1. Composition-Requirements | <ul style="list-style-type: none"> • None | 2.2.1.9.The committee shall have the competence to monitor the Bank’s work, verify the integrity and impartiality of its reports and financial statements, and ensure the adequacy of internal control systems therein |
| 2.2.2. Committee Members | 2.2.2.1. The committee is formed from the following: <ol style="list-style-type: none"> 1. Independent Board Member 2. Independent Board Member 3. External Member | <ul style="list-style-type: none"> • None |

| Reference | Existing | Proposed |
|---------------------------------|--|--|
| | <p>4. External Member 5. External Member 6. Secretary (A management member)</p> | |
| 2.2.2. Committee Members | <p>2.2.2.2. The Committee shall have the right to invite any staff the Bank to attend the Committee meeting(s), as deemed necessary, subject to the approval of its Chairman.</p> | <p>2.2.2.1. The Committee shall have the right to invite any staff of the Bank to attend the Committee meeting(s), as deemed necessary, subject to the approval of its Chairman.</p> |
| 2.2.2. Committee Members | <p>2.2.2.3. Notwithstanding the section 2.2.1 from this charter, the Board Nomination and Remuneration Committee shall recommend to the Board of Directors a list of nominees for the appointment of the Audit Committee members, accompanied with their remuneration package, in line with the prevailing market compensations, to ensure the bank attracts the desired expertise.</p> | <p>2.2.2.2. Notwithstanding the section 2.2.1 from this charter, the Board Nomination and Remuneration Committee shall recommend to the Board of Directors a list of nominees for the appointment of the Audit Committee members, accompanied with their remuneration package, in line with the prevailing market compensations, to ensure the bank attracts the desired expertise.</p> |
| 2.2.2. Committee Members | <p>2.2.2.4. In case of dismissal or resignation of any of its members, a replacement shall be appointed from the list provided by the Nomination and Remuneration Committee and in line with sections 2.2.1 and 2.5 of this charter. The appointment shall be subject to SAMA's no objection and the approval of the Board, and his final appointment shall be ratified in the first General Assembly meeting.</p> | <p>2.2.2.3. In case of dismissal or resignation of any of its members, a replacement shall be appointed from the list provided by the Nomination and Remuneration Committee and in line with sections 2.2.1 and 2.5 of this charter. The appointment shall be subject to SAMA's no objection and the approval of the Board, and the final appointment shall be ratified in the first General Assembly meeting.</p> |

| Reference | Existing | Proposed |
|---|--|---|
| 2.2.2. Committee Members | 2.2.2.5. All committee members are expected to maintain confidentiality on all issues, in compliance with Article 19 of the Banking Control Law. | 2.2.2.4. All committee members are expected to maintain confidentiality on all issues, in compliance with Article 19 of the Banking Control Law. |
| 2.2.2. Committee Members | 2.2.2.6. Every audit committee member should confirm his/her independency in writing on annual basis. | 2.2.2.5. Every audit committee member should confirm his/her independency in writing on annual basis. |
| 2.2.3. The Committee Chairman, Vice Chairman and Secretary | 2.2.3.2 If the Committee's chairman is absent, the Vice Chairman will become the Chairman of the session based on the nomination of the committee. | 2.2.3.2. If the Committee's Chairman is absent, the Committee's meeting will be chaired by a committee member based on the nomination of the committee. |
| 2.3.1. General Responsibilities | 2.3.1.2. Recommend to the General Assembly the appointment of the External Auditors and their remunerations as well as supervising the External Auditors duties. | 2.3.1.2. Recommend to the Board of Director to nominate the External Auditors to the General Assembly to appoint the External Auditors and their remunerations as well as supervising the External Auditors duties. |
| 2.3.2. Financial Statements Preparation Responsibilities | 2.3.2. Financial Statements Preparation Responsibilities | 2.3.2. Financial Reports |
| 2.3.2. Financial Statements Preparation Responsibilities | 2.3.2.2 Review the annual financial statements, and consider whether they are fairly presented, consistent with information known to committee members, and reflect appropriate known accounting principles. | 2.3.2.2. Review and examine the quarterly and annual financial statements, and ensure their integrity, fairness and transparency before submitting them with its opinion and recommendations to the Board. |

| Reference | Existing | Proposed |
|--|---|---|
| 2.3.2. Financial Statements Preparation Responsibilities | 2.3.2.3. Review annual and quarterly financial statements and external audit findings with the management and external auditors before submission to the Board of Directors and provide its recommendations the relevant suggestions thereof. | 2.3.2.3 Review and examine external, Internal audit and Chief Financial Officer findings with the management and related parties. |
| 2.3.2. Financial Statements Preparation Responsibilities | <ul style="list-style-type: none"> • None | 2.3.2.4 Provide its technical opinion – at the request of the Board – on whether the Board report and the financial statements of the Bank are fair, balanced and understandable, and contain information that allows shareholders and investors to assess the financial position of the Bank, its performance, business model, and strategy; |
| 2.3.2. Financial Statements Preparation Responsibilities | <ul style="list-style-type: none"> • None | 2.3.2.5 Examine any important or unfamiliar issues contained in the financial reports; |
| 2.3.2. Financial Statements Preparation Responsibilities | <ul style="list-style-type: none"> • None | 2.3.2.6 Examine the accounting estimates pertaining to significant issues contained in the financial reports. |
| 2.3.2. Financial Statements Preparation Responsibilities | <ul style="list-style-type: none"> • None | 2.3.2.7 Examine the accounting policies applied by the Bank, and provide its opinion and recommendation to the Board. |

| Reference | Existing | Proposed |
|--|--|---|
| 2.3.2. Financial Statements Preparation Responsibilities | 2.3.2.4 Communicate with the management and the external auditors to explore any difficulties encountered during the audit process. | 2.3.2.8 Communicate with the management and the external auditors to resolve any difficulties encountered during the audit process. |
| 2.3.2. Financial Statements Preparation Responsibilities | <p>2.3.2.5. Review the following:</p> <ul style="list-style-type: none"> • Contracts and other agreements, including proposed or planned mergers, and acquisition or selling of assets, ensuring these are shown in the financial statements. • All transactions with related parties that are required to be disclosed, ensuring that there is an established framework for these approvals, appropriate reasons for these transactions, and reflecting these approvals in the financial statements. • Review with the management and internal and external auditors any changes in the internal control procedures of the financial reports, that impacted, or may have significant impact on the bank. • The list of all current lawsuits provided by the bank's Legal Department. • The committee may ask external legal advisors to provide legal advice regarding financial matters that may affect the financial status of the bank. | <p>2.3.2.9 Review the following:</p> <ul style="list-style-type: none"> • Contracts and other agreements, including proposed or planned mergers, and acquisition or selling of assets, ensuring these are shown in the financial statements. • All transactions with related parties that are required to be disclosed, ensuring that there is an established framework for these approvals, appropriate reasons for these transactions, and reflecting these approvals in the financial statements. • Review with the management and internal and external auditors any changes in the internal control procedures of the financial reports, that impacted, or may have significant impact on the bank. • The list of all current lawsuits provided by the bank's Legal Department. • The committee may ask external legal advisors to provide legal advice regarding financial matters that may affect the financial status of the bank. |
| 2.3.3. Internal Control Responsibilities | 2.3.3. Internal Control Responsibilities | 2.3.3. Internal Control |

| Reference | Existing | Proposed |
|---|---|---|
| 2.3.3. Internal Control Responsibilities | 2.3.3.1. Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses. | 2.3.3.1. Understand the scope of internal and external auditors' review of internal control over bank processes, and obtain reports on significant findings and recommendations, together with management's responses, and ensure follow-ups on the implementation of corrective action plan. |
| 2.3.3. Internal Control Responsibilities | 2.3.3.2. Review the effectiveness of the Bank's internal control system, including information technology security and control. | 2.3.3.2. Review and examine the Bank's internal control system and risk management systems, policies and procedures, reporting mechanisms including information technology security and control and provide recommendations for improvement thereof. |
| 2.3.3. Internal Control Responsibilities | 2.3.3.3. Annual evaluation of Internal Controls under SAMA's Guidelines dated February 2013 | 2.3.3.3. Annual evaluation of Internal Controls under SAMA's Guidelines dated February 2013 and report the effectiveness of Internal control system to the board. |
| 2.3.4. Internal Audit Responsibilities | 2.3.4. Internal Audit Responsibilities | 2.3.4. Internal Audit |
| 2.3.4. Internal Audit Responsibilities | 2.3.4.1. Review with management and the Chief Internal Auditor (CIA) the policy, activities, staffing, and organizational structure of the internal audit department. | 2.3.4.1 Review, monitor, and oversee with management and the Chief Internal Auditor (CIA) the policy, activities, staffing, and organizational structure of the internal audit department. |

| Reference | Existing | Proposed |
|---|--|---|
| 2.3.4. Internal Audit Responsibilities | 2.3.4.3 Review and concur with the Board, the appointment, replacement, or dismissal of the CIA from his designation. | 2.3.4.3. Review and recommend with the Board or its delegate, the appointment, replacement, or dismissal of the CIA from his designation. |
| 2.3.4. Internal Audit Responsibilities | 2.3.4.4. Review, at least once per year, the performance of the CIA and recommend to the Board of Directors the CIA's annual compensations. | 2.3.4.4. Review and evaluate, at least once per year, the performance of the CIA and recommend to the Board of Directors or its delegate the CIA's annual compensations. |
| 2.3.4. Internal Audit Responsibilities | 2.3.4.7 Review achievement of the internal audit plan through the year through quarterly progress reports and evaluate the sufficiency of human and operational resources to ensure successful completion of the plan. | 2.3.4.7. Review and monitor the performance, activities and achievement of the internal audit department & the Audit plan through the year through quarterly progress reports and evaluate the sufficiency of human and operational resources to ensure successful completion of the plan. |
| 2.3.4. Internal Audit Responsibilities | 2.3.4.9. Review the Bank's policies regarding transactions with stakeholders, obtain a list of such transactions, review whether these have been approved by the General Assembly, and ensure their safeness and their disclosure in the Bank's annual financial statements. | 2.3.4.9. Review and evaluate the Bank's policies regarding transactions with Related parties , obtain a list of such transactions, review whether these have been approved by the General Assembly, and ensure their safeness and their disclosure in the Bank's annual financial statements. |
| 2.3.5. External Audit Responsibilities | 2.3.5.External Audit Responsibilities | 2.3.5. External Audit |

| Reference | Existing | Proposed |
|--|--|---|
| 2.3.5. External Audit Responsibilities | 2.3.5.1. Review the assigned external auditors' proposed audit scope and techniques to review the accounts and ensure that the competency of the human and financial resources is available, and the coordination of external audit efforts with internal audit. | 2.3.5.1. Review the assigned external auditors' proposed audit scope/plan and techniques to review the accounts and ensure that the competency of the human and financial resources is available, and the coordination of external audit efforts with internal audit. |
| 2.3.5. External Audit Responsibilities | 2.3.5.4. Review the annual audit plan before starting the audit process. | 2.3.5.4. Review the annual audit plan before starting the audit process and provide an opinion on the auditor's plan of activities for the bank to ensure no technical or administrative jobs are included beyond the scope of audit work. |
| 2.3.5. External Audit Responsibilities | 2.3.5.7. Obtain confirmation from external auditors on an annual basis that they are working independently as per regulations and professional standards and review the nature of their services and their allowances. | 2.3.5.7. Obtain confirmation from external auditors on an annual basis that they are working independently and verify their independency, objectivity and fairness, and the effectiveness of audit activity as per regulations and professional standards. |
| 2.3.5. External Audit Responsibilities | 2.3.5.13 Meet regularly, and separately, with the external auditors to discuss any matters that auditors believe should be discussed confidentially. | 2.3.5.13 Meet regularly, and separately, with the external auditors to discuss any matters that auditors believe should be discussed confidentially and answer their concerns. |
| 2.3.6. Compliance Responsibilities | 2.3.5. Compliance Responsibilities | 2.3.6. Compliance |

| Reference | Existing | Proposed |
|------------------------------------|---|---|
| 2.3.6. Compliance Responsibilities | 2.3.6.4 Review the findings of the Compliance Assessment Report which was submitted by the Management Compliance Committee and provide recommendations. | 2.3.6.4. Review and report to the Board the findings of the Compliance Assessment Report which was submitted by the Management Compliance Committee including any issue where action is deemed necessary and provide recommendations. |
| 2.3.6. Compliance Responsibilities | 2.3.6.5. Review the findings of any inspections conducted by SAMA, and any auditor's observations. | 2.3.6.5. Review the final Inspection Reports conducted by SAMA, and any auditor's observations and ensure that the bank has taken the necessary measures with regard thereto. |
| 2.3.6. Compliance Responsibilities | 2.3.6.11. Review subsidiary's compliance quarterly report and raise necessary recommendations to the Board. | <ul style="list-style-type: none"> • None |
| 2.3.6. Compliance Responsibilities | 2.3.6.12 Ensuring compliance with provisions of the Banking Control and other laws and SAMA's rules and regulations. | 2.3.6.11 Ensuring compliance with provisions of the Banking Control and other laws, SAMA's rules, regulations, policies, and instruction to take necessary measures that would improve the Bank's level of regulatory compliance. |
| 2.3.6 Compliance Responsibilities | 2.3.6.13 Approve and review the whistle blowing policy and conduct quarterly reporting on the whistle blowing cases which have been received and the actions taken against each of those cases. | 2.3.6.12 Approve and review the whistle blowing policy and conduct quarterly reporting on the whistle blowing cases which have been received and the actions taken against each of those cases. |

| Reference | Existing | Proposed |
|--|---|--|
| 2.3.7. IT Systems Control Responsibilities | 2.3.8. IT Systems Control Responsibilities | 2.3.7. IT Systems Control |
| 2.4. Committee Meeting | 2.4.7. The dissenting members can register their disagreement mentioning the reasons for their dissent. | 2.4.7. The dissenting members should register their disagreement mentioning the reasons for their dissent. |
| 2.4. Committee Meeting | 2.4.8. The minutes of meetings of the Audit Committee shall be distributed to the Board of Directors and those who have the right to request any clarifications regarding any of the committees topics. | 2.4.8. The minutes of meetings of the Audit Committee shall be distributed to the Board of Directors and those who have the right to request any clarifications regarding any of the committee's topics. |
| 2.4 Committee Meeting | <ul style="list-style-type: none"> • None | 2.4.9 Record committee meetings ,draft minutes and archive it therefore, taking into accounts to submit the drafts to the members to express their opinions thereon before signing it by the Committee's secretary |
| 2.4 Committee Meeting | <ul style="list-style-type: none"> • None | 2.4.10 The chairman and the members to sign the minutes. |



البنك السعودي للاستثمار
The Saudi Investment Bank



البنك السعودي للاستثمار
The Saudi Investment Bank

**Table of changes Board Membership
Selection Criteria Policy
(Fifth item)**

SAIB Nomination Policy (Summary of Changes)

| Currant | Proposed (Adding) |
|---|--|
| <p>1.2 Bank's documentations used with the regulation</p> <ul style="list-style-type: none"> • Governance Guide in The Saudi Investment Bank • Bylaw of the Bank | <p>1.2 Bank's documentations used with the regulation</p> <ul style="list-style-type: none"> • Governance Guide in The Saudi Investment Bank • Nomination and Remuneration Committee Charters • Bylaw of the Bank |
| Currant | Proposed (Adding / Amending) |
| <p>1.3 Reference regulatory documents</p> <ul style="list-style-type: none"> • The basic principles of governance in banks operating in the Kingdom of Saudi Arabia - issued by the Saudi Central Bank (SAMA) • Corporate Governance Regulations issued by the Capital Market Authority (CMA) • Bank Governance Guide issued by Basel (III) • Banking Control System • Fit and Proper form issued by the Saudi Central Bank • Form number (3) issued by CMA | <p>1,3 Reference regulatory documents</p> <ul style="list-style-type: none"> • <u>Key Principles of Governance in Financial Institutions under the Control and Supervision of the Saudi Central Bank third edition (June 2021 – issued by SAMA)</u> • <u>Requirements for Appointments to Senior positions in Financial Institutions Supervised by SAMA Second edition (April 2021)</u> • Corporate Governance Regulations issued by the Capital Market Authority (CMA) • Bank Governance Guide issued by Basel (III) • Banking Control System • Fit and Proper form issued by the Saudi Central Bank • Form number (3) issued by CMA • Form number (2) issued by SAMA |

● Deleting / Amending
 ● New / Amending

SAIB Nomination Policy (Summary of Changes)

| Currant | Proposed (Adding / Amending) |
|--|--|
| <p style="text-align: center;">Code of Conduct and Work Ethics</p> | <p style="text-align: center;">Code of Conduct and Work Ethics</p> |
| <p style="text-align: center;">2.2 Conditions for membership in the Board of Directors</p> | <p style="text-align: center;">2.2 Conditions for membership in the Board of Directors</p> |
| <p>2.2.3 It is not allowed for a person to be a member of the board of directors for more than one bank, and a member of the board of directors is entitled to participate in the membership of the boards of directors of companies other than banks, with a maximum of five listed companies, provided that there is no conflict of interest for his/her membership in any of these companies, and any member of the board of directors is considered resigned when a judgment has been issued declaring him/her bankrupt, or he/she has been convicted of a dishonorable crime</p> | <p>2.2.3 It is not allowed for a person to be a member of the Board of Directors for more than one bank or works for a bank, although member of the Board of Directors is entitled to participate in the membership of the boards of directors of companies other than banks, with a maximum of five listed companies, provided that there is no conflict of interest for his/her membership in any of these companies at the bank, and any member of the Board of Directors is considered resigned when a judgment has been issued declaring him/her bankrupt, or he/she has been convicted of a dishonorable crime</p> |
| Currant | Proposed (Adding / Amending) |
| <p>2.3 The required documents</p> <ul style="list-style-type: none"> • Attach a clear copy of the national ID card for individuals with the nomination application | <p>2.3 The required documents.</p> <p>Attach a clear copy of the national ID card for individuals with the nomination application and passport.</p> |

● Deleting / Amending
 ● New / Amending

SAIB Nomination Policy (Summary of Changes)

| Currant | Proposed (Adding / Amending) |
|--|------------------------------|
| <p>2.3.1 The candidate who previously held a membership of the bank's board of directors must submit a statement of the following:</p> <ul style="list-style-type: none">• Number of board meetings that took place during each year, number of meetings attended, and percentage of meetings attendance.• The standing committees he/she participated in and the number of meetings held by each of those committees during each year.• A summary of the financial results achieved by the bank during each year. | <p>To be deleted</p> |



Deleting / Amending



New / Amending

SAIB Nomination Policy (Summary of Changes)

| Currant | Proposed (Adding / Amending) |
|---------|---|
| | <p data-bbox="1073 305 1346 337">2.5.4 Care</p> <p data-bbox="1073 394 1873 675">He shall perform his duties and responsibilities effectively, and shall be keen to provide all the information that would ensure that the decisions made are in the interest of the bank,</p> <ul data-bbox="1171 727 1873 1032" style="list-style-type: none"><li data-bbox="1171 727 1873 808">• Attend Board meetings regularly, and not be absent without a justifiable excuse.<li data-bbox="1171 841 1873 922">• Ensure that significant and major topics are included in the Board meeting agenda;<li data-bbox="1171 954 1873 1032">• Develop his knowledge of the bank activities and other related areas; |



Deleting / Amending



New / Amending

SAIB Nomination Policy (Summary of Changes)

| Currant | Proposed (Adding / Amending) |
|---|--|
| <p>2.5.4 Independence</p> <p>The number of independent members of the board of directors shall not be fewer than two members, or one-third of the Board members, whichever is greater.</p> <p>The principle of independence aims to assist members in making their decisions, without a conflict of economic or personal interests, if the provisions of the independence rules are not observed, even if their decisions are not affected by them in practice.: <u>A member who has complete independence in his position and decisions, and who shall not be subject to the following factors affecting independence, to name but a few:</u></p> <p>A. <u>Owning 5% or more in the bank or in a company in the bank group, or having a kinship relationship with someone who owns this percentage.</u></p> <p>B. <u>Having a relationship of kinship with any member of the board of directors or any member of the boards of other companies within the bank group.</u></p> <p>C. <u>Having a relationship of kinship with any of the bank's executive directors or with any of the executive managers in other companies within the bank group.</u></p> <p>D. <u>if he has a credit relationship, in his name or in the name of any of his relatives, with the bank that exceeds SAR 1,000,000.</u></p> <p>E. <u>if he works or used to work, within the preceding two years, for the bank, for any party dealing therewith, or for any company within its group, such as external auditors and main suppliers; or if he, within the preceding two years, held controlling interests in any such parties;</u></p> | <p>2.5.4 Independence</p> <p>The number of independent members of the board of directors shall not be fewer than two members, or one-third of the Board members, whichever is greater.</p> <p>The principle of independence generally aims to assist members in making their decisions, without a conflict of economic or personal interests, if the provisions of the independence rules are not observed, even if their decisions are not affected by them in practice. Independence of a board of directors member is not obtained in the following cases:</p> <p>A. Carrying out executive duties in the bank, currently or during the last two years, or in another of its subsidiaries.</p> <p>B. Owning 5% or more in the bank or in one of the bank's subsidiaries, or having a kinship relationship with someone who owns this percentage.</p> <p>C. Having a relationship of kinship with any member of the board of directors or any member of the boards of other companies affiliated with the bank.</p> <p>D. Having a relationship of kinship with any of the bank's executive directors or with any of the executive managers in other companies affiliated with the bank.</p> <p>E. If the member has a credit relationship with the bank (credit cards, credit facility, guarantees, etc.) under his/her name or under one of his/her first degree relatives name, more than SAR300,000.</p> <p>F. If he/she was a partner or an employee of one of the external auditors or one of its subsidiaries during the past two years.</p> |



Deleting / Amending



New / Amending

SAIB Nomination Policy (Summary of Changes)

- F. In case that the member is a representative of a juristic person with 5% or more of the bank's shares or **one of other companies within the bank group**
- G. To collect amounts from the bank in addition to the remuneration of the board of directors membership or any of its committees exceeding SAR (200,000) or (50%) of his/her remuneration in the previous year that it received in return for the board of directors membership or any of its committees, whichever is less.
- H. He/she has spent more than 9 continuous or separate years as a member of the bank's board of directors.
- I. To participate in a business that would compete with the bank.
- J. To have a direct or indirect interest in the business and contracts that are made for the bank *.
- K. To be a member of the board of directors of a **bank or other companies within the bank group.**

* It is not considered an interest precluding the independence of a board of directors member, for which a license must be obtained from the ordinary general assembly, the work and contracts that are carried out with the member of the board of directors to meet his personal needs if these works and contracts are carried out in the same conditions and conditions that the bank follows with all the contractors and dealers and were within the activity The usual bank, unless the Nomination Committee considers otherwise.

- G. In case that the member is a representative of a juristic person with 5% or more of the bank's shares or **one of the bank's subsidiaries.**
- H. To collect amounts from the bank in addition to the remuneration of the board of directors membership or any of its committees exceeding SAR (200,000) or (50%) of his/her remuneration in the previous year that it received in return for the board of directors membership or any of its committees, whichever is less.
- I. He/she has spent more than 9 continuous or separate years as a member of the bank's board of directors.
- J. To participate in a business that would compete with the bank.
- K. To have a direct or indirect interest in the business and contracts that are made for the bank *.
- L. **To be a member of the board of directors of a bank affiliated company.**

* It is not considered an interest precluding the independence of a board of directors member, for which a license must be obtained from the ordinary general assembly, the work and contracts that are carried out with the member of the board of directors to meet his personal needs if these works and contracts are carried out in the same conditions and conditions that the bank follows with all the contractors and dealers and were within the activity The usual bank, unless the Nomination Committee considers otherwise.



Deleting / Amending



New / Amending

SAIB Nomination Policy (Summary of Changes)

| Currant | Proposed (Adding / Amending) |
|---|--|
| <p>2,6 Selection of Board Members</p> <p>2.6.1 Candidacy</p> <p>2.6.1.1 The Nominations and Remuneration Committee decides to allow a candidacy for the election of a new Board of Directors</p> <p>2.6.1.2 The Nominations and Remuneration Committee announces the decision to allow for candidacy</p> <p>2.6.1.3 The Nomination and Remuneration Committee supervises the process of receiving candidacy applications for the Board of Directors membership</p> <p>2.6.1.4 The Nomination and Remuneration Committee reviews and studies nomination applications for the Board of Directors membership and <u>verify the provided certificates / documents from the candidates.</u></p> <p>2.6.1.5 The Nomination and Remuneration Committee determines the independent members</p> <p>2.6.1.6 The Nominations and Remuneration Committee sends candidacy applications to CMA, SAMA and Ministry of Commerce, provided that the candidate has previously</p> | <p>Selection of Board Members</p> <p>2.6.1 Candidacy</p> <p>2.6.1.1 The Nominations and Remuneration Committee decides to allow a candidacy for the election of a new Board of Directors</p> <p>2.6.1.2 The Nominations and Remuneration Committee announces the decision to allow for candidacy</p> <p>2.6.1.3 The Nomination and Remuneration Committee supervises the process of receiving candidacy applications for the Board of Directors membership</p> <p>2.6.1.4 The Nomination and Remuneration Committee reviews and studies nomination applications for the Board of Directors membership.</p> <p>2.6.1.5 The Nomination and Remuneration Committee determines the independent members</p> <p>2.6.1.6 The Nominations and Remuneration Committee sends candidacy applications to CMA, SAMA and Ministry of Commerce, provided that the candidate has previously obtained a non-objection from SAMA to his/her candidacy</p> |



Deleting / Amending



New / Amending

SAIB Nomination Policy (Summary of Changes)

| | |
|--|---|
| <p>obtained a non-objection from SAMA to his/her candidacy</p> <p>2.6.1.7 The Nominations and Remuneration Committee submits the names of the members nominated for the Board of Directors membership after obtaining official approvals to the General Assembly for the purpose of electing them.</p> <p>2.6.1.8 The committee has the right to meet the nominated members and study their qualifications</p> <p>2.6.1.9 SAMA has the right to request an interview with the candidate to fill the Board of Directors membership.</p> | <p>2.6.1.7 The Nominations and Remuneration Committee submits the names of the members nominated for the Board of Directors membership after obtaining official approvals to the General Assembly for the purpose of electing them.</p> <p>2.6.1.8 The committee has the right to meet the nominated members and study their qualifications</p> <p>2.6.1.9 SAMA has the right to request an interview with the candidate to fill the Board of Directors membership.</p> |
|--|---|



Deleting / Amending



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البنك السعودي للاستثمار
The Saudi Investment Bank



البنك السعودي للاستثمار
The Saudi Investment Bank

Standards of Competing with the Saudi Investment Bank (Sixth item)

Standards of Competing with the Saudi Investment Bank

With reference to the Capital Market Authority Corporate Governance Regulations Article 46 on the rules of competing with Company and Article 47 on the Concept of the competing businesses. We introduce hereunder the standards of competing businesses with the Saudi Investment Bank to be recommended by the Board and approved by the General Assembly.

The following businesses / activities are deemed competing with the Saudi Investment Bank:

- Any entity operating under a banking license issued by Saudi Central Bank.
- Any entity licensed by the Capital Market Authority for the following activities:
 - Dealing as Principal, Agent and Underwriter.
 - Managing Investment Funds.
 - Managing Discretionary and Non-Discretionary Portfolios.
 - Arranging.
 - Advisory.
 - Custody.
- Any activity / business the Board of Directors or its delegate deems competitive to the bank's activities, products and size.

In addition, the following shall be deemed a participation in any business that may compete with the Bank or any of its activities:

- Establishing a company or a sole proprietorship or the ownership of a controlling percentage of shares or stakes in a Company or any other entity engages in business activities that are similar to the activities of the Bank or its group.
 - Accepting membership in the Board of an entity that is competing with the Bank or its group, or managing the affairs of a competing sole proprietorship or any competing company of any form, except the Banks affiliates.
 - Acting as an overt or cover commercial agent for another company or entity competing with the Bank or its group.
-



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The Saudi Investment Bank



البنك السعودي للاستثمار
The Saudi Investment Bank

**Statement detailing the proposed profits
to be distributed for the year 2021
(Seventh item)**



البنك السعودي للاستثمار
The Saudi Investment Bank

A statement detailing the proposed profits to be distributed for the year 2021 according to the recommendation of the Board of Directors on 12/16/2021

| | |
|--|--|
| The Total amount distributed | SAR 525 Millions |
| Number of Shares Eligible for Dividends | 750,000,000 shares |
| Dividend per share | SAR 0.70 after deduction of Zakat |
| Percentage of Dividend to the Share Par Value (%) | 7% |
| Eligibility date | 01-02-2022 |
| Distribution Date | Will be announce later |



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The Saudi Investment Bank



البنك السعودي للاستثمار
The Saudi Investment Bank

By-Law Table of Changes (eighth item)



البنك السعودي للاستثمار
The Saudi Investment Bank

| Reference | Current | Proposed |
|--------------------------|--|---|
| Article 7: Share Capital | (a)The capital of the Bank is seven thousand and five hundred million (7,500,000,000) Saudi Riyals divided into seven hundred and fifty million (750,000,000) shares of equal value of SR10 each and fully paid; all of which are ordinary cash shares, of equal value, bearing equal rights and obligations for all shareholders. | (a)The capital of the Bank is ten billion (10,000,000,000) Saudi Riyals divided into one billion (1,000,000,000) shares of equal value of SR10 each and fully paid; all of which are ordinary cash shares, of equal value, bearing equal rights and obligations for all shareholders. |