

**Extraordinary General Assembly Meeting  
By Means Of Modern Technology  
22-Shawwal-1445 H  
01-May-2024 G**

Item No	Meeting Agenda
1	Reviewing and discussing the Board of Director's Report for the fiscal year ending on 31 December 2023.
2	Reviewing and discussing the financial statements for the fiscal year ending on 31 December 2023.
3	Voting on the Bank's External Auditors report for the fiscal year ending on 31 December 2023 after discussing it.
4	Voting on the Board of Directors recommendation to distribute cash dividends to Shareholders for the second half of 2023, amounting to (5,400,000,000) Saudi Riyals at a rate of (0.90) halalah per share, which represents 9% of the book value of the share after deducting zakat, for the 6,000,000,000 shares due for dividends. Eligibility for dividends to the Bank's shareholders who own shares at the end of the day of the General Assembly meeting, 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 due date, provided that the date of the distribution will be determined later. (Attached)
5	Voting on paying an amount of (10,042,042) Riyals as remuneration to the Board members for the fiscal year ending on 31 December 2023G.
6	Voting on paying an amount of (1,117,671) Riyals as remuneration to the Audit Committee Members for the fiscal year ending on 31 December 2023G.
7	Voting on discharging the Members of the Board members from any liabilities for the fiscal year 2023G.
8	Voting on amending the Annual Remuneration and Compensation Policy for Members of The Board and Board Committees. (Attached)
9	Voting on the business and contracts concluded between the bank and the Arabian Internet and Communications Services Company (Solutions) in which the Vice Chairman of the Board, Mr. Yazeed AlHumiad, has an indirect interest, which is a contract to Purchase of bulk SMS Service to cover the service for the year 2023 this contract was concluded without preferential terms or benefits, for an amount of 374,431,765 Saudi riyals. (Attached)
10	Voting on the business and contracts concluded between the bank and the Arabian Internet and Communications Services Company (Solutions) in which the Vice Chairman of the Board, Mr. Yazeed AlHumiad, has an indirect interest, which is a contract to Purchase of bulk SMS Service to cover the service for the year 2024 and 2025 this contract was concluded without preferential terms or benefits, for an amount of 357,500,000 Saudi riyals. (Attached)
11	Voting on the business and contracts concluded between the Bank and Etihad Etisalat Company (Mobily), in which members of the Board of Directors, Mr. Zaid Al- gwaiz and Mr. Abdullah Alrowais have an indirect interest, which is a contract for Renewal of Mobily Data Circuits links & DWDH Services, this contract was made without any preferential conditions or benefits, at a cost of 21,672,000 Saudi riyals. (Attached)
12	Voting on the business and contracts concluded between the Bank and Etihad Etisalat Company (Mobily), in which members of the Board of Directors, Mr. Zaid Al- gwaiz and Mr. Abdullah Alrowais have an indirect

	interest, which is a contract for Mobily Data Link and DDA Link Services for unpaid invoice for 2021 and 2022, this contract was made without any preferential conditions or benefits, at a cost of 8,473,782 Saudi riyals. (Attached)
13	Voting on the business and contracts concluded between the Bank and ELM information security company, in which the Board of Directors Member Mr. Abdulrahman Alodan has an indirect interest, which is a Contract for Customer Fingerprint Verification Services for the year 2023, this contract without any preferential treatment or conditions with a total amount of 10,892,562 Saudi riyals. (Attached)
14	Voting on the business and contracts concluded between the Bank and ELM information security company, in which the Board of Directors Member Mr. Abdulrahman Alodan has an indirect interest, which is a Contract for Yakeen service for the year 2023, this contract without any preferential treatment or conditions with a total amount of 12,330,111 Saudi riyals. (Attached)
15	Voting on the business and contracts concluded between the Bank and ELM information security company, in which the Board of Director Member Mr. Abdulrahman Alodan has an indirect interest, which is a Contract for Mobile Verification Services (Tahaquq) for the year 2023, this contract without any preferential treatment or conditions with a total amount of 6,900,004 Saudi riyals. (Attached)
16	Voting on the business and contracts concluded between the Bank and ELM information security company, in which the Board of Director Member Mr. Abdulrahman Alodan has an indirect interest, which is a Contract for renewing the following service: (Tahquq, Customer Fingerprint Verification, Yakeen, Natheer) for the year 2024, this contract without any preferential treatment or conditions with a total amount of 64,157,737 Saudi riyals. (Attached)
17	Voting on the business and contracts concluded between the Bank and ELM information security company, in which the Board of Director Member Mr. Abdulrahman Alodan has an indirect interest, which is a Contract for the additional fees for the services provide by ELM Company (Tahquq, Yakeen, and Fingerprint Verification) during the year 2023, this contract without any preferential treatment or conditions with a total amount of 33,215,060 Saudi riyals. (Attached)
18	Voting on the business and contracts concluded between the Bank and Saudi Accenture, in which a member of the Board of Directors, Mr. Ziad Al-Tunisi, has an indirect interest, which is an additional business contract for SNB-DV Digital Enablers Project, this contract was made without any preferential conditions or benefits, at a cost of SAR 13,800,000 (Attached).
19	Voting on the business and contracts concluded between the Bank and National Security Services Company (SAFE), in which a member of the Board of Directors, Mr. Yazeed AlHumaid, has an indirect interest, which is a contract for the Multi Banks Cash Center (MBCC) for the year 2023 Contract, this contract was made without any preferential conditions or benefits, at a cost of SAR 8,864,700 (Attached).
20	Voting on the business and contracts concluded between the Bank and Bupa Arabia for Cooperative Insurance Company "Bupa" in which a member of the Board of Directors Ms. Huda Mohammed Bin Ghoson has an indirect interest, which is a contract for the annual medical insurance contract for the SNB Group for the year 2024, this contract without any preferential treatment or conditions with a total amount of 338,017,800 Saudi riyals. (Attached)
21	Voting on electing members of the Board of directors from among the candidates for the next Board cycle, which starts on 15/05/2024 and ends on 14/05/2027. Noting 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 will obtain. (Resumes of candidates are attached)
22	Voting on the formation of the Audit Committee, for the next cycle, which begins on 15/05/2024 and ends on 14/05/2027, noting that the candidates (whose Resumes are attached) are: Mr. Abdullah Abdulrahman Alrowais Dr. Abdulrahman Muhammad Al-Barrak Dr. Khaled Muhammad Al-Tawil Mr. Abdulaziz Suliman Al-Ateeqi
23	Voting on delegating the Board of Directors to distribute interim dividends on a biannual or quarterly basis for the fiscal year 2024G.
24	Voting on delegating the Board of Directors the power of license included in paragraph (1) of Article (27) of the Companies Law, for one year from the date of approval of the General Assembly or until the end of the Board of Directors' term whichever is proceeds, in accordance with the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.
25	Voting on amending SNB Bylaws to comply with the new Companies Law. (Attached)

The Audit Committee Report for the year 2023.



# Audit Committee Report for the Fiscal Year 2023



The primary role of the Audit Committee is to protect the interests of shareholders, depositors, regulators, investors and other stakeholders by monitoring the Bank's business, assisting the Board of Directors in fulfilling its oversight responsibilities in the areas of the Bank's financial reporting, internal control system, verifying its accuracy, internal and external audit functions, dealing with supervisory examiners and maintaining legal and regulatory requirements including ethical and environmental matters.

## The Audit Committee Activities during the year 2023:

The Audit Committee held 8 meetings during the fiscal year 2023. The following are the most important topics discussed in those meetings:

### Financial Reports and External Auditors:

- Discussing the annual (audited) financial statements of the Saudi National Bank Group for the financial period ending on 31 December 2022 (twelve months) with the Bank's external auditors and executive management and recommend to the Board of Directors for approval.
- Recommending the reappointment of the external auditors Ernst & Young & Partners and KPMG & Co. to carry out the external audit functions of the Bank's business for the fiscal year 2023, and recommending this appointment to the Board of Directors for approval and recommending to the General Assembly for approval.
- Discussing the quarterly interim financial statements for the fiscal year 2023, discuss them with the executive management and external auditors, and recommend them to the Board of Directors for approval.
- Verifying the independence, integrity and effectiveness of external auditors in accordance with the relevant rules and standards.
- Discussing and following up on the work plan of the external auditors.
- Reviewing and discussing the management letter issued by the external auditors for the year 2022.
- Recommending to the Board of Directors the approval and recommending to the General Assembly the appointment of the Bank's external auditors, Deloitte and Ernst & Young to jointly review and audit the Bank's financial statements for the first, second and third quarters of the year 2024 and the annual financial statements for the year ending on 31 December 2024 as well as the first quarter of the year 2025.

### Internal Audit:

- Discussing and approving the annual internal audit plan and approve updates thereon, as well as the annual budget of the internal audit group.
- Reviewing and discussing the progress in the implementation of the annual internal audit plan and the most prominent observations issued.
- Reviewing the progress in closing the observations monitored in the internal audit reports, as well as the observations issued by the Saudi Central Bank, and verify the speed and correctness of closing the observations, especially those monitored in the reports of the Saudi Central Bank.
- Approving the key performance indicators for the Group Chief Internal Auditor and conducting annual performance evaluation.
- Reviewing and discussing progress in recruitment, attracting appropriate national competencies, training and professional development to obtain professional certificates necessary to carry out internal audit work efficiently and effectively.
- Reviewing the annual assurance of the independence of the internal auditor.
- Reviewing the quarterly updates to the evaluation of the internal control system.
- Following up on the progress in the implementation of the strategic initiatives of the Internal Audit Group for the development of the work mechanism, and the use of technology and data.

### Compliance:

- Reviewing the dealings with the related parties and provide views on them.
- Discussing periodic reports on compliance, anti-money laundering and terrorist financing, investigations, fraud and cases of non-compliance in the management of various businesses.
- Reviewing the achievements of the compliance program for the fiscal year 2022 and recommend to the Board regarding the annual compliance report for the year 2022.
- Reviewing and discussing a plan, targets and follow-up on what has been achieved regarding the compliance program for the fiscal year 2023.
- Following up on the latest violations and violations issued by the Saudi Central Bank.
- The Committee reviewed and discussed the position of important issues related to the Bank and ensured that the external auditors are periodically informed of the status of progress in legal issues and answered all their inquiries about them.
- The Committee reviewed the Sharia audit plan for the year 2023, which includes the objectives of the internal Sharia audit mission, and the Committee reviewed the most prominent observations issued during the period and the general position to address the observations issued, according to the requirements of the Sharia Governance Framework for local banks and banks operating in the Kingdom issued by the Saudi Central Bank.

### Audit Committee's Opinion on the Adequacy of the Internal Control System:

The Bank's Executive Management is responsible for ensuring that an effective system of internal control is in place, which includes the policies, procedures and processes set by the Executive Management - under the supervision of the Bank's Board of Directors - to ensure the achievement of its strategic objectives and the protection of its assets. Based on the periodic reports presented to the Audit Committee during the fiscal year ending on 31 December 2023 by the Internal Audit Department, the Compliance Department, the Bank's auditors, the Compliance Committee and other departments, the Audit Committee did not find any material gaps in the Bank's regulatory system, taking into account that any internal control system, regardless of the quality and integrity of its design and the effectiveness of its application, cannot provide absolute assurance.

...End of the Report...

#### Attachments of the Item No. 4:

Voting on the Board of Directors recommendation to distribute cash dividends to Shareholders for the second half of 2023, amounting to (5,400,000,000) Saudi Riyals at a rate of (0.90) halalah per share, which represents 9% of the book value of the share after deducting zakat, for the 6,000,000,000 shares due for dividends. Eligibility for dividends to the Bank's shareholders who own shares at the end of the day of the General Assembly meeting, and who are registered in the Bank's records at the Securities Depository Center Company (Eada) at the end of the second trading day following the due date, provided that the date of the distribution will be determined later.

Dividends details distributed to shareholders for the first half of the fiscal year 2023

Element List	Explanation
Date of the board's decision	25/07/2023 Corresponding to 07/01/1445
The Total amount distributed	SAR 5,100,000,000
Number of Shares Eligible for Dividends	6,000,000,000 shares
Dividend per share	SAR 0.85 after deduction of Zakat
Percentage of Dividend to the Share Par (%) Value	% 8.5
Eligibility date	The Eligibility date shall be at the end of trading day 01 August 2023 Corresponding to 14 Muharram 1445H for the shareholders registered in Depository Center (Edaa) at the end of the second trading day following the eligibility date
Distribution Date	13 August 2023 Corresponding to 26 Muharram 1445H

Dividends details that will be distributed to shareholders for the second half of the fiscal year 2023

Element List	Explanation
Date of the board's decision	2024-02-24 Corresponding to 1445-08-14
The Total amount distributed	SAR 5,400,000,000
Number of Shares Eligible for Dividends	6,000,000,000 shares
Dividend per share	SAR 0.90 after deduction of Zakat
Percentage of Dividend to the Share Par (%) Value	% 9
Eligibility date	The eligibility date of the dividends shall be at the end of trading day of the Bank's General Assembly meeting day for the shareholders registered in Depository Center at the end of the second trading day following the General Assembly Meeting date.
Distribution Date	Distribution date will be announced later.

Attachments for the Item No. 8:

The Proposed Amendments to the Annual Remuneration and Compensation Policy for Members of  
The Board and Board Committees.

## Amendments to the Annual Remuneration and Compensation Policy for Members of the Board & Board Committees

Before Amendment	After Amendment
<b>1. The Purpose of the Policy and the Scope of its Application</b>	<b>1. The Purpose of the Policy and the Scope of its Application</b>
A. This document applies to Board of Directors and Board Committees members, and sets out the Bank's policy on the remuneration and compensation of Board and Board Committees' members. The following are the Board Committees to which this policy is applied on its members:	A. This document applies to Board of Directors and Board Committees members, it sets out the Bank's policy on the remuneration and compensation of Board and Board Committees' members. The following are the Board Committees to which this policy is applied on its members:
3. The Nomination, Compensation and Governance Committee.	3. The Nomination, and Remuneration Committee.
B. The Audit Committee, approved to be formed by a decision of the General Assembly of the shareholders of the bank, and whose remuneration, attendance allowances and expenses are specified in its charter, shall be exempted from this policy.	B. The Audit Committee, whose remuneration, attendance allowances and expenses are specified in its charter, shall be exempted from this policy.
<b>3. Criteria for Determining Remunerations</b>	<b>3. Criteria for Determining Remunerations</b>
The Nomination, Compensation and Governance Committee shall take into account the following in determining and disbursing the remunerations that the members of the Board and its committees obtain:	The Nomination and Remuneration Committee shall take into account the following in determining and disbursing the remunerations that the members of the Board and its committees obtain:
C. The banking sector, the size of the bank, and the experience of the Board members.	C. Taking into consideration the complexity of the banking sector, the size of the bank, and the experience of the Board members.
D. Remunerations shall be reasonably sufficient to attract, and retain Board members with high qualifications and experience.	D. Remunerations shall be reasonably sufficient to attract, retain and motivate Board members with high qualifications and experience.
G. The remuneration shall be determined by measuring the period and date of the start and end of his membership, with the condition that the minimum attendance is reached, which is one third of the	G. The remuneration shall be determined in proportion to the tenure of membership in the Board or its Committees.

meetings held since the date of the start or end of his membership.	
New	H. The amount of remuneration for members of the Board of Directors and committees is determined in accordance with the provisions of this policy and the guidelines and instructions issued by the regulatory authorities in this regard.
<b>4. Remuneration General Rules</b>	<b>4. Remuneration General Rules</b>
B . A member of the Board of Directors may receive a remuneration for his membership in the Audit Committee. or for any additional executive, technical, administrative, or advisory functions or positions (under professional license) he assumes, such remuneration should be in addition to the remuneration he/she may receive in his/her capacity as a member in the Board of Directors	B. A member of the Board of Directors may receive a remuneration for his membership in the Audit Committee.
New	C. A Board member may receive a monetary amount for any additional executive, technical, administrative, or advisory functions or positions (under professional license) he assumes for the Bank, such remuneration should be in addition to the remuneration he/she may receive in his/her capacity as a member in the Board of Directors and its committees.
E . If the General Assembly decides to terminate the membership of any Board member, for not attending three (3) consecutive meetings of the Board without a legitimate excuse such a member may not be entitled to any remunerations for the period commencing from the last Board meeting he did not attend, and he shall return the remunerations received during this period.	E. If the General Assembly decides to terminate the membership of any Board member, for not attending three (3) consecutive meetings or five (5) intermittent meetings of the Board during the term of their membership without a legitimate excuse admitted by the Board of Directors, such a member may not be entitled to any remunerations for the period commencing from the last Board meeting he did not attend, and he shall return the remunerations received during this period.
H . The remunerations combined with the meetings attendance fees of the members of the Board of Directors and/or its Committees has been fixed at a maximum of SR 500,000 per person per annum, except for the Board Chairman as per SAMA circular No. (391000083183).	Deleted

<b>5. Remuneration of the Board of Directors and its Committees' Members</b>	<b>5. Remuneration of the Board of Directors and its Committees' Members</b>
Without prejudice to the general rules for the remunerations mentioned in this policy, the bank's AoA sets out the method for remuneration of the members of the Board of Directors. This remuneration may be a certain amount or an attendance allowance for sessions or in-kind benefits or a specific percentage of the net profit, and it may be combined between two or more of these Benefits, according to the following:	<b>Deleted</b>
A. A member of the Board of Directors receives a lump sum of 400,000 Saudi riyals (four hundred thousand Saudi riyals) annually for his membership in the Board of Directors.	A. A member of the Board of Directors receives a lump sum of 900.000 Saudi riyals (nine hundred thousand Saudi riyals) annually for his membership in the Board of Directors.
B. The Board of Directors determines the special remuneration for the Chairman of the Board for his responsibilities, based on Article (81) of the Companies Law issued by the Ministry of Commerce and any amendments that may occur to it, in addition to the circulars of the Saudi Central Bank in this regard.	B. The Chairman of the Board receives a supplementary remuneration of a sum of 6,000,000 Saudi riyals (Six million Saudi riyals )annually for his chairmanship.
C. The Chairman of Board Committee receives a lump sum of SR 200,000 (two hundred thousand Saudi riyals) annually for his membership in the Committee.	<b>Deleted</b>
D. A member of a board committee receives a lump sum of SR 100,000 (one hundred thousand Saudi riyals) annually for his membership in the Committee.	<b>Deleted</b>
<b>New</b>	C. The Chairman of the Executive Committee receives a lump sum amount of 450,000 Saudi Riyals (Four hundred and fifty thousand Saudi Riyals) annually for his chairmanship and membership in the Committee.
<b>New</b>	D. The Chairman of the Risk Committee receives a lump sum amount of 350,000 Saudi Riyals (Three hundred and fifty thousand Saudi Riyals) annually for his chairmanship and membership in the Committee.
<b>New</b>	E. The Chairman of the Nomination and Remuneration Committee receives a lump sum amount of 350,000 Saudi Riyals (Three hundred and fifty thousand Saudi Riyals)

	annually for his chairmanship and membership in the Committee.
New	F. A chairman of any other Board Committee established by the Board in the future receives a lump sum of 350,000 Saudi Riyals (Three and fifty hundred thousand Saudi Riyals) annually for his chairmanship and membership in the Committee.
New	G. A member of the Executive Committee receives a lump sum of 350,000 Saudi Riyals (Three hundred and fifty thousand Saudi Riyals) annually for his membership in the Committee.
New	H. A member of the Risk Committee receives a lump sum of 300,000 Saudi Riyals (Three hundred thousand Saudi Riyals) annually for his membership in the Committee.
New	I. A member of the Board Nomination and Remuneration Committee receives a lump sum of 300,000 Saudi Riyals (Three hundred thousand Saudi Riyals) annually for his membership in the Committee.
New	J. A member of any other Board Committee established by the Board in the future receives a lump sum of 300,000 Saudi Riyals (Three hundred thousand Saudi Riyals) annually for his membership in the Committee.
If the remuneration is a certain percentage of the bank's profits, this percentage may not exceed (10%) of the net profits, after deducting the reserves decided by the General Assembly in implementation of the provisions of the bank's AoA, and after distributing the profit to the shareholders no less than (5%) From the paid-up capital of the bank, provided that the entitlement to this remuneration is proportional to the number of sessions attended by the member, and every estimate that contradicts that is void.	Deleted
The calculation of bonuses paid to independent or non-executive board members in exchange for technical or consulting work does not include the upper limit of the remuneration of board members, provided that the additional bonus does not exceed 200,000 riyals.	Deleted
<b>6. The Board of Directors and its Committees</b> <b>Meetings Attendance Fees</b>	Deleted

Members of the Board Committees or its Committees shall receive an attendance fee of SAR 5,000 for his attendance of each Board Committee meeting the total attendance fee is calculated within the maximum limit prescribed for each member's remuneration.	Deleted
<b>7. Travel and Attendance Expenses for Members of the Board and its Committees</b>	<b>6. Travel and Attendance Expenses for Members of the Board and its Committees</b>
A . A member of the Board of Directors and a member of a board committee, who is a permanent resident in the Kingdom of Saudi Arabia, attending the meeting is entitled to a cash amount in exchange for travel expenses allowance, with a total amount of 3,000 Saudi riyals (three thousand Saudi riyals) if the meeting session is held outside the city of his permanent residence in the Kingdom.	Deleted
B . The bank shall bear the travel, accommodation and transportation expenses incurred by a member of the board of directors and a member of the committee attending the meeting session according to documented invoices if the meeting session was held outside the country of permanent residence.	The bank shall bear the travel, accommodation and transportation expenses incurred by a member of the board of directors and a member of the committee attending the meeting session according to documented invoices if the meeting session was held outside the city of permanent residence, unless these services are provided by the bank.
C . The sum of the travel, residence and transportation expenses allowance is not calculated within the maximum limit prescribed for each member's remuneration, as this allowance is compensation for the actual expenses incurred by the member to attend the session.	Deleted
New	<b>7. Medical Insurance</b>
New	The Bank may provide medical insurance coverage for the Board and Board Committees members and their dependents during the term of their membership, this coverage commences on the joining date and concludes at the conclusion of the year in which the membership ends, in accordance with the Bank's approved policy.
<b>8. Review, Update &amp; Maintenance</b>	<b>8. Review, Update &amp; Maintenance</b>
This policy goes into effect as of the date of its approval by the shareholders' general assembly and distributed to the concerned departments for review. The policy is reviewed annually by the Nomination Compensation and Governance Committee. If the NCGC decides, in the light of	This policy goes into effect as of the date of its approval by the shareholders' general assembly and distributed to the concerned departments for review. The policy is reviewed annually by the Nomination and Remuneration Committee. If the NRC decides, in the light of this review, to

<p>this review, to amend this Policy, it must submit to the Board of Directors the proposed amendments for approval, in preparation for submitting them to the general assembly of the bank's shareholders at the first meeting following its approval and this policy shall be a permanent part of the induction program provided to the new Board and Board Committee members upon their appointment. It is the duty of the new member to understand and familiarize himself with it.</p>	<p>amend this Policy, it must submit to the Board of Directors the proposed amendments for approval, in preparation for submitting them to the general assembly of the bank's shareholders at the first meeting following its approval and this policy shall be a permanent part of the induction program provided to the new Board and Board Committee members upon their appointment. It is the duty of the new member to understand and familiarize himself with it.</p> <p>In case of any discrepancies between the Arabic and the English text of this policy, the Arabic text shall prevail.</p>
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## The Policy After Amendments

سياسة المكافآت والتعويضات السنوية  
الخاصة بأعضاء مجلس الإدارة واللجان  
التابعة

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**Annual Remuneration and  
Compensation Policy for Members of  
the Board & Board Committees**

## Table of Contents

## المحتويات

1. The Purpose of the Policy and the Scope of its Application	١- موضوع السياسة ونطاق تطبيقها
2. Definition of Remunerations	٢- تعريف المكافآت
3. Criteria for Determining Remunerations	٣- معايير تحديد المكافآت
4. Remuneration General Rules	٤- قواعد عامة للمكافآت
5. Remuneration of the Board of Directors and its Committees' Members	٥- المكافآت السنوية الخاصة بأعضاء مجلس الإدارة واللجان التابعة
6. Travel and Attendance Expenses for Members of the Board and its Committees	٦- مصاريف السفر والحضور لأعضاء المجلس واللجان التابعة
7. Medical Insurance	٧- التأمين الطبي
8. Review, Update & Maintenance	٨- النشر والنفاز والتعديل

## 1. The Purpose of the Policy and the Scope of its Application

## ١. موضوع السياسة ونطاق تطبيقها

A. This document applies to Board of Directors and Board Committees members, it sets out the Bank's policy on the remuneration and compensation of Board and Board Committees' members. The following are the Board Committees to which this policy is applied on its members:

أ) تنطبق هذه السياسة على أعضاء مجلس الإدارة وأعضاء اللجان التابعة له وتحدد هذه السياسة المكافآت الخاصة بأعضاء مجلس إدارة البنك وكذلك أعضاء اللجان المنبثقة عن مجلس إدارة البنك، وفيما يلي أسماء اللجان المنبثقة التي تطبق على أعضائها هذه السياسة:

1. The Executive Committee.
2. The Risk Committee.
3. The Nomination, and Remuneration Committee.
4. Any other Board committee established by the bank's board of directors according to the nature of the work, provided that at least one of the members of that committee is a member of the board of directors, after obtaining the regulatory approvals for its formation.

١. اللجنة التنفيذية.
٢. لجنة المخاطر.
٣. لجنة الترشيحات والمكافآت.
٤. أي لجان تابعة أخرى يقوم بتأسيسها مجلس إدارة البنك طبقاً لطبيعة العمل على أن يكون من أعضاء تلك اللجنة عضو مجلس إدارة واحد على الأقل، وذلك بعد أخذ الموافقات النظامية على تشكيلها.

B. The Audit Committee, whose remuneration, attendance allowances and expenses are specified in its charter, shall be exempted from this policy.

The members of the committees to which this policy applies shall be referred to as members of the board committees, and this policy aims to attract qualified and distinguished persons to accomplish the tasks and responsibilities of the Board of Directors and its committees in a manner that commensurate with the Bank's activity. This policy was prepared in accordance with the applicable laws and regulations issued by the relevant regulatory authorities in the Kingdom of Saudi Arabia, and the articles of association of the bank.

ب) تستثنى من هذه السياسة لجنة المراجعة المحددة مكافآتهم وبدلات حضورهم ومصاريضهم في لائحة عملها.

ويشار إلى أعضاء اللجان التي تطبق عليهم هذه السياسة بأعضاء اللجان التابعة، وتهدف هذه السياسة إلى جذب الكفاءات المناسبة لإنجاز مهام ومسؤوليات مجلس الإدارة واللجان التابعة بما يتناسب مع نشاط البنك. وتم إعداد هذه السياسة بما يتوافق مع الأنظمة واللوائح المعمول بها والصادرة من الجهات التنظيمية ذات العلاقة في المملكة العربية السعودية، والنظام الأساسي للبنك.

## 2. Definition of Remunerations

Remunerations are: Amounts, allowances, dividends and the like, periodic or annual bonuses linked to performance, long or short-term incentive plans and any other in-kind benefits except the actual reasonable expenses and fees incurred by the Bank to enable the Board member to perform his/her duties.

## ٢. تعريف المكافآت

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

### 3. Criteria for Determining Remunerations

### ٣. معايير تحديد المكافآت

The Nomination and Remuneration Committee shall take into account the following in determining and disbursing the remunerations that the members of the Board and its committees obtain:

يجب على لجنة الترشيحات والمكافآت أن تراعي في تحديد وصرف المكافآت التي يحصل عليها أعضاء المجلس واللجان التابعة له المعايير الآتية:

- A. Remunerations shall be fair, appropriate, and commensurate with the Board member's activities and responsibilities, as well as with the objectives set by the Board, which are to be achieved during the financial year.
- B. Remunerations shall be commensurate with the Bank's activities and skills required for managing the Bank.
- C. Taking into consideration the complexity of the banking sector, the size of the bank, and the individual experience of the Board members.
- D. Remunerations shall be reasonably sufficient to attract, retain and motivate Board members with high qualifications and experience.

(أ) أن تكون المكافآت عادلة ومتناسبة مع اختصاصات العضو والأعمال والمسؤوليات التي يقوم بها ويتحملها أعضاء مجلس الإدارة، بالإضافة إلى الأهداف المحددة من قبل مجلس الإدارة المراد تحقيقها خلال السنة المالية.

(ب) أن تكون المكافآت متناسبة مع نشاط البنك والمهارة اللازمة لعضوية مجلس إدارته.

(ج) الأخذ بعين الاعتبار تعقيدات العمل البنكي والمصرفي وحجم أعمال البنك وخبرة كل من أعضاء مجلس الإدارة على حدة.

(د) أن تكون المكافأة كافية بشكل معقول لاستقطاب أعضاء مجلس ذوي كفاءة وخبرة مناسبة وتحفيزهم والإبقاء عليهم.

- E. Remunerations of the Board members may vary according to the member's experience, competencies, responsibilities, independence, number of meetings attended, and any other considerations.
- F. The board member and/or member of the Board committee commit to attend at least two-thirds of the meetings held during the bank's fiscal year.
- G. The remuneration shall be determined in proportion to the tenure of membership in the Board or its Committees.
- H. The amount of remuneration for members of the Board of Directors and committees is determined in accordance with the provisions of this policy and the guidelines and instructions issued by the regulatory authorities in this regard.
- هـ) يجوز أن تكون مكافآت أعضاء المجلس واللجان التابعة له متفاوتة المقدار بحيث تعكس مدى خبرة العضو واختصاصه والمهام المنوطة به واستقلاله وعدد الجلسات التي يحضرها وغيرها من الاعتبارات.
- و) أن يلتزم عضو مجلس الإدارة و/أو عضو اللجنة التابعة بحضور ثلثي الاجتماعات المنعقدة على الأقل خلال السنة المالية للبنك.
- ز) أن يتم تحديد المكافأة السنوية بالتناسب مع مدة شغل العضوية في المجلس أو لجانه.
- ح) يتم تحديد مقدار مكافآت أعضاء مجلس الإدارة واللجان وفقاً لما يرد في هذه السياسة وما يصدر عن الجهات التنظيمية من ضوابط وتعليمات مرتبطة في هذا الشأن.

#### 4. Remuneration General Rules

#### ٤. قواعد عامة للمكافآت

- A. Board members may not vote on the Board of Directors remuneration item at the General Assembly meeting.
- B. A member of the Board of Directors may receive a remuneration for his membership in the Audit Committee.
- أ) لا يجوز لأعضاء مجلس الإدارة التصويت على بند مكافآت مجلس الإدارة في اجتماع الجمعية العامة.
- ب) يجوز لعضو مجلس الإدارة الحصول على مكافأة مقابل عضويته في لجنة المراجعة.

C. A Board member may receive a monetary amount for any additional executive, technical, administrative, or advisory functions or positions (under professional license) he assumes for the Bank, such remuneration should be in addition to the remuneration he/she may receive in his/her capacity as a member in the Board of Directors and its committees.

D. The Remuneration of independent Board members shall not be a percentage of the profits that are realized by the bank, nor shall it be based directly or indirectly on the Bank's profitability.

E. If the General Assembly decides to terminate the membership of any Board member, for not attending three (3) consecutive meetings or five (5) intermittent meetings of the Board during the term of their membership without a legitimate excuse admitted by the Board of Directors, such a member may not be entitled to any remunerations for the period commencing from the last Board meeting he did not attend, and he shall return the remunerations received during this period.

ج) يجوز لعضو مجلس الإدارة الحصول على مبلغ مالي مقابل أعمال ومناصب تنفيذية أو فنية أو إدارية أو استشارية - بموجب ترخيص مهني- إضافية يكلف بها في البنك، وذلك بالإضافة إلى مكافأته على عضويته في المجلس ولجانه.

د) يجب ألا تكون مكافأة أعضاء مجلس الإدارة المستقلين نسبة من الأرباح التي يحققها البنك أو أن تكون مبنية بشكل مباشر أو غير مباشر على ربحية البنك.

هـ) إذا قررت الجمعية العامة إنهاء عضوية من تغيب من أعضاء مجلس الإدارة بسبب عدم حضوره ثلاثة (3) اجتماعات متتالية أو خمسة (5) اجتماعات متفرقة للمجلس دون عذر مشروع يقبله المجلس، فلا يستحق هذا العضو أي مكافآت عن الفترة التي تلي آخر اجتماع حضره، ويجب عليه إعادة جميع المكافآت التي صرفت له عن تلك الفترة.

F. If it is found that the remuneration paid to a Board member is based on false or misleading information submitted to the General Assembly or included in the Board of Directors' report, the concerned member shall return the remuneration to the Bank. Moreover, the Bank may claim refund of this remuneration

و) إذا تبين أن المكافآت التي صرفت لأي من أعضاء مجلس الإدارة مبنية على معلومات غير صحيحة أو مضللة تم عرضها على الجمعية العامة أو تضمينها تقرير مجلس الإدارة السنوي، فيجب عليه إعادتها للبنك، ويحق للبنك مطالبتة بردها.

G. The BoD shall disclose in its annual report the details of remuneration policies and the mechanisms used to determine such remuneration, including cash and in-kind benefits provided to each Board member in exchange for any executive, technical, administrative, or advisory position or function

ز) يجب أن يفصح مجلس الإدارة في تقريره السنوي عن تفاصيل السياسات المتعلقة بالمكافآت وآليات تحديدها والمزايا المالية والعينية المدفوعة لكل عضو من أعضاء مجلس الإدارة مقابل أي أعمال أو مناصب تنفيذية أو فنية أو إدارية أو استشارية.

## 5. Remuneration of the Board of Directors and its Committees' Members

## 5. المكافآت السنوية الخاصة بأعضاء مجلس الإدارة واللجان التابعة

A. A member of the Board of Directors receives a lump sum of 900,000 Saudi riyals (Nine hundred thousand Saudi riyals) annually for his membership in the Board of Directors.

أ) يتقاضى عضو مجلس الإدارة مبلغاً مقطوعاً مقداره ٩٠٠,٠٠٠ ريال سعودي (تسعمائة ألف ريال سعودي) بصفة سنوية نظير عضويته في مجلس الإدارة.

B. The Chairman of the Board receives an additional remuneration of a sum of 6,000,000 Saudi riyals (Six million Saudi riyals) annually for his chairmanship of the Board of Directors.

ب) يتقاضى رئيس المجلس مكافأة إضافية قدرها ٦,٠٠٠,٠٠٠ ريال سعودي (ستة ملايين ريال سعودي) بصفة سنوية، نظير رئاسته لمجلس الإدارة.

- (ج) يتقاضى رئيس اللجنة التنفيذية مبلغاً مقطوعاً مقداره ٤٥٠,٠٠٠ ريال سعودي (أربعمائة وخمسون ألف ريال سعودي) بصفة سنوية نظير رئاسته وعضويته في اللجنة.
- (د) يتقاضى رئيس لجنة المخاطر مبلغاً مقطوعاً مقداره ٣٥٠,٠٠٠ ريال سعودي (ثلاثمائة وخمسون ألف ريال سعودي) بصفة سنوية نظير رئاسته وعضويته في اللجنة.
- (هـ) يتقاضى رئيس لجنة الترشيحات والمكافآت مبلغاً مقطوعاً مقداره ٣٥٠,٠٠٠ ريال سعودي (ثلاثمائة وخمسون ألف ريال سعودي) بصفة سنوية نظير رئاسته وعضويته في اللجنة.
- (و) يتقاضى رئيس أي لجنة تابعة أخرى يقوم مجلس إدارة البنك بتأسيسها في المستقبل مبلغاً مقطوعاً مقداره ٣٥٠,٠٠٠ ريال سعودي (ثلاثمائة وخمسون ألف ريال سعودي) بصفة سنوية نظير رئاسته وعضويته في اللجنة.
- (ز) يتقاضى عضو اللجنة التنفيذية مبلغاً مقطوعاً مقداره ٣٥٠,٠٠٠ ريال سعودي (ثلاثمائة وخمسون ألف ريال سعودي) بصفة سنوية نظير عضويته في اللجنة.
- C. The Chairman of the Executive Committee receives a lump sum amount of 450,000 Saudi Riyals (Four hundred and fifty thousand Saudi Riyals) annually for his chairmanship and membership in the Committee.
- D. The Chairman of the Risk Committee receives a lump sum amount of 350,000 Saudi Riyals (Three hundred and fifty thousand Saudi Riyals) annually for his chairmanship and membership in the Committee.
- E. The Chairman of the Nomination and Remuneration Committee receives a lump sum amount of 350,000 Saudi Riyals (Three hundred and fifty thousand Saudi Riyals) annually for his chairmanship and membership in the Committee.
- F. A chairman of any other Board Committee established by the Board in the future receives a lump sum of 350,000 Saudi Riyals (Three and fifty hundred thousand Saudi Riyals) annually for his chairmanship and membership in the Committee.
- G. A member of the Executive Committee receives a lump sum of 350,000 Saudi Riyals (Three hundred and fifty thousand Saudi Riyals) annually for his membership in the Committee.

- H. A member of the Risk Committee receives a lump sum of 300,000 Saudi Riyals (Three hundred thousand Saudi Riyals) annually for his membership in the Committee. (ح) يتقاضى عضو لجنة المخاطر مبلغاً مقطوعاً مقداره ٣٠٠,٠٠٠ ريال سعودي (ثلاثمائة ألف ريال سعودي) بصفة سنوية نظير عضويته في اللجنة.
- I. A member of the Board Nomination and Remuneration Committee receives a lump sum of 300,000 Saudi Riyals (Three hundred thousand Saudi Riyals) annually for his membership in the Committee. (ط) يتقاضى عضو لجنة الترشيحات والمكافآت مبلغاً مقطوعاً مقداره ٣٠٠,٠٠٠ ريال سعودي (ثلاثمائة ألف ريال سعودي) بصفة سنوية نظير عضويته في اللجنة.
- J. A member of any other Board Committee established by the Board in the future receives a lump sum of 300,000 Saudi Riyals (Three hundred thousand Saudi Riyals) annually for his membership in the Committee. (ي) يتقاضى عضو أي لجنة تابعة أخرى يقوم مجلس إدارة البنك بتأسيسها في المستقبل مبلغاً مقطوعاً مقداره ٣٠٠,٠٠٠ ريال سعودي (ثلاثمائة ألف ريال سعودي) بصفة سنوية نظير عضويته في اللجنة.
- K. The Ordinary General Assembly of shareholders shall determine the annual remuneration of the members of the Audit Committee as per its approved charter. (ك) تحدد الجمعية العامة العادية للمساهمين المكافأة السنوية لأعضاء لجنة المراجعة وفقاً للائحة اللجنة المعتمدة.

## 6. Travel and Attendance Expenses for Members of the Board and its Committees

The bank shall bear the travel, accommodation and transportation expenses incurred by a member of the board of directors and a member of the committee attending the meeting session according to documented invoices if the meeting session was held outside the city of permanent residence, unless these services are provided by the bank.

## ٦. مصاريف السفر والحضور لأعضاء المجلس واللجان التابعة له

يتحمل البنك مصاريف السفر والإقامة والمواصلات التي تكبدها عضو مجلس الإدارة وعضو اللجنة التابعة الحاضر لجلسة الاجتماع بموجب فواتير موثقة إذا عقدت جلسة الاجتماع خارج مدينة الإقامة الدائمة، ما لم يوفر البنك تلك الخدمات.

## 7. Medical Insurance

The Bank may provide medical insurance coverage for the Board and Board Committees members and their dependents during the term of their membership, this coverage commences on the joining date and concludes at the conclusion of the year in which the membership ends, in accordance with the Bank's approved policy.

## 8. Review, Update & Maintenance

This policy goes into effect as of the date of its approval by the shareholders' general assembly and distributed to the concerned departments for review. The policy is reviewed annually by the Nomination and Remuneration Committee. If the NRC decides, in the light of this review, to amend this Policy, it must submit to the Board of Directors the proposed amendments for approval, in preparation for submitting them to the general assembly of the bank's shareholders at the first meeting following its approval and this policy shall be a permanent part of the induction program provided to the new Board and Board Committee members upon their appointment. It is the duty of the new member to understand and familiarize himself with it.

In case of any discrepancies between the Arabic and the English text of this policy, the Arabic text shall prevail.

## ٧. التأمين الطبي

يجوز للبنك توفير تغطية تأمينية طبية لأعضاء مجلس الإدارة واللجان وتابعهم خلال مدة العضوية، تبدأ بتاريخ شغل العضوية وتنتهي بنهاية السنة الميلادية التي تنتهي فيها العضوية، وفق سياسة البنك المعتمدة.

## ٨. النشر والنفذ والتعديل

يعمل بما جاء في هذه السياسة اعتباراً من تاريخ اعتمادها من قبل الجمعية العامة للمساهمين وتوزع على أصحاب العلاقة للاطلاع عليها وتتم مراجعة السياسة بشكل سنوي من قبل لجنة الترشيحات والمكافآت وإذارت اللجنة في ضوء هذه المراجعة تعديل هذه السياسة فيجب عليها أن ترفع إلى مجلس الإدارة التعديلات المقترحة للموافقة عليها تمهيداً لعرضها على الجمعية العامة لمساهمي البنك في أول اجتماع تالي لاعتمادها وتعتبر هذه السياسة جزء لا يتجزأ من البرنامج التعريفي المقدم إلى المجلس الجديد وأعضاء مجلس الإدارة عند تعيينهم، ومن واجب العضو الجديد أن يكون على دراية ومعرفة تامة بهذه السياسة.

في حالة وجود أي اختلافات بين النص العربي والنص الانجليزي في هذه السياسة، فإن النص العربي هو الذي يسود.

Attachments of the Item No. 9 till 20:

The Transactions and Contracts that Require the General Assembly Authorization

## Dear Esteemed Shareholders of the Saudi National Bank

In reference to Article 71 of the Companies Law issued by Issued by Royal Decree No. (M/132) dated 1/12/1443 AH, and with reference to Article 25 of the Bank's Bylaws, we would like to inform you of the transactions and contracts in which the members of the Board of Directors will have an interest in and in which the Bank seeks to obtain an authorization from the General Assembly, in addition to the transaction and contract that falls under the authorization of the Board of Directors with the power of authorization included in paragraph (1) of Article (27) of the Companies Law, for one year from the date of approval of the General Assembly or until the end of the Board of directors' term whichever is earlier, in accordance with the Implementing Regulations of the Companies Law for Listed Joint Stock Companies, noting that the below listed transactions and contracts represents the Board's recommendations issued until 29/02/2024G, and they are as follows\*:

### A. The transactions and contracts that require the General Assembly Authorization:

#	Service provider	Interested party	Service Provided	Period	Contract Value "SAR"
1	Arabian Internet and Communication Services Company (Solutions)	Mr. Yazeed Alhumied	Bulk SMS Service to cover the service for the year 2023	12 Months	374,431,765
2	Arabian Internet and Communication Services Company (Solutions)	Mr. Yazeed Alhumied	Bulk SMS Service to cover the service for the year 2024 and 2025	24 Months	357,500,000
3	Etihad Etisalat Company (Mobily)	1) Mr. Zaid Algwaiz 2) Mr. Abdullah Al-Rowais	Mobily Data Circuits links & DWDH Services	36 Months	21,672,000
4	Etihad Etisalat Company (Mobily)	1) Mr. Zaid Algwaiz 2) Mr. Abdullah Al-Rowais	Mobily Data Link and DDA Link Services for unpaid invoice for 2021 and 2022	24 Months	8,473,782
5	Elm Company	Mr. Abdulrahman Alodan	Customer Fingerprint Verification Services for the year 2023	12 Months	10,892,562
6	Elm Company	Mr. Abdulrahman Alodan	Yakeen service for the year 2023	12 Months	12,330,111
7	Elm Company	Mr. Abdulrahman Alodan	Mobile Verification Services (Tahaquq) for the year 2023	12 Months	6,900,004
8	Elm Company	Mr. Abdulrahman Alodan	Renewing the following services: (Tahquq, Yakeen, Customer Fingerprint Verification Services, Natheer) for the year 2024	12 Months	64,157,737
9	Elm Company	Mr. Abdulrahman Alodan	Additional fees for the services provide by ELM Company (Tahquq, Yakeen, and Fingerprint Verification) during the year 2023	6 Months	33,215,060
10	Accenture Saudi Arabia Limited	Mr. Ziad Al-Tunisi	SNB-DV Digital Enablers Project	12 Months	13,800,000
11	National Security Services Company (SAFE)	Mr. Yazeed Alhumied	Multi Banks Cash Center (MBCC) 2023 Contract	12 Months	8,864,700
12	Bupa Arabia for Cooperative Insurance Company "Bupa"	Ms. Huda Bin Ghoson	Annual medical insurance contract for the SNB Group for the year 2024	12 Months	338,017,800

### B. The transactions and contracts which the members of the Board of Directors have an interest, and the authorization granted by the General Assembly has been used:

#	Service provider	Interested party	Service Provided	Period	Contract Value "SAR"
1	Saudi Telecom Company (STC)	Mr. Yazeed Alhumied	New Dialing Number for Wealth Management	12 Months	23,020
2	Saudi Telecom Company (STC)	Mr. Yazeed Alhumied	STC link for Outbound Dialer Expansion	12 Months	1,128,000
3	Saudi Telecom Company (STC)	Mr. Yazeed Alhumied	KAFD Network Bandwidth Upgrade	12 Months	972,232.80
4	Saudi Telecom Company (STC)	Mr. Yazeed Alhumied	Digital Ventures New Lines	12 Months	645,030
5	Arabian Internet and Communication Services Company (Solutions)	Mr. Yazeed Alhumied	Arbor Cloud Technical Service	12 Months	784,316
6	Sirar by STC	Mr. Yazeed Alhumied	Sayen Digital Signature Pack	12 Months	153,000
7	Securities Depository Centre Company (EDAA)	Mr. Yazeed Alhumied	Tawasul Services Local SMS	1 Month	3,188
8	Securities Depository Centre Company (EDAA)	Mr. Yazeed Alhumied	Tawasul Services Local SMS	1 Month	5,030.30
9	Securities Depository Centre Company (EDAA)	Mr. Yazeed Alhumied	Annual Registration Fee for Unlisted SUKUK and Bonds	12 Months	110,354
10	Securities Depository Centre Company (EDAA)	Mr. Yazeed Alhumied	Annual Registration Fee for Unlisted SUKUK and Bonds	12 Month	200,000
11	Securities Depository Centre Company (EDAA)	Mr. Yazeed Alhumied	Capital Increase Fees	1 Month	211,660
12	Securities Depository Centre Company (EDAA)	Mr. Yazeed Alhumied	Listed Companies Registry services	12 Months	700,000
13	Saudi Exchange Company	Mr. Yazeed Alhumied	Equity Main Market Listing Fees for first 6 months of 2023	6 Months	495,890
14	Saudi Exchange Company	Mr. Yazeed Alhumied	Equity Main Market Listing Fees for second 6 months of 2023	6 Months	504,110
15	Etihad Etisalat Company (Mobily)	1) Mr. Zaid Algwaiz 2) Mr. Abdullah Al-Rowais	Network connection required for Wamid site (Co-location project)	12 Months	1,308,852
16	Etihad Etisalat Company (Mobily)	1) Mr. Zaid Algwaiz 2) Mr. Abdullah Al-Rowais	Data Guard Replication Link MITC / NDC	12 Months	2,040,000
17	Etihad Etisalat Company (Mobily)	1) Mr. Zaid Algwaiz 2) Mr. Abdullah Al-Rowais	Branch Bandwidth Links Upgrade	12 Months	228,612
18	Elm Company	Mr. Abdulrahman Alodan	Biometric Authentication	12 Months	35,000
19	Elm Company	Mr. Abdulrahman Alodan	Renewal of Natheer Services for non-Saudis for the year 2023	12 Months	820,000
20	Elm Company	Mr. Abdulrahman Alodan	Subscription in Najez Center for Justice Services	12 Months	1,050,000
21	Elm Company	Mr. Abdulrahman Alodan	Done service (Tamm)	12 Months	5,000,000
22	Accenture Saudi Arabia Limited	Mr. Ziad Altunisi	Counter Fraud Assessment	2 Months	914,400
23	Misk Foundation	Mr. Saeed AIGHamdi	Misk Accelerator, in partnership with Misk Foundation	1 Month	2,175,000
24	Saudi Experts Co. Training and Development (LEORON)	Mr. Saeed AIGHamdi	Facility Management Programs	1 Month	157,425
25	Saudi Experts Co. Training and Development (LEORON)	Mr. Saeed AIGHamdi	Safety & Physical Security and Facilities Management Training Programs	12 Months	270,938

26	Saudi Experts Co. Training and Development (LEORON)	Mr. Saeed AlGhamdi	Facility Management programs – Exam Fees	1 Month	229,087.50
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\* All the mentioned amounts are excluding the VAT.

We also attach to you the dedicated report on these transactions issued by the Bank's external auditors, Ernst & Young Professional Services.

**Board of Directors**



**Ernst & Young Professional Services (Professional LLC)**  
**Paid-up capital (SR 5,500,000 – Five million five hundred thousand Saudi Riyal)**  
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## **LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF THE SAUDI NATIONAL BANK (A SAUDI JOINT STOCK COMPANY)**

### **Scope**

We have been engaged by The Saudi National Bank (the “Bank”) to perform a ‘limited assurance engagement,’ as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the engagement, to report on the Bank’s compliance with the requirements of Article (71) of the Companies’ Law (the “Subject Matter”) contained in the Bank’s attached notification (Appendix A) which is presented by the Bank’s Board of Directors to the Ordinary General Assembly on the transactions and contracts in which some members of the Bank’s Board of Directors have a direct or indirect personal interest in them dated 19 March 2024.

### **Criteria Applied by the Bank**

In preparing the Subject Matter the Bank applied the below criteria (the “Criteria”). Such Criteria were specifically designed for the notification presented by the Bank’s Board of Directors to the Ordinary General Assembly (Appendix A). As a result, the subject matter information may not be suitable for another purpose.

- Article (71) of the Companies’ Law issued by the Ministry of Commerce.
- Notification presented by the Bank’s Board of Directors to the Ordinary General Assembly (Appendix A) dated 19 March 2024.
- Declarations submitted by some of the Bank’s Board of Directors’ members regarding the transactions and contracts in which some members of the Bank’s Board of Directors have a direct or indirect personal interest in them.
- Meeting minutes of the Board of Directors meeting which include disclosures by some of the Bank’s Board of Directors’ members regarding transactions and contracts in which some members of the Bank’s Board of Directors have a direct or indirect personal interest in them.

### **Bank’s Responsibilities**

The Bank’s management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the Subject Matter, such that it is free from material misstatement, whether due to fraud or error.

### **Our Responsibilities**

Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.



## **LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF THE SAUDI NATIONAL BANK (A SAUDI JOINT STOCK COMPANY) (continued)**

### **Our Responsibilities (continued)**

We conducted our engagement in accordance with the *International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* ('ISAE 3000 (Revised)') that is endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with the Bank on 25 March 2024. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

### **Our Independence and Quality Management**

We have maintained our independence and confirm that we have met the requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia, and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Management 1, *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements*, and accordingly maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### **Description of Procedures Performed**

Procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject matter and related information and applying analytical and other appropriate procedures.



**LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS OF  
THE SAUDI NATIONAL BANK (A SAUDI JOINT STOCK COMPANY) (continued)**

**Description of Procedures Performed (continued)**

Our procedures included:

- Obtained the notification presented by the Bank's Board of Directors to the Ordinary General Assembly (Appendix A) regarding the transactions and contracts entered between some of the Board of Directors' members directly or indirectly with the Bank dated 19 March 2024.
- Obtained the declarations from some of the Bank's Board of Directors' members for the transactions and contracts done with the Bank's in which some members of the Bank's Board of Directors have a direct or indirect personal interest in them.
- Obtained Board of Directors minutes of meetings that indicates some members' notification to the Board of Directors of transactions and contracts done with the Bank in which some members of the Bank's Board of Directors have a direct or indirect personal interest in them.
- Discussing with the management the contracts and transactions between the Board of Directors' members either directly or indirectly with the Bank.

We also performed such other procedures as we considered necessary in the circumstances.

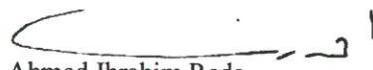
**Other Matter**

The attached notification (Appendix A) is stamped by us for identification purposes only.

**Conclusion**

Based on our procedures and the evidence obtained, we are not aware of any material modifications that need to be made to the Subject Matter, in order for it to be in accordance with the Criteria applied by the Bank referred to above.

for Ernst & Young Professional Services

  
Ahmed Ibrahim Reda  
Certified Public Accountant  
License No. (356)

Jeddah: 16 Ramadhan1445H  
(26 March 2024)



Attachments for the Item No. 21:

The Resumes of the Board of Directors Membership Candidates.

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Saeed Muhammad Ali Al-Ghamdi				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		17/11/1963	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications		The issuer of the qualification	
1	Bachelor's	computer engineering	1987		King Fahd University of Petroleum & Minerals	
c) Experiences of the Nominated Member						
Period		Experience				
April 2021 - March 2023		Managing Director and CEO - National Bank of Saudi Arabia				
May 2018 - March 2021		Chairman of the Board of Directors of the National Commercial Bank				
July 2018 - March 2021		Chairman of the Board of Directors of Al Ahli Capital				
September 2018 - August 2021		Member of the Board of Directors of the General Real Estate Authority				
December 2015 - August 2020		Chairman of the Board of Directors - Turkey Finance Katilim Bankasi Bank - Istanbul - Türkiye				
2018 - 2020		Chairman of the Board of Directors - Second Health Cluster				
2017 - 2020		Chairman of the Board of Directors of the Saudi Credit Information Company (SIMAH)				
March 2013 - May 2018		CEO - Member of the Board of Directors at the National Commercial Bank				
March 2013 - December 2015		Vice Chairman of the Board of Directors - Chairman of the Executive Committee - Turkey Finance Katilim Bankasi Bank - Istanbul - Turkey				
2013 - August 2023		Member of the Regional Advisory Board of MasterCard for the Middle East and Africa				
June 2012 - February 2013		Consultant at Saudi Experts - Riyadh - Kingdom of Saudi Arabia Advisor to His Excellency the Governor of the Saudi Arabian Monetary Agency Advisor to the Chairman of the Board of Directors - National Commercial Bank				
2009 - March 2012		Member of the Board of Directors - Al Rajhi Takaful Company				
2008 - March 2012		Member of the Board of Directors - Al Rajhi Financial Company				
July 2007 - March 2012		Executive Vice President - Al Rajhi Bank				
2006 - March 2012		Member of the Board of Directors - Al Rajhi Bank Malaysia				
May 2003 - June 2007		General Manager - Retail Banking Group, Al Rajhi Bank				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, non-executive, independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Saudi National Bank	Banks	Non-executive	In his personal capacity	Chairman of the Board of Directors and Chairman of the Executive Committee	Listed Joint Stock Company
2	Manga Productions	Production of cinematic films	Non-executive	In his personal capacity	Chairman of Board of Directors	Limited liability Company
3	Mohammed bin Salman Foundation (MISK)	Charity	Non-executive	In his personal capacity	Member of the Executive Committee and Member of the Executive Committee	Charity Foundation
4	Jabal Omar Development Company	Real Estate	independent	In his personal capacity	Chairman of the Board of Directors and member of the Nominations and Remuneration Committee	Listed Joint Stock Company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>	Yazeed Abdulrahman Ibrahim Al-Humied					
<b>Nationality</b>	Saudi	<b>Date of Birth</b>	05/29/1983			
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Business administration and accounting	2004	King Saud University - Saudi Arabia		
c) Experiences of the Nominated Member						
Period	Experience					
2021- Now	Deputy Governor - and Head of the General Administration for Middle East and North Africa Investments - Public Investment Fund					
2020-2021	Head of the General Administration for Investments in Local Companies - Public Investment Fund					
2016-2020	Chief Administrator - Public Investment Fund					
2015-2016	His Excellency Supervisor Advisor - Public Investment Fund					
2014-2015	Director of Mergers and Acquisitions Department - Capital Market Authority					
2013-2014	Advisor to His Excellency the Chairman - Capital Market Authority					
2008-2012	Senior Specialist in the Mergers and Acquisitions Department - Capital Market Authority					
2004-2008	Senior Consultant - PricewaterhouseCoopers					
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Saudi National Bank	Financial and banking services	Non-Executive	Nominated by a shareholder	Remuneration and Nominations Committee	Listed Joint Stock Company
2	National Security Services Company	Security guards	Non-Executive	A representative of the Public Investment Fund	Remuneration and Nominations Committee	Joint Stock Company
3	General Corporation of Saudi Arabian Airlines	Aviation	Non-Executive	A representative of the Public Investment Fund	Audit, Risk and Compliance Committee, Executive Committee	Governmental institution
4	Deal Air	Aviation	Non-Executive	A representative of the General Corporation of Saudi Arabian Airlines	Audit Committee	Joint Stock Company
5	Civil Aviation Holding Company	Investment	Independent	In his personal capacity	Executive committee	Joint Stock Company
6	Saudi Stock Exchange Company (Tadawul)	Capital Market	Non-Executive	Nominated by a shareholder	Investment Committee	Listed Joint Stock Company
7	Saudi Telecom Company	Telecommunications	Non-Executive	Nominated by a shareholder	Executive committee	Listed Joint Stock Company
8	Saudi Egyptian Investment Company	Investment	Non-Executive	A representative of the Public Investment Fund	-	Joint Stock Company
9	Saudi Information Technology Company	Information technology	Non-Executive	A representative of the Public Investment Fund	Executive Committee	Joint Stock Company
10	Saudi Electronic Games Holding Company	Information technology	Non-Executive	A representative of the Public Investment Fund	Executive Committee	Joint Stock Company
11	Industrial Electronics Company	Industries and electronics	Non-Executive	A representative of the Public Investment Fund	Executive Committee	Joint Stock Company
12	The Red Sea Cruise Ship Company	Tourism	Non-Executive	A representative of the Public Investment Fund	-	Joint Stock Company
13	Desert Products Development Company	Tourism	Non-Executive	A representative of the Public Investment Fund	-	Joint Stock Company
14	Richard Attias & Associates Company	Consultations	Non-Executive	A representative of the Public Investment Fund	-	Joint Stock Company
15	Sir National Automotive Company	Automotive industry	Non-Executive	A representative of the Public Investment Fund	-	Joint Stock Company



## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Huda Mohammed Nasser Al-Ghpson				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		22/1/1958	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications		The issuer of the qualification	
1	Bachelor's	English literature	1980		King Saud University (formerly Riyadh University), Kingdom of Saudi Arabia	
2	Master's	Business management	1986		American University in Washington, USA	
c) Experiences of the Nominated Member						
Period		Experience				
1981-1988		Medical management planning and analysis - Saudi Aramco				
1988-1992		Business planning and analysis - Saudi Aramco				
1992-2006		Consultant - Human Resources Systems and Planning Specialist - Saudi Aramco				
2006-2009		Director of Human Resources Systems and Planning - Saudi Aramco				
2009-2012		General Manager of Training and Development - Saudi Aramco				
2012-2017		Executive Director of Human Resources - Saudi Aramco				
2006-2012		Member of the Board of Directors - Villa International Marine Company				
2012-2017		Board Member - Yanbu Aramco Sinopec Refining Company (YASREF)				
2013-2017		Board Member - Johns Hopkins Aramco Healthcare (JHAH)				
2010-2017		Board Member - Saudi Aramco Asia Company (SAAC)				
2012-2017		Board Member - Saudi Aramco Development Company (SADCO)				
2012-2017		Board Member - Saudi Aramco Investment Management Company (SIMCO)				
2014-2017		Member of the Board of Directors - General Organization for Social Insurance				
2017-2020		Member of the Board of Directors - Credit Suisse Saudi Bank				
2021 – 2019		Member of the Board of Directors - Institute of Public Administration				
d) Current membership in the Board of Directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Saudi National Bank	Banks	Independent board member	In her personal capacity	Nominations and Remuneration Committee	Listed
2	Saudi Telecom Company (STC)	Telecom	Independent committee member	In her personal capacity	Nominations and Remuneration Committee	Listed
3	Bupa Arabia Cooperative Insurance Company	Health insurance	Independent board member	In her personal capacity	Nominations and Remuneration Committee	Listed
4	Office of Missions and Initiatives Affairs	Administration	Independent committee member	In her personal capacity	Nominations and Remuneration Committee	Non-profit
5	Hivolution Foundation	Health research	Independent committee member	In her personal capacity	Nominations and Remuneration Committee	Non-profit

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Ziad Mohammed Saleh Altunsi				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		24/09/1968	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications		The issuer of the qualification	
1	Bachelor's	Business Administration	1991		KING SAUD UNIVERSITY	
2	Master's	Science – International Securities, Investment and Banking	1996		UNIVERSITY OF READING	
3	Executive Education	Corporate Financial Strategy in Global Markets	2003		INSEAD	
4	Executive Education	Private Equity and Venture Capital	2005		HARVARD BUSINESS SCHOOL	
c) Experiences of the Nominated Member						
Period		Experience				
2018-Now		Chief Executive Officer - Alfaisaliah Group				
2008-2018		Vice President & Deputy CEO - Alfaisaliah Group				
2002-2008		CHIEF FINANCIAL OFFICER / CHIEF INVESTMENT OFFICER - Alfaisaliah Group				
1998-2002		GROUP TREASURER - Alfaisaliah Group				
1991-1998		PRIVATE BANKING & INVESTMENT ADVISER  RIYADH, Saudi Arabia - SAMBA FINANCIAL GROUP				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, non-Executive, independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Axantia Cayman	Pharmaceuticals and drugs production sector	Chairman of Board of Directors	Nominated by a shareholder	-	A joint stock company outside the Kingdom
2	Philips	Medical devices sector	Chairman of Board of Directors	Nominated by a shareholder	-	Closed joint stock company - inside the Kingdom
3	Nuwa Capital	Investment platform	Chairman of Board of Directors	Nominated by a shareholder	-	A joint stock company outside the Kingdom
4	Alsafi Danone Co.Ltd	Juice, dairy and derivatives production sector	Chairman of Board of Directors	Nominated by a shareholder	-	Closed joint stock company - inside the Kingdom
5	Thibbiyah	Medical devices sector	Chairman of Board of Directors	Nominated by a shareholder	-	Listed joint stock company
6	Saudi Angel Investors	Investment sector	Member of the Board of Directors	Nominated by a shareholder	-	A joint stock company outside the Kingdom
7	Accenture	The field of management consulting	Member of the Board of Directors	Nominated by a shareholder	-	Closed joint stock company - inside the Kingdom
8	Knowledge Economic City	Real estate sector	Member of the Board of Directors	Nominated as shareholder	Chairman of the Nominations and Remuneration Committee	A listed joint stock company inside the Kingdom
9	Saudi National Bank	Banking sector	Member of the Board of Directors	Nominated as shareholder	-	Listed joint stock company
10	Lafana Holding	Investment sector	Member of the Board of Directors	Nominated as shareholder	Chairman of the Nominations and Remuneration Committee Chairman of the Investment Committee	A joint stock company inside the Kingdom
11	AWG Holding	Real estate investment sector	Member of the Board of Directors	Nominated as shareholder	Chairman of the Nominations and Remuneration Committee	Closed joint stock company - inside the Kingdom
12	Raqamyah Holding Ltd.	Information technology	Member of the Board of Directors	Nominated as shareholder	-	A limited liability company
13	AlMajadah Residence	Real estate sector	Member of the Board of Directors	Nominated as shareholder	-	Closed joint stock company
14	TamkeenHr	HR	Member of the Board of Directors	Nominated as shareholder	-	Closed joint stock company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Abdullah Abdulrahman Saainin Al-Rowais				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		25/10/1965	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications		The issuer of the qualification	
1	Bachelor's	Accounting	1992		King Saud University - Saudi Arabia	
2	Master's	Information Systems	1997		University of Detroit Mercy - USA	
c) Experiences of the Nominated Member						
Period		Experience				
05-2007 To 01-2024		Chief Internal Audit Officer at Mobily				
09-2000 To 08-2007		Audit Manager and Assistant General Auditor at Saudi Aramco				
01-1992 To 08-2000		Internal auditor at the Central Bank of Saudi Arabia (SAMA)				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, non-Executive, independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	National Bank of Saudi Arabia	Banks	Independent	In his personal capacity	Audit Committee	Listed Joint Stock Company
2	ACWA Power	Utilities	Non-executive	Appointed by a shareholder	Audit Committee	Listed Joint Stock Company
3	Bawan	Capital goods	Independent	In his personal capacity	Audit Committee	Listed Joint Stock Company
4	Seer Automotive Industry Company	Automotive industry	Audit committee member	In his personal capacity	Audit Committee	Joint Stock Company
5	Central Jeddah Development Company	Real estate	Audit committee member	In his personal capacity	Audit Committee	Joint Stock Company
6	Boutique Hospitality Company	Hospitality	Chairman of the Audit committee	In his personal capacity	Audit Committee	Joint Stock Company
7	Saudi Information Technology Company	Technology	Audit committee member	In his personal capacity	Audit Committee	Joint Stock Company
8	Noon Company	Electronic commerce	Chairman of the Audit committee	In his personal capacity	Audit Committee	Joint Stock Company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>	Ibrahim Saad Ibrahim Al-Mojel					
<b>Nationality</b>	Saudi	<b>Date of Birth</b>	01/11/1979			
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	BS in Electrical Engineering, Double Major in Mathematics; Minor in Computer Science.	2002	Vanderbilt University - USA		
2	Master's	MS in Electrical Engineering.	2004	Stanford University - USA		
3	Master's	MS in Management Science and Engineering.	2010	Stanford University - USA		
4	Ph.D	Ph.D. in Management Science and Engineering.	2010	Stanford University - USA		
c) Experiences of the Nominated Member						
Period	Experience					
2023 - now	Co-Founder of Khwarizmi Holding Company.					
2023 - now	Chairman of the Board of Directors of Al-Khwarizmi Financial Company					
2018 - 2023	CEO of Saudi Industrial Development Fund					
2015 - 2017	CEO of Wisayah International.					
2010 - 2014	Worked in various roles on corporate strategy, economic policy, and energy strategy.					
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Takamul Holding Company	Investment	Member of the Board of Directors	Nominated by a Shareholder	-	A government limited liability company
2	Public Investment Fund	Government fund	Investment Committee	In his personal capacity	Member of the Investment Committee	investment
3	Special Zone Logistics Company	Logistics sector	Chairman of Board of Directors	Nominated by a Shareholder	-	A government limited liability company
4	Saudi National Bank	Banking sector	Member of the Board of Directors	Nominated by a Shareholder	Executive Committee Member	Shareholding company
5	Hassana Investment Company	Investment	Member of the Board of Directors	Nominated by a Shareholder	-	A government limited liability company
6	Awqaf Investment Company	Investment	Member of the Board of Directors	Nominated by a Shareholder	-	A government limited liability company
7	Saudi Export and Import Bank	Banking sector	Member of the Board of Directors	In his personal capacity	-	Government bank
8	Royal Commission for Jubail and Yanbu	Governmental	Chairman of the Audit Committee	In his personal capacity	Chairman of the Audit Committee	Governmental entity
9	Wadi Taiba Company	Investment	Member of the Board of Directors	Nominated by a Shareholder	-	A limited liability company
10	Infrastructure Fund	Logistics sector	Member of the steering committee	In his personal capacity	Member of the steering committee	Government fund
11	Al Khwarizmi Holding Company	Investment	Founding partner	In his personal capacity	-	A limited liability company
12	Al-Khwarizmi Financial Company	Investment	Chairman of Board of Directors	In his personal capacity	-	A limited liability company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Rashid Ibrahim Mohammed Rashid Sharif				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		09/12/1975	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Financial management	1998	King Fahd University of Petroleum and Minerals - Kingdom of Saudi Arabia		
2	Master's	Business Management	2009	Prince Sultan University - Kingdom of Saudi Arabia		
3	Corporate financing program		2008	London Business School - United Kingdom		
4	Leadership programme		2010	International Institute for Management Development - Switzerland		
5	Credit program		2000	Chase Manhattan Bank - USA		
c) Experiences of the Nominated Member						
Period	Experience					
2021-Now	CEO and Member of the Board of Directors - AlAhli Capital Company					
2018-Now	Member of the Board of Directors - National Bank of Saudi Arabia					
2022-Now	Vice Chairman of the Board of Directors - Aviles Aircraft Leasing Company					
2021-Now	Member of the Board of Directors - NEOM Technology and Digital Company - TONOMS NEOM					
2023-Now	Chairman of the Financial Market Institutions Committee - Capital Market Authority					
2023-Now	Member of the Advisory Committee - Capital Market Authority					
2018-Now	Member of the Investment Committee - Saudi Telecom Company					
2019-2020	Member of the Board of Directors - Saudi Basic Industries Corporation (SABIC)					
2018-2021	Member of the Board of Directors - Saudi Telecom Company					
2018-2021	Member of the Board of Directors - Saudi Electricity Company					
2018-2020	Member of the Board of Directors - King Abdullah Financial Center					
2018-2021	Member of the Board of Directors - Accor Invest					
2016-2018	Chairman of the Board of Directors - Roya Al-Madina Company					
2017-2018	Chairman of the Board of Directors - Saudi Real Estate Development and Investment Company (Dar Al-Hijrah)					
2017-2018	Chairman of the Board of Directors - Tahakum Investment Company					
2020-2021	Member of the Board of Directors - Red Sea Cruise Ship Company					
2017-2021	Head of the General Administration for Investments in Local Companies - Public Investment Fund					
2017-2017	CEO - Riyadh Capital Company					
2013-2017	Director of Corporate Investment Banking Department - Riyadh Capital Company					
2006-2013	Director of Registration and Listing Department - Capital Market Authority					
2005-2006	Customer Finance Relations Manager - Bank Al Bilad					
1999-2005	Credit Manager - Saudi Industrial 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:						
#	Company name	Main activity	Members hip type (executive, non-Executive, independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Member ship of the committees	Legal form of the company
1	National Bank of Saudi Arabia	Financial and banking services	Non-executive	As a shareholder	Risk Committee	Listed joint stock company
2	AlAhly Financial Company	Financial and banking services	Executive	Appointed by a shareholder	Risk Committee	Closed joint stock company
3	Aircraft rental company - Aviles	Transportation	Non-executive	Appointed by a shareholder	Executive Committee - Nominations and Remuneration Committee	One-person company
4	NEOM Technology and Digital Company - TONOMS NEOM	Communications and technology	Non-executive	Appointed by a shareholder	Investment Committee	One-person company
5	Saudi Telecom Company	Telecommunications	Independent	Appointed by the Board of Directors	Investment Committee	Listed joint stock company



## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Deemah Yahya Abdullah Al-Yahya				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		14/5/1979	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Computer Science	2004	King Saud University, Riyadh		
c) Experiences of the Nominated Member						
Period		Experience				
2020 – Now		Secretary-general of the Digital Cooperation Organization				
2023 – Feb 2024		Riyadh Capital Company				
2017 – 2019		Misk Foundation - Advisor and Chairman				
2016 – 2017		National Digital Transformation Unit - Acting CEO				
2010 – 2016		Microsoft Corporation - Director of Administration				
2009 – 2010		Ministry of Foreign Affairs - director of Electronic Services Department				
2007 – 2009		Saudi Stock Exchange (Tadawul) - E-Business Development Analyst Electronic Services				
2004 – 2007		Saudi Stock Exchange (Tadawul) - Senior Software Engineer Electronic Services				
2002 – 2004		Samba Financial Group - Electronic Services Software Engineer				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, non-Executive, independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	King Abdullah Institute for Research and Consulting Studies	Scientific Research	Not applicable	Ministerial Decree	-	Government Institute
2	Venture Capital and Private Equity Association	Investment	Not applicable	Ministerial Decree	-	Government association
3	The Saudi Federation for Cybersecurity, Programming and Drones	Non-governmental organization	Not applicable	Ministerial Decree	-	National Foundation
4	Saudi Authority for Intellectual Property - SAIP	Government Administration	Not applicable	Ministerial Decree	-	Governmental entity
5	Saudi Company for Artificial Intelligence	IT services	Not applicable	Appointed by a shareholder who has the right of appointment	-	Closed Joint Stock Company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Faisal Omar Abbas Al-Saqqaf				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		12/19/1960	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Economics	1982	Harvard university		
2	Master's	Financial management	1988	Harvard university		
c) Experiences of the Nominated Member						
Period		Experience				
2018-2020		CEO - National Commercial Bank				
2013-2018		Head of Strategy and Business Development Group - National Commercial Bank				
2006-2013		Head of the Financial Group - National Commercial Bank				
2003-2006		Head of Strategy and Performance Management Sector - National Commercial Bank				
2000-2003		Financial Controller - Saudi Computer 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:						
#	Company name	Main activity	Members hip type (executive, non-Executive, independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Member ship of the committees	Legal form of the company
1	Saudi Housing Guarantee Services Company (Guarantees)	Various financing programs for housing projects	Independent	In his personal capacity	Executive committee	Joint Stock Company
2	Real Estate Development Fund	Various financing programs for housing projects	Independent	In his personal capacity	-	Government Fund
3	Issam Qabbani Group	Industrialization	Independent	In his personal capacity	-	Limited liability
4	Al-Amar Group	Restaurant management	Independent	In his personal capacity	Audit Committee	Listed Joint Stock Company
5	AlAhli Finance	Financial markets	Independent	In his personal capacity	-	Joint Stock Company
6	Dates group	Medications	Independent	In his personal capacity	Audit and Investment Committees	Limited liability
7	Memaar Construction Equipment and Trade Company Limited	Construction equipment	Non-executive	In his personal capacity		Limited liability

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Bleiheid Nasser Bleiheid Al-Bleiheid				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		23/04/1957	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Economics	1982	Harvard university		
2	Master's	Financial management	1988	Harvard university		
c) Experiences of the Nominated Member						
Period		Experience				
2007 - Now		Founder and Managing Director - Ejada Management Consulting and EMA - Kingdom of Saudi Arabia				
November 2003 - Now		Chairman of the Sectoral Skills Council for the Professional (Consulting) Services Sector in the Kingdom of Saudi Arabia - Ministry of Human Resources and Social Development.				
March 2021 – Now		Member of the Nominations and Rewards Committee - Prince Mohammed bin Salman Royal Reserve Development Authority				
February 2020 – Now		Member of the Board of Directors, Chairman of the Nominations and Rewards Committee, and Member of the Executive Committee - King Salman bin Abdulaziz Royal Reserve Development Authority				
February 2020 - November 2023		Chairman of the Nominations and Rewards Committee and Member of the Executive Committee - King Abdulaziz Royal Reserve Development Authority				
April 2019 - November 2023		Member of the Nominations and Remuneration Committee - King Abdullah Financial Center (KAFC)				
December 2019 - March 2021		Member of the Board of Directors, Member of the Risk Committee, and Member of the Nominations and Remuneration Committee - Al Rajhi Takaful				
April 2019 - December 2020		Member of the Nominations and Remuneration Committee - Bank Al Bilad				
April 2019 - September 2019		Member of the Nominations and Remuneration Committee - Aqua Power				
September 2018 – March 2019		Advisor to the Board of Directors - National Bank of Saudi Arabia				
2014 – February 2018		Member of the Nominations and Rewards Committee – AlAhli Capital				
June 2013 - April 2018		Chairman of the Board of Directors - Al Ahli Takaful				
2013-2018		Senior Deputy CEO and Head of Human Resources Group - National Bank of Saudi Arabia				
2006-2007		Director of Human Resources and Organizational Development - Saudi Research and Marketing Group (SRMG)				
1997-2006		General Manager of Human Resources Sector - The Saudi British Bank (SABB)				
1985-1997		Senior Executive Assistant and Founder of Talent Acquisition Management - King Faisal Specialist Hospital (KFSH)				
1983-1985		Director of Administrative Affairs - National Information Center (Ministry of Interior)				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Ministry of Human Resources and Social Development	Human Resources and Community Development	Chairman of the Board	In his personal capacity	Chairman of the Sector Skills Council for the Professional Services (Consulting) Sector in the Kingdom of Saudi Arabia	Governmental
2	Prince Mohammed bin Salman Royal Reserve Development Authority	Natural reserve	Committee member	In his personal capacity	Nominations and Remuneration Committee	Governmental
3	King Salman bin Abdulaziz Royal Reserve Development Authority	Natural reserve	Board Member	In his personal capacity	Chairman of the Nominations and Remuneration Committee and member of the Executive Committee	Governmental



## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Abdulrahman Mohammed Abdulmohsen Al-Eissa				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		19/12/1960	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Business Management	1984	King Saud University - Kingdom of Saudi Arabia		
2	Master's	Business Management	1988	University of Dayton, Dayton, Ohio. America		
c) Experiences of the Nominated Member						
Period		Experience				
10/2021 –Now		Strategies and business development, as well as risks and quality of the credit portfolio				
2017-2019		Advisor to His Excellency the Minister of Transport in the field of investment and privatization				
2010-2013		CEO and member of the Board of Directors of Lazard Saudi Arabia, a company licensed by the Capital Market Authority				
2006-2010		CEO of Albilad Investment Company - Albilad Capital, a company licensed by the Capital Market Authority				
1990-2006		Assistant General Manager - Head of Public Sector at Samba Financial Group				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, non-Executive, independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Member ship of the committees	Legal form of the company
1	United International Holding Company	Holding	Independent	In his personal capacity	Audit Committee	Closed Joint Stock Holding Company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Abdulrahman Saeed Abdulrahman Al-Yamani				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		03/05/1981	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Information Systems Management	2004	King Fahd University of Petroleum and Minerals		
2	Master's	International Trade	2007	Webster University - United Kingdom - London		
c) Experiences of the Nominated Member						
Period		Experience				
2023 – Now		Chairman of the Board of Directors - BLME Financial Company				
2005 - Now		Vice President - Al-Yamni Group				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Members hip type (executive, non-Executive, independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	BLME Financial Company	Investment fund activities	Independent	Appointed by a shareholder with the right to appoint	-	Closed Joint Stock Company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Ammr Khaled Abdulfattah Kurdi				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		11/04/1979	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications		The issuer of the qualification	
1	Bachelor's	Accountancy	2001		King Saud University - Kingdom of Saudi Arabia	
2	Master's	Accountancy	2004		University of Arizona, USA	
3	PhD	Accountancy	2010		University of North Texas, USA	
c) Experiences of the Nominated Member						
Period		Experience				
09/2023 - Present		Assistant Governor for Financial Sustainability & Risk Management – GOSI				
2021 – 08/2023		Chief Financial Officer – The Company for Cooperative Insurance				
2019 - 2021		Chief Corporate Services Officer – Saudi Arabian Industrial Investment Company (Dussur)				
2016 - 2019		Group Chief Financial Officer – Saudi Arabian Amiantit Company				
2013 - 2017		Chief Audit Executive - King Fahd University of Petroleum & Minerals				
2002 – 2017		Assessment & Accreditation Coordinator - King Fahd University of Petroleum & Minerals				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Members hip type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Member ship of the committees	Legal form of the company
1	Saudi Telecom Company	Telecommunication Services	Independent	In his personal capacity	Audit Committee	Listed Joint Stock Company
2	Saudi Electricity Company	Utilities	Independent	In his personal capacity	Audit Committee	Listed Joint Stock Company
3	Saudi Agriculture & Livestock Investment Company	Agriculture	Independent	In his personal capacity	Audit Committee	Closed Joint Stock Company
4	The Company for Cooperative Insurance	Insurance	Independent	In his personal capacity	Investment Committee	Listed Joint Stock Company
5	Jabal Al Shafa Development Company	Real estate investment	Independent	In his personal capacity	Audit Committee	Private company
6	General Authority for Military Industries	Military Industries	Independent	In his personal capacity	Audit Committee	Government authority
7	Saudi Internal Audit Association	Internal Audit	Independent	In his personal capacity	Advisory Member	Association

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Ahmed Sirag AbdulrahmanKhogeer				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		14/11/1968	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Fellow in Chemical Engineering	Chemical Engineering	2017	American Institute of Chemical Engineers, USA		
2	PhD	Chemical Engineering	2005	Colorado State University, USA		
3	Diploma	Finance and investment	2005	Colorado State University, USA		
4	Master's	Business Management	2004	Colorado State University, USA		
5	Master's	Chemical Engineering	1998	University of Tulsa, USA		
6	Bachelor's	Chemical Engineering	1990	King Abdulaziz University - Saudi Arabia		
c) Experiences of the Nominated Member						
Period		Experience				
01/07/2018 – Now		Member of the College of Engineering Council at King Abdulaziz University, Rabigh				
01/08/2018 – Now		Member of the Board of Fellows of the USA Institute of Chemical Engineers				
01/07/2005 – Now		Multiple management positions USA Institute of Chemical Engineers				
01/09/2018 – 01/05/2022		Chairman of the Fuel and Petrochemical Sector, USA Institute of Chemical Engineers				
01/01/2009 – 01/11/2020		Founding member of KAUST Construction and Projects				
01/07/2016 – 01/07/2018		Advisory board member, Chemical engineering department, king Abdulaziz university				
01/07/2016 – 01/07/2018		Saudi Building Code 2018 Development Committee				
01/07/2006 – 31/12/2008		Founding member of the YASREF Houston Refinery Project				
20/10/1990 – 30/06/2006		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:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Naseej International Trading Company	Luxury consumer goods – long-term goods	Independent	In his personal capacity	Audit Committee	Listed Joint Stock Company
2	Gulf General Cooperative Insurance Co.	Insurance	Independent	In his personal capacity	Member of the Nominations and Remuneration Committee and Member of the Audit Committee	Listed Joint Stock Company
3	Najran Cement Company	Basic Materials Sector	Independent	In his personal capacity	Member of the Nominations and Remuneration Committee	Listed Joint Stock Company
4	Arab Sea Information Systems	Information Technology	Independent	In his personal capacity	Audit Committee	Listed Joint Stock Company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Tareq Abdulrahman Saleh ALSadhan				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		07/08/1976	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications		The issuer of the qualification	
1	Bachelor's	Accounting	1997		King Saud University	
2	Diploma	International Trade	2006		The University of Edinburgh, UK	
3	Executive Master's	Business Administration	2007		Ecole Des Pont, France	
4	Diploma	Board of Directors	2023		IMD Switzerland	
c) Experiences of the Nominated Member						
Period		Experience				
1997-2015		Legal Accounting, Zakat and Tax, Risk Management Advisory, Merger and Acquisition Advisory				
2015-2016		Oversight on Financial institutions, Banks, Insurance Companies and Financing Companies				
2016-2017		Zakat and Tax				
2017-2018		Strategic Planning				
2018-2024		Banking Sector and Digital Banking				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Hana Food Industries Company	Water Production	Independent	Appointed by a Shareholder	-	Joint Stock Company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Musaed Sulaiman AlAbdullah AlOhal				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		30/12/1959	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Chemical Engineering	1982	King Fahd University of Petroleum and Minerals		
2	Master's	Chemical Engineering	1988	King Fahd University of Petroleum and Minerals		
c) Experiences of the Nominated Member						
Period		Experience				
04/2021 – Now		Management of investments and private businesses				
03/2020-04/2021		CEO - Maaden Company				
03/2004-02/2020		He rose to several executive positions at SABIC, including Executive Vice President of Finance and most recently Senior Executive Advisor to the President				
09/1984-02/2004		He rose to several positions in the Saudi Petrochemical Company (SADAF), the last of which was the company's president				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Saudi Military Industries Company	Military industries	Non-executive	A representative of a legal person	Executive Committee/Investment Committee	Limited liability
2	National Company for Industry	Industry	Non-executive	A representative of a legal person	-	Closed Joint Stock Company
3	Sahara International Petrochemical Company (SIPCHEM)	Industry	Non-executive	A representative of a legal person	Executive Committee	Listed Joint Stock Company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Fahad Mohammed Abdullah Al-Sammari				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		01/02/1957	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Systems Engineering	January 1980	King Fahd University of Petroleum and Minerals		
2	Master's	Business Management	May 1989	American University, DC, USA		
3	Advanced management program	Business Management	November 1997	Harvard Business School, Boston, USA		
c) Experiences of the Nominated Member						
Period		Experience				
November 2021 - December 2023		AlAmthal Financing company, member of the Board of Directors and the Executive Committee every term, Managing Director (May - December 2023), Chairman of the Nominations Committee (June 2022 - May 2023), Chairman of the Assets and Liabilities Committee (October 2022 - December 2023) and Member of the Strategy Committee (May - December 2023)				
March 2019 - December 2020		Riyad Bank, Senior Executive Vice President of Strategy and Transformation				
May 2016 - March 2019		Bayan Credit Information Company, Member of the Board of Directors, Chairman of the Executive Committee, and Chairman of the Nominations and Remuneration Committee				
June 2012 - June 2018		Alinma Tokyo Marine Company, member of the Board of Directors, Chairman of the Investment Committee for the entire period and member of the Executive Committee (June 2012 - June 2015) and Chairman of the Risk Committee (June 2015 - June 2018)				
January 2007 – February 2019		Alinma Bank, General Manager of Retail Banking Group (January 2007 - April 2019) and Vice President of Strategy and Business Quality (April 2017 - February 2019)				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Abdulaziz Abdulmohsen Abdulaziz Al-Bakr				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		22/12/1970	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Accounting	1994	King Saud University / Kingdom of Saudi Arabia		
2	Master's	Business Management	2018	Kingston University, London		
3	Diploma	Strategy management and leadership	2018	Chartered Management Institute		
4	Master's	Sloan Program in Leadership and Strategy	2022	London Business School / United Kingdom		
5	International license	Managing sustainable investments for the environment, social and governance	2023	CFA, USA		
c) Experiences of the Nominated Member						
Period		Experience				
May 2023 – Now		Executive Director at Digital Path Investments Company (Digital Path Consulting)				
January 2023 - April 2023		Business Manager at Knowledge Net				
January 2022 - December 2023		Executive Director at Baker Wasl				
June 2019 - December 2021		Chairman of Business Management Technology Limited (BMT)				
March 2018 - May 2019		Business Development Manager at Global Health Professionals Limited / Leeds – UK				
January 2012 - January 2017		CEO of Business Management Technology Ltd.				
March 2009 - June 2010		Chairman of the Founding Committee of Dar Al-Tharaa Company				
May 2005 - October 2007		Chairman of the Board of Directors at DataStream Arabia / Dubai - United Arab Emirates				
October 1995 - December 2011		Chairman of Digicom Systems Corp.				
October 1995 - January 2001		Financial Inspector for Royal Private Affairs				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Business Technology Management	Information technology systems	Non-Executive Board Member	As a shareholder	-	Limited Liability Company
2	Wasl Law Company	Law firm and legal consultations	Non-Executive Board Member	Nominated by a shareholder	-	Limited Liability Company
3	Saudi Arabian Refineries Company	Energy	Independent Board Member	Independent candidate	Chairman of the Nominations and Rewards Committee	Listed Joint Stock company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Khaled Saleh Fahad Al-Khattaf				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		05/10/1967	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Accountancy	1989	King Saud University - Kingdom of Saudi Arabia		
2	Diploma	Applied Economics	2004	American University, University in Washington, D.C		
3	Master's	Accountancy	1996	University of Colorado, United States		
4	Master's	Financial management and international business administration	1996	University of Colorado, United States		
c) Experiences of the Nominated Member						
Period		Experience				
2021-2023		CEO of the Saudi Pharmaceutical Industries Company				
2019-2020		Senior Vice President of Finance and CFO of Ma'aden Company				
2015-2019		CEO of Lavana Holding Company				
2010-2014		CEO and Managing Director of Namora International Bank				
2009-2010		Head of Finance, Tadawul 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:						
#	Company name	Main activity	Membership type (Executive, non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Al Rajhi Brothers	Investment	Independent	Appointed by a Shareholder	Executive Committee	Closed Joint Stock Company
2	Lavana Holdings	Investment	Independent	Appointed by a Shareholder	Investment Committee – Nominations Committee – Audit Committee	Closed Joint Stock Company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Basmah Mazyad Mohammed Al-Tuwaijri				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		10/01/1959	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Management	1981	University of Riyadh - Kingdom of Saudi Arabia		
2	Master's	Business management	1995	King Saud University - Kingdom of Saudi Arabia		
c) Experiences of the Nominated Member						
Period		Experience				
2021- Now		Consultant at the Digital Economy Center, providing administrative and financial consultations				
2020- Now		Founding member - Member of the Board of Directors and Financial Supervisor of the Saudi Businesswomen's Association - Participation in developing the strategic plan and designing and implementing initiatives presented to businesswomen.				
2016- Now		Member of the Board of Directors of Money Market Funds - Fixed Income Market Funds - AlAhli Fund - King Saud University Endowment Fund - Multi-Asset Funds in Riyals - AlAhli Capital / Supervising the work and performance of these funds				
1995-2017		Faculty member in the Finance Department at the College of Business Administration - King Saud University / teaching various subjects in the field of finance such as: financial management, financing decisions, financial markets, investment portfolio management, international finance, etc., in addition to holding a number of academic and administrative positions.				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Abdulwahab Mossab Abdulwahab Abukwaik				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		25/12/1978	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	PhD	Industrial Engineering - Project Management	06/2019	National University of Ireland		
2	Master's	Industrial Engineering	10/2007	King Abdulaziz University - Saudi Arabia		
3	Bachelor's	Mechanical Engineering	10/2001	King Abdulaziz University - Saudi Arabia		
c) Experiences of the Nominated Member						
Period		Experience				
2022-2023		Dean of CBA (Mother collage) University of Business & Technology [(Board Member- GGI				
2019-2022		Vice Dean Scientific Research Head of Economic Develop. Unit- UBT // Board Member- GGI				
2018-2019		Lecturer, National University of Ireland Galway				
2013-2016		Executive Director - Engineering Management and Services - Savola Foods				
2011-2013		Senior Executive Director – Global Food Industries Company				
2008-2011		Executive Director - Engineering Management and Services - Savola Foods				
2006-2008		Assistant general Manager- Packaging Production & Maintenance				
2004-2006		Team leader marketing the Manabe3 innovation process				
2003-2004		Projects & Occupational Health and Safety Manager				
2002-2003		Packaging Projects Manager				
2001-2002		P&G Management Trainee				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, non-Executive, independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	General Insurance Company	Insurance	Independent	Appointed as shareholder	Investment Committee Risk Management Committee	Listed Joint Stock Company



## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Sami Ahmed Suliman Al-Babtain				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		27/11/1987	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Financial management	2013	Prince Sultan University - Saudi Arabia		
2	Certified Information Security Auditor (CISA) Certificate	Internal Audit / Information Security	2023	ISACA - USA		
3	Certified Information Security Manager (CISM) certification	Internal Audit / Information Security	2023	ISACA - USA		
c) Experiences of the Nominated Member						
Period		Experience				
November 2023 - Now		Al-Sagr Cooperative Insurance - Member of the Board of Directors				
December 2021 - Now		Head of Internal Audit Department - Arab Company for Technical Contracting				
June 2021 - December 2021		Director of Internal Audit Department - Al Khair Capital				
November 2018 - June 2021		Internal Audit Team Supervisor - Al Rajhi Bank				
October 2013 – October 2018		Internal auditor - Samba Financial Group				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, non-Executive, independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Al-Sager Cooperative Insurance	Insurance	Independent	As a shareholder	Internal Audit Committee	Listed Joint Stock Company



## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Mohammad Mubarak Mohammad Al-Ramel				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		09/08/1984	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Financial management	2007	King Fahd University of Petroleum and Minerals		
c) Experiences of the Nominated Member						
Period		Experience				
2023 – Now		Chief Risk Officer at Al Rajhi Takaful Insurance				
2017-2023		Bupa Insurance (Risk Management)				
2008-2016		SABB Bank (wealth management, risk management, fraud)				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company

Attachments for the Item No. 22:

The Resumes of the Audit Committee Membership Candidates.

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>	Abdullah Abdulrahman Saainin Al-Rowais					
<b>Nationality</b>	Saudi	<b>Date of Birth</b>	25/10/1965			
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Accounting	1992	King Saud University - Saudi Arabia		
2	Master's	Information Systems	1997	University of Detroit Mercy - USA		
c) Experiences of the Nominated Member						
Period	Experience					
05-2007 To 01-2024	Chief Internal Audit Officer at Mobily					
09-2000 To 08-2007	Audit Manager and Assistant General Auditor at Saudi Aramco					
01-1992 To 08-2000	Internal auditor at the Central Bank of Saudi Arabia (SAMA)					
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (executive, non-Executive, independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	National Bank of Saudi Arabia	Banks	Independent	In his personal capacity	Audit Committee	Listed Joint Stock Company
2	ACWA Power	Utilities	Non-executive	Appointed by a shareholder	Audit Committee	Listed Joint Stock Company
3	Bawan	Capital goods	Independent	In his personal capacity	Audit Committee	Listed Joint Stock Company
4	Seer Automotive Industry Company	Automotive industry	Audit committee member	In his personal capacity	Audit Committee	Joint Stock Company
5	Central Jeddah Development Company	Real estate	Audit committee member	In his personal capacity	Audit Committee	Joint Stock Company
6	Boutique Hospitality Company	Hospitality	Chairman of the Audit committee	In his personal capacity	Audit Committee	Joint Stock Company
7	Saudi Information Technology Company	Technology	Audit committee member	In his personal capacity	Audit Committee	Joint Stock Company
8	Noon Company	Electronic commerce	Chairman of the Audit committee	In his personal capacity	Audit Committee	Joint Stock Company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Khalid Mohammad Suliman AlTawil				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		18/11/1963	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications		The issuer of the qualification	
1	Bachelor's	Computer Science	1986		Texas A& M University, College Station	
2	Master's	Computer Science	1989		King Fahad University of Petroleum and Minerals	
3	Executive Master's	Business Administration	2006		Edinburgh Napier University	
4	Ph.D	Computer Science & Engineering	1994		King Fahad University of Petroleum and Minerals	
c) Experiences of the Nominated Member						
Period		Experience				
2011-2022		Founder & Establisher of Al-EIM company in Saudi Arabia				
Jan 2009 – Nov 2010		Program Director, OPM-MOI at Ministry of Interior				
Dec 2000 – Jan 2009		Director General, National Information Center at Ministry of Interior				
Aug 1998 – Dec 2000		Dean, College of Computer Science and Engineering at King Fahd University of Petroleum and Minerals				
Sep 1996 – Jul 1998		Chairman, Dept. of Computer Engineering at King Fahd University of Petroleum and Minerals				
Sep 1992 – Dec 1994		Research Associate, Fault Tolerant Computing Laboratory, Texas AM University				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Simah Saudi Credit Bureau "SIMAH"	Credit	Non- Executive	In his personal capacity	-	Joint Stock Company
2	Naqel Company	Cargo	Independent	In his personal capacity	-	Joint Stock Company
3	SIMAH Rating Agency (TASSNIEF)	Credit	Non- Executive	In his personal capacity	-	Agency
4	Tasheel Company	Hajj & Umrah Services	Independent	In his personal capacity	-	Joint Stock Company
5	Bin Dawood Holding	Retail	Independent	In his personal capacity	Chairman of the Nomination & Remuneration Committee	Listed Joint Stock Company
6	The Saudi National Bank	Banking	Independent	In his personal capacity	Audit Committee Member	Listed Joint Stock Company
7	Capital Market Authority	Capital Market	-	In his personal capacity	Audit Committee Member	Government Authority

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>		Abdulahman Mohammed Abdulaziz AlBarrak				
<b>Nationality</b>		Saudi	<b>Date of Birth</b>		13/04/1976	
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications		The issuer of the qualification	
1	Bachelor's	Accounting	1997		King Faisal University	
2	Master's	Finance	2001		University of Colorado at Denver	
3	Ph.D	Finance	2005		University of Newcastle upon Tyne (UK)	
c) Experiences of the Nominated Member						
Period		Experience				
2017 - now		President of Thara Consulting				
Mar 2017- Oct 2017		Vice Chairman at Saudi Capital Market Authority				
May 2009 – Mar 2017		Board Member at Saudi Capital Market Authority				
Feb 2005 – May 2009		Faculty Member, Dean, and Dep. Chairman at King Faisal University				
d) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Bin Dawood Holding	Retail	Independent	In his personal capacity	Audit Committee Chairman	Joint Stock Company
2	Saudi Credit Bureau (SIMAH)	Credit	Independent	In his personal capacity	Audit Committee Chairman	Joint Stock Company
3	Thiqah Business Services	Business Services	Independent	In his personal capacity	Executive & Investment Committee Chairman	Government Company
4	Al Watania Poultry Company	Food	Independent	In his personal capacity	Executive Committee Chairman	Limited Liability Company
5	Qarar Consultancy	Information Technology	Independent	In his personal capacity	-	Joint Stock Company
6	Dar Al-Amjad Real Estate " Almajdiah"	Real Estate	Independent	In his personal capacity	-	Joint Stock Company
7	Simplified Financial Solutions	Information Technology	Independent	In his personal capacity	-	Joint Stock Company
8	Saudi Company for Artificial Intelligence	Information Technology	Independent	In his personal capacity	Audit Committee Chairman	Joint Stock Company
9	Bada'el Co.	Information Technology	Independent	In his personal capacity	Audit & Risk Committee Chairman	Joint Stock Company
10	Al-Elm Information Security Company	Information Technology	Independent	In his personal capacity	Audit Committee Chairman	Joint Stock Company
11	The Health Holding Company	Health	Independent	In his personal capacity	Nomination & Remuneration Chairman	Government Company
12	Alwatania for Industries	Industry	Independent	In his personal capacity	Audit Committee Chairman	Joint Stock Company
13	The Saudi National Bank	Banking	Independent	In his personal capacity	Audit Committee Member	Joint Stock Company

## Form No. (1) Resume

a) Personal information of the Nominated Member						
<b>Full Name</b>	Abdulaziz Suliman Abdulaziz AlAtiqi					
<b>Nationality</b>	Saudi	<b>Date of Birth</b>	30/04/1968			
b) Academic Qualifications of the Nominated Member						
#	Qualification	Specialization	Date of obtaining the qualifications	The issuer of the qualification		
1	Bachelor's	Accounting	1990	King Saud University		
c) Experiences of the Nominated Member						
Period	Experience					
2016-Now	Founder of Abdulaziz AlAtiqi Office					
2009-2015	Director of Market Supervision Department at Capital Market Authority "CMA"					
18 Years	Manager of shares Department at Saudi Basic Industries Corporation (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:						
#	Company name	Main activity	Membership type (Executive, Non-Executive, Independent)	Appointment Method (Nominated as a Shareholder, Appointed by a Shareholder who has the right to appoint under the Company Bylaws, Nominated by a Shareholder)	Membership of the committees	Legal form of the company
1	Tadawul Real Estate Company	Real Estate	Independent	In his personal capacity	Audit Committee Chairman	Limited Liability Company
2	Wataniya Agriculture Company	Agriculture	Independent	In his personal capacity	Audit Committee Chairman	Limited Liability Company
3	The Saudi National Bank	Banking	Independent	In his personal capacity	Audit Committee Member	Listed Joint Stock Company
4	The National Research and Development Center for Sustainable Agriculture (Estidamah)	Research & Studies	Independent	In his personal capacity	Audit Committee Member	Government Entity
5	Saudi Falcon Club	Public Benefit Entity	Independent	In his personal capacity	Audit Committee Chairman	Government Entity
6	National Center for the Prevention and Control of Plants (WEQAA)	Research & Studies	Independent	In his personal capacity	Audit Committee Member	Government Entity

Attachments for the Item No. 25:

The Proposed Amendments to the Bank Bylaws.

Current Text	Proposed Text
<p><b>Article (1): Incorporation:</b></p> <p>1.The Saudi National Bank is a Saudi joint stock Company, incorporated in accordance with the provisions of the Companies Law and its Implementing Rules and Regulations, the Banking Control Law and its Implementing Rules and Regulations, and pursuant to the provisions of these Bylaws.</p>	<p><b>Article (1): Incorporation:</b></p> <p>1.The Saudi National Bank is a Saudi joint stock Company, with commercial registration number 4030001588 dated 27/12/1376H, unified number 7000025887, incorporated in accordance with the provisions of the Companies Law and its Implementing Rules and Regulations, the Banking Control Law and its Implementing Rules and Regulations, and pursuant to the provisions of these Bylaws.</p>
<p><b>Article (3): Definitions:</b></p> <p>Companies Law: The Companies Law promulgated by virtue of the Royal Decree No. (M/3), dated 28/01/1437 H., its issued Implementing Rules, Regulations and Instructions or any of its subsequent amendments.</p>	<p><b>Article (3): Definitions:</b></p> <p>Companies Law: The Companies Law promulgated by virtue of the Royal Decree No. (M/132), dated 01/12/1443 H., its issued Implementing Rules, Regulations and Instructions or any of its subsequent amendments.</p>
<p><b>Article (6): Company's Head Office:</b></p> <p>The Company's head office shall be in the City of Riyadh. However, under a resolution by the Extraordinary General Assembly, the Company may move its head office to any other place in the Kingdom. The Company may open branches and offices and appoint agents therefor, within and outside the Kingdom, after obtaining the approval of SAMA and having a resolution passed by the Board of Directors, with due consideration to the laws and regulations in force in the Kingdom in that regard.</p>	<p><b>Article (6): Company's Head Office:</b></p> <p>The Company's head office shall be in the City of Riyadh. However, under a resolution by the Extraordinary General Assembly, the Company may move its head office to any other place in the Kingdom. The Company may open branches and offices and appoint agents therefor, within and outside the Kingdom, after obtaining a written non objection from SAMA and having a resolution passed by the Board of Directors, with due consideration to the laws and regulations in force in the Kingdom in that regard.</p>
<p><b>Article (9): Preferred Shares:</b></p> <p>1.After obtaining a letter of no objection from SAMA, the Company's Extraordinary General Assembly may issue preferred shares or decide to purchase the same, or may convert its ordinary shares into preferred shares, provided that the percentage of such preferred shares of the Company's capital shall not exceed 10%, or may convert its preferred shares into ordinary shares, provided that such preferred shares shall not vest the right of voting at the Shareholders General Assembly.</p>	<p><b>Article (9): Preferred Shares/Redeemable Shares:</b></p> <p>1.After obtaining a written no objection from SAMA and with due regard to the relevant Laws and regulations, the Company may issue preferred shares or redeemable shares or decide to purchase the same, or may convert its ordinary shares into preferred shares or redeemable shares in accordance with the provisions of the Companies Law, its implementing regulations and other relevant Laws and regulations and controls issued by the competent authorities. The Company may also convert its preferred shares or redeemable shares into ordinary shares in accordance with the provisions of the Companies Law, its implementing regulations and other relevant Laws and regulations, provided that such preferred shares shall not vest the right of voting at the Shareholders General Assembly except for the events set forth in the relevant laws and regulations. The redeemable shares shall not vest the right of voting at the</p>

	Shareholders General Assembly if such shares give preferential rights.
<b>Article (10): The Purchase and Sale by the Company of its Shares, and Granting Financing to its Employees:</b>	<b>Article (10): The Purchase and Sale by the Company of its Shares, and Granting Financing to its Employees:</b>
1.The Company may – upon obtaining the non-objection from SAMA - purchase its ordinary or preferred shares, and may also purchase its shares in order to use them as treasury shares in accordance with the controls and conditions issued by the Authority.	1.The Company may – after obtaining the written non-objection from SAMA - purchase its ordinary or preferred shares, and may also purchase its shares in order to use them as treasury shares in accordance with the controls and conditions issued by the Authority.
3.The Company – upon obtaining the non-objection from SAMA - may purchase its shares and allocate the same to the Company’s employees under the employees’ shares program pursuant to the controls and conditions issued by the Authority. In all cases, the shares purchased by the Company shall have no votes at meetings of the Shareholders Assembly.	3.The Company – after obtaining the written non-objection from SAMA - may purchase its shares and allocate the same to the Company’s employees under the employees’ shares program pursuant to the controls and conditions issued by the Authority. In all cases, the shares purchased by the Company shall have no votes at meetings of the Shareholders Assembly.
<b>Article (13): Increase of Capital:</b>	<b>Article (13): Increase of Capital:</b>
1.In accordance with the provisions of the Companies Law, and after obtaining a letter of no objection by SAMA, the Extraordinary General Assembly may resolve to increase the Company’s capital, provided that the capital shall have been paid in full. However, it is not required that the capital should be paid-up in full if the unpaid portion of the capital is due to shares which have been issued against the conversion of debt instruments or financing deeds / sukuk into shares and the increase takes place prior to the expiry of the term prescribed for the conversion of such debt instruments or financing deeds into shares.	1.In accordance with the provisions of the Companies Law, and after obtaining a written no objection by SAMA, the Extraordinary General Assembly may resolve to increase the Company’s capital, provided that the capital shall have been paid in full.
<b>Article (14): Reduction of Capital:</b>	<b>Article (14): Reduction of Capital:</b>
1.After obtaining a letter of no objection from SAMA, the Extraordinary General Assembly may resolve to reduce the capital if it is in excess of the Company’s need or if the Company incurs losses. The reduction resolution shall be passed only after reading a special report to be prepared by the auditors on the reasons imposing such deduction and the obligations that should be settled by the Company as well as the effect of the reduction on such obligations.	1.After obtaining a written no objection from SAMA, the Extraordinary General Assembly in accordance with the Companies Law may resolve to reduce the capital if it is in excess of the Company’s need or if the Company incurs losses. The reduction resolution shall be passed only after reading a special report to be prepared by the auditors on the reasons imposing such deduction and the obligations that should be settled by the Company as well as the effect of the reduction on such obligations.
<b>Article (15): Issue and Negotiation of Deeds and Debt Instruments:</b>	<b>Article (15): Issue and Negotiation of Deeds and Debt Instruments:</b>
1.In accordance with the Capital Market Law, after obtaining a letter of non objection from SAMA, and	1.In accordance with the Capital Market Law, after obtaining a written non-objection from SAMA, and

<p>pursuant to a Board of Directors’ resolution, the Company may issue debt instruments or financing deeds / sukuk. The Company may not issue debt instruments and financing deeds / sukuk convertible into shares except after the Extraordinary General Assembly passes a resolution specifying the maximum number of shares that may be issued against such instruments or deeds / sukuk, whether such instruments or deeds / sukuk are issued in one time or over series of issues or through one program or more for issuing instruments or financing deeds / sukuk.</p>	<p>pursuant to a Board of Directors’ resolution, the Company may issue debt instruments or financing deeds / sukuk. The Company may not issue debt instruments and financing deeds / sukuk convertible into shares.</p>
<p>2.The Board of Directors shall, without need to a further approval by the Extraordinary General Assembly, issue new shares against such instruments or deeds / sukuk to be converted, as per the request of the holders thereof, immediately upon the expiry of the period of conversion request set for the holders of such instruments or deeds / sukuk. The Board of Directors shall take such measures as required to amend the Company’s Bylaws with regard to the number of shares issued and the capital.</p>	<p>Deleted.</p>
<p>3.The Board of Directors shall announce the completion of procedures for each increase in the capital in the manner provided for under the Companies Law for announcement of the resolutions of the Extraordinary General Assembly.</p>	<p>Deleted.</p>
<p>4.With due regard to the provision of Article (One Hundred Twenty Second) of the Companies Law, the Company may – upon obtaining the non-objection from SAMA - convert the debt instruments or financing deeds / sukuk into shares in accordance with the Capital Market Law. In all cases, such instruments and deeds / sukuk may not be converted into shares in either of the following two cases:</p>	<p>Deleted.</p>
<p>A)If the issue conditions of debt instruments or financing deeds / sukuk do not provide for the possibility of conversion of such instruments and deeds / sukuk into shares by raising the Company’s capital.</p>	<p>Deleted.</p>
<p>B)If the holder of the debt instrument or financing deed / sukuk does not agree to such conversion.</p>	<p>Deleted.</p>
<p>5.Resolutions of the Shareholders Assemblies shall apply to the holders of debt instruments and financing deeds. However, the Shareholders Assembly may not amend the rights decided for such holders except with their approval to be given in their Special Assembly to be held in accordance with the provision of Article (Eighty Ninth) of the Companies Law.</p>	<p>2.Resolutions of the Shareholders Assemblies shall apply to the holders of debt instruments and financing deeds. However, the Shareholders Assembly may not amend the rights decided for such holders except with their approval to be given in their Special Assembly to be held in accordance with the provision of Article (Eighty Ninth) of the Companies Law.</p>
<p><b>Article (16): Company’s Management:</b></p>	<p><b>Article (16): Company’s Management:</b></p>

<p>The Company shall be managed by a Board of Directors consisting of eleven (11) Members to be elected by the Ordinary General Assembly – upon obtaining the non-objection from SAMA - for a period of three (3) years by applying the cumulative voting method, after obtaining the non objection from SAMA. A Member whose term of office expires may be re-elected.</p>	<p>The Company shall be managed by a Board of Directors consisting of eleven (11) Members to be elected by the Ordinary General Assembly – after obtaining the written non-objection from SAMA - for a period of three (3) years by applying the cumulative voting method. A Member whose term of office expires may be re-elected, after obtaining the written non-objection from SAMA.</p>
<p><b>Article (17): Membership Conditions:</b></p>	<p><b>Article (17): Membership Conditions:</b></p>
<p>Any Shareholder may nominate himself, or nominate any other person or persons, for the membership of the Board of Directors within the limits of his/its shareholding of capital.</p>	<p>Any Shareholder may nominate himself, or nominate any other person or persons from the Shareholders or others for the membership of the Board of Directors.</p>
<p><b>Article (18): Expiry of Membership of the Board of Directors:</b></p>	<p><b>Article (18): Expiry of Membership of the Board of Directors:</b></p>
<p>Membership of the Board of Directors shall expire:</p>	<p>Membership of the Board of Directors shall expire:</p>
<p>New text.</p>	<p>9.By a resolution of the General Assembly in accordance with the recommendation of the Board, if the Member does not attend three-consecutive Board meetings or five non-consecutive Board meetings during the course of membership without a legitimate excuse accepted by the Board, and with due regard to the provisions stated in the Key Principles of Governance in Financial Institutions under the Control and Supervision of the Saudi Central Bank.</p>
<p><b>Article (19): Vacant Positions in the Board of Directors:</b></p>	<p><b>Article (19): Vacant Positions in the Board of Directors:</b></p>
<p>1.If the position of one of the Members of the Board of Directors becomes vacant, then the Board shall appoint a Member in such vacant position, after obtaining a letter of non-objection from SAMA, provided that such Member shall meet the experience and efficiency conditions. The Ministry of Commerce and the Authority shall be notified accordingly in accordance with the times set by each body, and that such appointment shall be brought before the Ordinary General Assembly in its first meeting in order to approve such appointment. The new Member shall complete the term of his predecessor.</p>	<p>1.If the position of one of the Members of the Board of Directors becomes vacant, then the Board shall appoint a Member in such vacant position, after obtaining a written non-objection from SAMA, provided that such Member shall meet the experience and efficiency conditions. The Ministry of Commerce and the Authority shall be notified accordingly in accordance with the times set by each body, and that such appointment shall be brought before the Ordinary General Assembly in its first meeting in order to approve such appointment. The new Member shall complete the term of his predecessor.</p>
<p><b>Article (20): Powers of the Board of Directors:</b></p>	<p><b>Article (20): Powers of the Board of Directors:</b></p>
<p>5.The Board shall have the right to purchase, sell and to take and give on lease land and real estate in the name of the Company or its affiliates, for any purpose whatsoever, to effect, accept and release mortgage on land and real estate, for any purpose whatsoever, including the necessary properties for the management of the Company’s works, for the housing of its employee</p>	<p>5.The Board shall have the right to purchase, sell and to take and give on lease land and real estate in the name of the Company or its affiliates, for any purpose whatsoever, to effect, accept, amend and release mortgage on land and real estate, for any purpose whatsoever, including the necessary properties for the management of the Company’s works, for the housing</p>

and for entertainment facilities, while complying with paragraph (5) of Article (10) of the Banking Control Law.	of its employee and for entertainment facilities, while complying with paragraph (5) of Article (10) of the Banking Control Law.
<b>Article (21): Compensation of the Members of the Board of Directors:</b>	<b>Article (21): Compensation of the Members of the Board of Directors:</b>
6.It is impermissible that the total compensation and financial or in kind benefits received annually by a Board Member exceed the maximum amount specified under the relevant regulations.	6.The remuneration of the Board’s Member may be a specific amount, compensation for attending Board’s meetings, in kind benefits and/or percentage of the net profit. It is permissible to combine two or more of the foregoing benefits with due regard to the Companies Law, its regulations, other related laws, the directions and instructions of the Authority and SAMA and the Remuneration Policy approved by the General Assembly.
New text.	8.The Chairman of the Board shall receive special remuneration by a recommendation of the Board, in addition to the remuneration to be given to the Board with due regard to the directions and instructions of the Authority and SAMA and the Remuneration Policy approved by the General Assembly.
<b>Article (22): Chairman of the Board of Directors and the Deputy Chairman of the Board of Directors and their powers:</b>	<b>Article (22): Chairman of the Board of Directors and the Deputy Chairman of the Board of Directors and their powers:</b>
1.After obtaining the non-objection from SAMA, the Board of Directors shall appoint, from amongst its Members, a Chairman of the Board. The Board of Directors shall specify the term of the Board chairmanship.	1.After obtaining the written non-objection from SAMA, the Board of Directors shall appoint, from amongst its Members, a Chairman of the Board. The Board of Directors shall specify the term of the Board chairmanship.
2.The Board of Directors shall also appoint a Deputy Chairman from amongst its Members, after obtaining the non-objection from SAMA.	2.The Board of Directors shall also appoint a Deputy Chairman from amongst its Members, after obtaining the written non-objection from SAMA.
<b>Article (23): Managing Director / Chief Executive Officer:</b>	<b>Article (23): Managing Director / Chief Executive Officer:</b>
The Board of Directors shall appoint a Managing Director/ Chief Executive Officer from amongst its Members, and the Board of Directors may also appoint a Chief Executive Officer from other third parties, after obtaining the non-objection from SAMA on such appointment, provided that the Board of Directors determines the powers and responsibilities entrusted to him or her/ them. It is impermissible for one person to act as a Chief Executive Officer and as Chairman of the Board of Directors at the same time.	The Board of Directors shall appoint a Managing Director/ Chief Executive Officer from amongst its Members, and the Board of Directors may also appoint a Chief Executive Officer from other third parties, after obtaining the written non-objection from SAMA on such appointment, provided that the Board of Directors determines the powers and responsibilities entrusted to him or her/ them. It is impermissible for one person to act as a Chief Executive Officer and as Chairman of the Board of Directors at the same time. The Chief Executive Officer shall represent the Company before the courts, arbitral tribunals and third parties and may delegate his/her powers.

<p><b>Article (24): Meetings of the Board of Directors:</b></p>	<p><b>Article (24): Meetings of the Board of Directors:</b></p>
<p><b>1)Calls for Meetings:</b></p>	<p><b>1)Calls for Meetings:</b></p>
<p>a)The Board of Directors shall hold at least four (4) meetings per year under calls by the Board Chairman.</p>	<p>a)The Board of Directors shall hold at least four (4) meetings per year under calls by the Board Chairman. The Board Chairman shall call the Board to meet if requested in writing by any Board Member to discuss one or more subjects.</p>
<p>c)The call shall be accompanied by the agenda of the meeting. The Chairman of the Board of Directors or his delegate of the Members shall call for the meeting at any time without being committed to a certain period. The call may be made upon request by two Members of the Board of Directors.</p>	<p>c)The call shall be accompanied by the agenda of the meeting. The Chairman of the Board of Directors or his delegate of the Members shall call for the meeting at any time without being committed to a certain period.</p>
<p><b>Article (27): Attending Assemblies:</b></p>	<p><b>Article (27): Attending Assemblies:</b></p>
<p>2)Meetings of the Shareholders General Assembly shall be chaired by the Chairman of the Board of Directors or, in case of his absence, by the Deputy Chairman, or whomever delegated by the Board of Directors from amongst its Members to so act in case of absence of the Chairman and Deputy Chairman of the Board of Directors.</p>	<p>2)Meetings of the Shareholders General Assembly shall be chaired by the Chairman of the Board of Directors or, in case of his absence, by the Deputy Chairman, or whomever delegated by the Board of Directors from amongst its Members to so act in case of absence of the Chairman and Deputy Chairman of the Board of Directors. If this is not possible, the General Assembly meeting shall be chaired by whomever is delegated by the Shareholders from the Board or others through voting.</p>
<p><b>Article (28): Powers of the Ordinary General Assembly:</b></p>	<p><b>Article (28): Powers of the Ordinary General Assembly:</b></p>
<p>1.Other than the matters reserved for the Extraordinary General Assembly, the Ordinary General Assembly shall be in charge of all matters affecting the Company, and shall be convened at least once a year within the six (6) months following the end of the Company’s financial year.</p>	<p>Deleted.</p>
<p>2.The Ordinary General Assembly may be called to hold other meetings, whenever need so requires, and shall, in particular, hold a meeting to discuss the report of the Board of Directors on the Company’s activity and financial position and the report of the auditors, to approve the financial statements, to appoint the auditors and fix their fees and to appoint Members of the Board of Directors, if circumstances so require, and for other reasons as provided for under the provisions of these Bylaws.</p>	<p>1.With due regard to the Banking Control law and SAMA instructions and except for the competencies reserved to the Extraordinary General Assembly, the Ordinary General Assembly shall have competencies in all affairs of the Company, and particularly the following:  A) Electing and removing Board members;  B) Appointing one or more external auditor(s) of the Company in accordance with the Laws, specifying their fees, reappointing and dismissing them;  C) Review and discuss the Board report;  D) Review and discuss the Company's financial statement;  F) Discussing the report of the external auditor, if any, and taking the decision;</p>

	<p>F) Deciding on the proposals of the Board with respect to the method of distributing the net profits; G) Forming reserves and determining their use.</p> <p>The Ordinary General Assembly shall convene at least once a year within six (6) months following the end of the Company's financial year.</p>
<p><b>Article (29): Powers of the Extraordinary General Assembly:</b></p> <p>The Extraordinary General Assembly shall be in charge of the following:</p> <p>1)To amend the provisions of the Company's Bylaws other than such provisions which cannot be amended under the law.</p> <p>3)To issue shares, debt instruments or financing deeds / sukuk which are convertible into shares and to issue preferred shares.</p> <p>New text.</p> <p>New text.</p> <p>New text.</p>	<p><b>Article (29): Powers of the Extraordinary General Assembly:</b></p> <p>With due regard to what is set forth in the Banking Control Law and other related laws, the Extraordinary General Assembly shall be in charge of the following:</p> <p>1)To amend the provisions of the Company's Bylaws after obtaining a written non-objection from SAMA, other than such provisions which cannot be amended under the law.</p> <p>3)To issue ordinary shares.</p> <p>6)To issue preferred shares or redeemable shares or approving their buying, or converting a type or class of the Company's shares into another type or class of shares as per the Implementing Regulation of the Companies Law for Listed Joint Stock Companies.</p> <p>7)To allocate shares that are issued upon the capital increase or part of them for the employees of the Company, and its subsidiaries or some of them, or any of them.</p> <p>8)To suspend preemptive rights of Shareholders in subscribing for the capital increase in exchange for cash or giving priority to non-shareholders in cases as deemed in the interest of the Company.</p>
<p><b>Article (30): Calling for Meeting of Assemblies:</b></p> <p>1.Meetings of the Shareholders General Assembly shall be held, under a call by the Board of Directors, at such place, day and hour as specified in the call announcement. The Board of Directors shall call for a meeting of the Ordinary General Assembly if it is so requested by the auditors, a number of Shareholders representing at least 5% of the capital or the Audit Committee.</p> <p>2.The auditor may call for a meeting of the General Assembly if the Board of Directors fails to so act within thirty (30) days as of the date of the request by the auditor.</p>	<p><b>Article (30): Calling for Meeting of Assemblies:</b></p> <p>1.Meetings of the Shareholders General Assembly shall be held, under a call by the Board of Directors, at such place, day and hour as specified in the call announcement. The Board of Directors shall call for a meeting of the Ordinary General Assembly within 30 days of the request of the auditor, the Audit Committee or a number of Shareholders representing 10% or more of the shares that have voting rights.</p> <p>2.The auditor may call for a meeting of the General Assembly if the Board of Directors fails to so act within thirty (30) days as of the date of the request by the auditor. The General Assembly may be called for a meeting at the request of the Authority in the events set forth in the Companies Law.</p>

<p>3.The call for holding a meeting of the General Assembly shall be published in a daily newspaper, circulated in the area of the Company’s head office, at least twenty-one (21) days prior to the time set for holding the meeting. However, it may be deemed sufficient to address the invitation for the meeting at the said time to all the Shareholders by way of registered letters or Modern Technological Means, provided that the invitation shall include the agenda. A copy of such invitation and the agenda shall be sent the Ministry of Commerce, the Authority and SAMA within the period specified for publication.</p>	<p>3.The call for holding a meeting of the General Assembly shall be published at least twenty-one (21) days prior to the time set for holding the meeting in accordance with the controls stated in the regulations provided that the Shareholders are notified by way of registered letters or Modern Technological Means, provided that the invitation shall include the agenda. A copy of such invitation and the agenda shall be sent to the Ministry of Commerce, the Authority and SAMA within the period specified for publication.</p>
<p>New text.</p>	<p>4.A Shareholder or more holding no less than (10%) of the Company’s shares that have voting rights are entitled to add one or more items to the agenda upon its preparation. The Authority may amend this percentage.</p>
<p><b>Article (32): Quorum for Meetings of the Ordinary General Assembly:</b></p>	<p><b>Article (32): Quorum for Meetings of the Ordinary General Assembly:</b></p>
<p>A meeting of the Ordinary General Assembly shall be deemed properly held only if attended by Shareholders representing at least one-half of the Company’s capital. If such quorum cannot be attained at the first meeting, then an invitation shall be issued for a second meeting to be held within the thirty (30) days following the date set for the first meeting. Such invitation shall be published in the manner provided for under Article (30) of these Bylaws. However, the second meeting may be held one (1) hour after the lapse of time set for holding the first meeting, provided the invitation for holding the first meeting shall state the possibility of holding such second meeting. In all cases, the second meeting shall be deemed validly held, regardless of the number of shares represented thereat.</p>	<p>A meeting of the Ordinary General Assembly shall be deemed properly held only if attended by Shareholders representing at least one-quarter of the Company’s shares that have voting rights. If such quorum cannot be attained at the first meeting, then an invitation shall be issued for a second meeting to be held within the thirty (30) days following the date set for the first meeting. Such invitation shall be published in the manner provided for under Article (30) of these Bylaws. However, the second meeting may be held one (1) hour after the lapse of time set for holding the first meeting, provided the invitation for holding the first meeting shall state the possibility of holding such second meeting. In all cases, the second meeting shall be deemed validly held, regardless of the number of shares having voting rights represented thereat.</p>
<p><b>Article (33): Quorum for Meetings of the Extraordinary General Assembly:</b></p>	<p><b>Article (33): Quorum for Meetings of the Extraordinary General Assembly:</b></p>
<p>1.A meeting of the Extraordinary General Assembly shall be deemed validly held only if attended by Shareholders representing at least one-half of the capital. If such quorum cannot be attained at the first meeting, then an invitation shall be issued for a second meeting to be held under the same conditions provided for under Article (30) of these Bylaws.</p>	<p>1.A meeting of the Extraordinary General Assembly shall be deemed validly held only if attended by Shareholders representing at least one-half of the shares having voting rights. If such quorum cannot be attained at the first meeting, then an invitation shall be issued for a second meeting to be held under the same conditions provided for under Article (30) of these Bylaws.</p>

<p>3. In all cases, the second meeting shall be deemed validly held if attended by a number of Shareholders representing at least one-quarter of the capital. If quorum is not present at the second meeting, then an invitation shall be issued for a third meeting to be held under the same conditions provided for in Article (30) of these Bylaws. The third meeting shall be deemed validly held regardless of the number of shares represented thereat, after getting the approval of the competent authorities.</p>	<p>3. In all cases, the second meeting shall be deemed validly held if attended by a number of Shareholders representing at least one-quarter of the shares having voting rights. If quorum is not present at the second meeting, then an invitation shall be issued for a third meeting to be held under the same conditions provided for in Article (30) of these Bylaws. The third meeting shall be deemed validly held regardless of the number of shares having voting rights represented thereat, after getting the approval of the competent authorities.</p>
<p><b>Article (35): Resolutions of the Assemblies:</b></p>	<p><b>Article (35): Resolutions of the Assemblies:</b></p>
<p>1. Resolutions of the Ordinary General Assembly shall be passed with the absolute majority of the shares represented at the meeting.</p>	<p>1. Resolutions of the Ordinary General Assembly shall be passed with the consent of the majority of the voting rights represented at the meeting.</p>
<p>2. Resolutions of the Extraordinary General Assembly shall be passed with the majority of two-thirds of the shares represented at the meeting unless the relevant resolution relates to the increase or reduction of capital, extending the Company's term, dissolving the Company prior to the term set therefor in its Bylaws or merging the Company with another company or establishment, in which case the subject resolution shall be valid only if adopted by a majority constituting three-quarters of the shares represented at the meeting.</p>	<p>2. Resolutions of the Extraordinary General Assembly shall be passed with the consent of two-thirds of the voting rights represented at the meeting unless the relevant resolution relates to the increase or reduction of capital, extending the Company's term, dissolving the Company prior to the term set therefor in its Bylaws , merging the Company with another company or establishment or demerger by splitting the Company into two or more companies in which case the subject resolution shall be valid only if adopted by the consent of three-quarters of the shares having voting rights represented at the meeting.</p>
<p><b>Article (38): Committee Formation:</b></p>	<p><b>Article (38): Committee Formation:</b></p>
<p>Under a resolution of the Ordinary General Assembly, there shall be formed an Audit Committee of at least three (3) and no more than five (5) members to be selected from other than the executive members of the Board of Directors, whether from amongst the Shareholders or others. Such resolution shall specify the powers of the Committee, the controls of its functions and the chairmanship of its meetings, in addition to the compensation of its members. Such formation shall observe the provisions of main principles of corporate governance of banks operating in the Kingdom, as laid down by SAMA and the provisions of Companies Governance Regulations issued by the Authority.</p>	<p>In accordance with the relevant laws, regulations and instructions, an Audit Committee shall be formed of at least three (3) and no more than five (5) members to be selected from other than the executive members of the Board of Directors, whether from amongst the Shareholders or others. Such resolution shall specify the powers of the Committee, the controls of its functions and the chairmanship of its meetings, in addition to the compensation of its members. Such formation shall observe the provisions of the Key Principles of Governance in Financial Institutions under the Control and Supervision of the Saudi Central Bank and the provisions of Companies Governance Regulations issued by the Authority.</p>
<p><b>Article (40): Powers of the Committee:</b></p>	<p><b>Article (40): Powers of the Committee:</b></p>
<p>3. Powers of the Audit Committee shall include those provided for under the main principles provisions of corporate governance at banks operating in the Kingdom,</p>	<p>3. Powers of the Audit Committee shall include those provided for under the Key Principles of Governance in Financial Institutions under the Control and</p>

issued by the SAMA and the provisions of the Companies Governance Regulations issued by the Authority.	Supervision of the Saudi Central Bank and the provisions of the Companies Governance Regulations issued by the Authority.
4.The Audit Committee shall determine the objectives of the internal Sharia'a audit mission after consulting the Bank's Sharia'a committee, and supervise the outcomes and observations of the internal Sharia'a audit that are submitted to the Audit Committee.	Deleted.
<b>Article (42): Appointment of the Auditors:</b>	<b>Article (42): Appointment of the Auditors:</b>
The Company shall have two auditors to be appointed by the Ordinary General Assembly from amongst chartered accountants certified and licensed to work in the Kingdom. The Ordinary General Assembly shall specify their compensation and term of office, and may reappoint or change them.	The Company shall have two auditors to be appointed by the Ordinary General Assembly from amongst chartered accountants certified and licensed to work in the Kingdom, after obtaining a written non-objection from SAMA. The Ordinary General Assembly shall specify their compensation and term of office, and may reappoint or change them, provided that the term of the auditors shall not exceed the maximum term set forth in the Implementing Regulation of the Companies Law for Listed Joint Stock Companies issued by the Authority.
<b>Article (43): Powers of the Auditors:</b>	<b>Article (43): Powers of the Auditors:</b>
1.The auditors shall be entitled, at any time, to have access to the books and records of the Company and any other documents, and may ask for any such statements and clarifications as either of the auditors may deem necessary in order to verify the assets and liabilities of the Company and any other functions that may fall within the scope of their work.	1.The auditors shall be entitled, at any time, to have access to the books and records of the Company and any other documents, and may ask for any such statements and clarifications as either of the auditors may deem necessary in order to verify the assets and liabilities of the Company, the extent of compliance with the Banking Control Law and SAMA instructions and any other functions that may fall within the scope of their work.
3.If the auditor faces any difficulty in exercising the powers provided for in this Article, then the auditor shall state that fact in a report to be submitted to the Board of Directors. If the Board fails to make it easy for the auditor to do his/its job, then he/it shall inform SAMA and ask the Board of Directors to call for a meeting of the Ordinary General Assembly in order to consider this issue.	3.If an auditor faces any difficulty in exercising the powers provided for in this Article, then the auditor shall state that fact in a report to be submitted to the Board of Directors. If the Board fails to make it easy for any of the two auditors to do his/its job, then he/it shall inform SAMA and ask the Board of Directors to call for a meeting of the Ordinary General Assembly in order to consider this issue.
<b>Article (44): Report of the Auditors:</b>	<b>Article (44): Report of the Auditors:</b>
1.The two (2) auditors shall provide the General Assembly with a report, to be prepared pursuant to the prevailing auditing criteria, which report shall state the Company's position as to enabling them to obtain the statements and clarifications they have asked for, and indicating any violations of the provisions of the Companies Law and the Banking Control Law, their opinion as to how far the Company's Financial	1.The two (2) auditors shall provide the General Assembly with a report, to be prepared pursuant to the prevailing auditing criteria, which report shall state the Company's position as to enabling them to obtain the statements and clarifications they have asked for, and indicating any violations of the provisions of the Companies Law, the Banking Control Law and SAMA instructions, their opinion as to how

Statements are fair and true and whether the Company's accounts reflect the real facts.	far the Company's Financial Statements are fair and true and whether the Company's accounts reflect the real facts.
2.The auditor may not disclose to the Shareholders, outside the meeting of the General Assembly nor to others, any secrets he/it had access to in the course of his/its work, otherwise he/it shall be dismissed and requested and claimed to pay compensation.	2.The auditors may not disclose to the Shareholders, outside the meeting of the General Assembly nor to others, any secrets they had access to in the course of their work; otherwise, they shall be dismissed and requested to pay compensation.
3.The auditor shall be liable for compensation for any damage that may be suffered by the Company, Shareholders or others due to errors he/it commits in performing his/its work. In case there is a number of auditors and they share together committing such error, then they shall be held jointly liable.	3.The auditors shall be liable for compensation for any damage that may be suffered by the Company, Shareholders or others due to errors they commit in performing their work. In case they share together committing such error, then they shall be held jointly liable.
<b>Article (46): Financial Documents:</b>	<b>Article (46): Financial Documents:</b>
3.The Chairman of the Board of Directors shall provide the Shareholders with the Company's Financial Statements, and the report of the auditors, unless they are published in a daily newspaper circulated in the area where Company's head office is located, with due consideration to the instructions in respect of announcement of listed companies, issued by the Authority.	3.The Chairman of the Board of Directors shall provide the Shareholders with the Company's Financial Statements, and the report of the auditors, unless they are published through any of the Modern Technological Means at least 21 days before the date of the annual Ordinary General Meeting, with due consideration to the instructions in respect of announcement of listed companies, issued by the Authority. The Chairman of the Board shall also file such documentation with the Saudi Business Center through the electronic program of filing or with any other body as determined by the regulations.
4.The Chairman of the Board of Directors shall send a copy of each of the documents referred to in paragraph (1) of this Article above to the Ministry of Commerce, the Authority and SAMA, at least fifteen (15) days prior to the time set for convening the General Assembly.	4.The Chairman of the Board of Directors shall send a copy of each of the documents referred to in paragraph (1) of this Article above to the Ministry of Commerce, the Authority and SAMA, at least twenty-one (21) days prior to the time set for convening the General Assembly. The Chairman shall also file such documentation in accordance with the regulations.
<b>Article (47): Distribution of Dividends:</b>	<b>Article (47): Distribution of Dividends:</b>
Upon a proposal of the Board of Directors, and after approval by the General Assembly, and with due consideration to provisions of the Banking Control Law, the Company's annual net profits, after deduction of all general expenditure and amounts allocated for potential losses and other liabilities, of any nature, whatsoever, shall be allocated as follows:	Upon a proposal of the Board of Directors, and after approval by the General Assembly, and with due consideration to provisions of the Banking Control Law and SAMA instructions, the Company's annual net profits, after deduction of all general expenditure and amounts allocated for potential losses and other liabilities, of any nature, whatsoever, shall be allocated as follows:
6.After deduction of the amounts referred to in the above paragraphs, including paragraph (5), a percentage of the balance shall be allocated as compensation to the	6.After deduction of the amounts referred to in the above paragraphs, a percentage of the balance shall be allocated as compensation to the Board of Directors if the General Assembly resolves that the

Board of Directors pursuant to the instructions issued in that regard by SAMA.	remuneration or one of its elements to be part of the dividends pursuant to the Companies Law, its implementing regulations and the instructions issued in that regard by SAMA.
8.Under a resolution by the Board of Directors, and after obtaining a letter of no objection from SAMA, periodic dividends may be distributed on a quarterly or semiannual basis, to be deducted thereafter from the annual profit in accordance with the regulating rules in that regard issued by the Authority.	8.Under a resolution by the Board of Directors, and after obtaining a written no objection from SAMA, periodic dividends may be distributed on a quarterly or semiannual basis, to be deducted thereafter from the annual profit in accordance with the regulating rules in that regard issued by the Authority.
<b>Article (48): Entitlement to the Dividends:</b>	<b>Article (48): Entitlement to the Dividends:</b>
A Shareholder shall be entitled to his/its share of the dividends in accordance with the resolution adopted by the General Assembly in that regard. Such resolution shall set out the entitlement date and the distribution date. Dividends shall be payable to the Shareholders registered in the Shareholders Register as at the end of the day set for entitlement. The Company may withhold the dividends payable to any Shareholder in order to use the same in satisfying any debts and obligations due by such Shareholder to the Company.	A Shareholder shall be entitled to his/its share of the dividends in accordance with the resolution adopted by the General Assembly in that regard. Such resolution shall set out the entitlement date and the distribution date. Dividends shall be payable to the Shareholders registered in the Shareholders Register as at the end of the day set for entitlement. The Company shall have priority to withhold or attach the shares and dividends payable to any Shareholder in addition to whatever is due in relation to them whether in the form of fraction of shares or otherwise in order to use the same in satisfying any debts and obligations due by such Shareholder to the Company.
<b>Article (49): Distribution of Dividends on Preferred Shares:</b>	<b>Article (49): Distribution of Dividends on Preferred Shares:</b>
1.If no dividends are distributed for any financial year, then it is impermissible to distribute dividends for the following years except after payment of the percentage, specified under the provision of Article (114) of the Companies Law, to the holder of preferred shares.	1.If no dividends are distributed for any financial year, then it is impermissible to distribute dividends for the following years except after full payment of all the dividends allocated for the holders of preferred shares for that year.
2.In case the Company fails to pay the percentage, specified under the provision of Article (114) of the Companies Law, of the dividends for three (3) consecutive years, then the Special Assembly of the holders of such shares, to be held pursuant to the Article (89) of the Companies Law, may decide either to attend the meeting of the Company's General Assembly and to participate in voting or to appoint representatives for them at the Board of Directors in proportion to the value of their shares in the capital, until the Company pays all priority dividends allocated for the holders of such shares for the previous years.	2.In case the Company fails to pay the percentage of the dividends allocated for the holders of preferred shares for three (3) consecutive years, then the Special Assembly of the holders of such shares, to be held pursuant to the Article (89) of the Companies Law, may decide either to attend the meeting of the Company's General Assembly and to participate in voting or to appoint representatives for them at the Board of Directors in proportion to the value of their shares in the capital, until the Company pays all priority dividends allocated for the holders of such shares for the previous years.
<b>Article (50): Company's Losses:</b>	<b>Article (50): Company's Losses:</b>
In case the Company's losses total one-half of the paid capital, at any time during a given financial year, then any officer of the Company or the auditor should, upon being	In case the Company's losses total one-half of the issued capital, at any time during a given financial year, then any officer of the Company or the auditor

<p>so aware, notify the Chairman of the Board of Directors accordingly. The Chairman of the Board of Directors should notify Members of the Board and SAMA forthwith. Within fifteen (15) days as of the date of being aware of the fact that the losses have reached one-half of the capital, and after obtaining a letter of no objection by SAMA, the Board of Directors shall call for a meeting of the Extraordinary General Assembly, within forty five (45) days as of the date it is aware of such losses, in order to decide either to increase or reduce the Company's capital in accordance with the provisions of the law, to the extent at which the losses fall below one-half (1/2) of the paid capital, or to dissolve the Company prior to the time set under these Bylaws.</p>	<p>should, upon being so aware, notify the Chairman of the Board of Directors accordingly. The Chairman of the Board of Directors should notify Members of the Board and SAMA forthwith. Within sixty (60) days as of the date of being aware of the fact that the losses have reached one-half of the capital, and after obtaining a written no objection by SAMA, the Board of Directors shall call for a meeting of the Extraordinary General Assembly, within one-hundred and eighty (180) days as of the date it is aware of such losses, in order to decide either to increase or reduce the Company's capital in accordance with the provisions of the law, to the extent at which the losses fall below one-half (1/2) of the issued capital, or to dissolve the Company prior to the time set under these Bylaws.</p>
<p><b>Article (51): Action in Liability:</b></p>	<p><b>Article (51): Action in Liability:</b></p>
<p>1.The Company shall have the right to file a liability claim against the Members of the Board of Directors, or any of them, based on any errors they commit, which cause damages to the Shareholders as a whole. The General Assembly shall decide to file such claim and shall appoint attorneys for the Company.</p>	<p>1.1 The Company shall have the right to file a liability claim against the Members of the Board of Directors, or any of them, based on any errors they commit, which cause damages to the Shareholders as a whole. The General Assembly shall decide to file such claim and shall appoint attorneys for the Company.</p> <p>1.2 A Shareholder or more representing five percent of the Company's capital may file the liability claim of the Company, if the Company does not file it provided that the main purpose of the claim is to achieve the Company's interest, the claim is valid, and the claimant is acting in good faith and a Shareholder of the Company on the date of filing the claim.</p> <p>1.3 In order to file the claim mentioned in the above article, the Board of Directors shall be informed of the intention to file the claim at least fourteen (14) days before filing</p>
<p>2.Each Shareholder shall have the right to file a liability claim, which is vested in the Company, against the Members of the Board of Directors if the error committed by them causes special damage to such Shareholder, provided that the Company shall, at that time, be still entitled to file such claim.</p>	<p>2.Each Shareholder shall have the right to file a personal claim, against the Members of the Board of Directors if the error committed by them causes special damage to such Shareholder.</p>
<p>3.The Shareholder shall notify the Company in writing of his/its intention to start such action sixty (60) business days prior to filing the action before the competent judicial body.</p>	<p>Deleted.</p>
<p>New text.</p>	

	<p>3.The Company shall provide insurance coverage to the Board Members and senior executives against any liability or claim arising out of or in relation to his/her capacity during the course of membership and/or service within the limits of the relevant Laws and the terms, conditions and exclusions of coverage agreed upon with the insurer.</p>
<p><b>Article (52): Expiration of the Company:</b></p> <p>1.If all the Company’s shares devolve on one Shareholder that does not satisfy the conditions provided for under Article (55) of the Companies Law, then the Company shall remain solely responsible for its debts and obligations. However, such Shareholder shall rectify the situation so that affairs of the Company be in compliance with the provisions of the Companies Law within a period of no more than one (1) year, otherwise the Company shall be deemed to have expired by operation of law.</p>	<p><b>Article (52): Expiration of the Company:</b></p> <p>1.The Company shall cease to exist in accordance with the provisions of the Companies Law and its implementing regulations and the relevant instructions of the Authority and SAMA.</p>
<p>2.The Company shall be deemed to have expired by operation of law if the Extraordinary General Assembly fails to hold a meeting within the term specified under Article (50) of these Bylaws, or if it does hold a meeting but fails to adopt a resolution in that regard, or if it resolves to increase the capital in accordance with the provision of this Article but no subscription is made for such increase of the capital within a period of (90) days as of the date of passing the Assembly’s resolution in respect of the increase, provided this shall be after obtaining the approval by SAMA in accordance with the provisions of the Banking Control Law.</p>	<p>Deleted.</p>
<p>3.If it is resolved to dissolve the Company prior to the expiry of the term thereof, for any reason whatsoever, or due to the expiry of the Company’s term, then, upon a proposal by the Board of Directors, the Extraordinary General Assembly shall decide the method of liquidation and shall appoint one liquidator or more and specify their powers and fees.</p>	<p>2.If it is resolved to dissolve the Company prior to the expiry of the term thereof, for any reason whatsoever, or due to the expiry of the Company’s term, then, upon a proposal by the Board of Directors, the Extraordinary General Assembly shall decide the method of liquidation and shall appoint one liquidator or more and specify their powers and fees.</p>
<p>4.The authority of the Board of Directors shall end upon the dissolution of the Company. However, the Board shall remain in charge of managing the Company until the appointment of the liquidator (s). The other departments of the Company shall maintain their respective powers to the extent that such powers do not contradict with the powers of the liquidators.</p>	<p>3.The authority of the Board of Directors shall end upon the dissolution of the Company. However, the Board shall remain in charge of managing the Company until the appointment of the liquidator (s). The other departments of the Company shall maintain their respective powers to the extent that such powers do not contradict with the powers of the liquidators.</p>
<p><b>Article (53): Application of Related Laws:</b></p>	<p><b>Article (53): Application of Related Laws:</b></p>

Where there is no relevant provision in these Bylaws, there shall apply the Companies Law and the Implementing Rules thereof and the Capital Market Law and the Implementing Rules thereof. The Banking Control Law and SAMA instructions shall govern any relevant provisions

Where there is no relevant provision in these Bylaws, there shall apply the Companies Law and the Implementing Rules thereof and the Capital Market Law and the Implementing Rules thereof. The Banking Control Law and SAMA instructions shall govern any relevant provisions.

In the event any of the provisions of these Bylaws violate any of the provisions of the Companies Law, its executive regulations, the Capital Market Law, its executive regulations, the Banking Control Law and/or SAMA instructions, the provision of the Bylaws shall not apply, and the provision of the mentioned laws, regulations and instructions shall apply.