

Attachments of the Item No. 1

Voting on amending the Nomination and Selection Policy for Membership of the Board of Directors and its Committees.

Nomination and Selection Policy for Membership of the Board of Directors and its Committees

Clause	Main Text	Text after Amendment
Title	Nomination and Selection Policy for Membership of the Board of Directors	Nomination and Selection Policy for Membership of the Board of Directors <u>and its Committees</u>
Introduction <u>Preamble</u>	<p>This Policy was issued in accordance with the provisions of the applicable Laws, such as the Bank's Bylaw, the Companies Law, the Banking Control Law, the instructions of the Saudi Arabian Monetary Agency and the Capital Market Authority and their Executive Regulations, including the Corporate Governance Regulations as well as other relevant regulations, taking into account the regulations and decisions issued by the Bank's Management in light of what is existing, updated or amended in accordance with the applicable Laws and regulations issued by the Competent Authorities (the party that performs a regulatory, supervisory, or oversight role for the Banking Sector in the Kingdom of Saudi Arabia).</p>	<p>This Policy was issued in accordance with the provisions of the applicable Laws and <u>Regulations</u>, such as the Bank's Bylaw, the Companies Law, the Banking Law, the instructions of the <u>Saudi Central Bank</u> and the Capital Market Authority and their Executive Regulations, including the Corporate Governance Regulations as well as other relevant regulations, taking into account the regulations and decisions issued by the Bank in light of what is existing, updated or amended in accordance with <u>such</u> Laws and regulations issued by the Competent Authorities (the party that performs a regulatory, supervisory, or oversight role for the Banking Sector in the Kingdom of Saudi Arabia), <u>emphasizing that any conflict that may be mentioned therein this Policy with any applicable Laws and regulations, it is preferable to apply the statutory or legal text contained therein the Law or regulation and its updates wherever mentioned, and to exclude anything contradictory therewith in the Internal Policies. What is not mentioned therein this Policy shall be referred thereto the provisions of such Laws and Regulations.</u></p>
Objectives	<p>The Nomination and Selection Policy for Membership of the Board of Directors <u>aims</u> to provide a mechanism that facilitates the General Assembly of the Bank's shareholders to elect from qualified candidates those who would represent them in the membership in the Bank's Board of Directors to ensure the</p>	<p><u>This Policy aims to</u> provide a mechanism that facilitates the General Assembly to elect from qualified candidates those who would represent them in the membership in the Bank's Board of Directors to ensure the achievement of the objectives for which the Bank was established, <u>as well as the appropriate standards for forming committees of the Board of Directors.</u></p>

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	achievement of the objectives for which the Bank was established.	
<p>Rules Governing Membership of the Board of Directors and its Committees</p>		<p><u>Nomination Procedures</u></p> <p><u>Board of Directors</u></p> <ol style="list-style-type: none"> 1. <u>Nominations for membership in the Board of Directors for the new term will be opened by publishing the announcement on the "Saudi Tadawul" website.</u> 2. <u>The nomination period remains open according to the period specified thereby law, in order to invite persons willing to nominate for membership in the Board of Directors, who meet the Nomination Conditions stipulated therein the relevant regulations issued by the Competent Authorities to submit the required information within the specified time frame.</u> 3. <u>The Team receiving Nomination Applications for Membership in the Board of Directors receives submitted Applications within the specified period as announced thereof.</u> 4. <u>Applications are reviewed and audited by the Board of Directors and Governance Office in cooperation with the Bank's relevant Departments in accordance with the regulatory procedures.</u> 5. <u>Nomination Applications will be presented to the Nominations and Compensation Committee.</u> 6. <u>The Nominations and Compensation Committee reviews and audits Nomination Applications for Membership in the Board of Directors for the new term (or in the event a member's position is vacant) and</u>

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		<p><u>evaluates the independence and suitability of the nominated members to recommend the Board of Directors to nominate or exclude them in accordance with the tasks and responsibilities assigned thereto according to the Nominations and Compensation Committee Regulations approved by the General Assembly, taking into account the controls and requirements included therein the regulatory texts issued by the Competent Authorities. The Committee may reject the Nomination Application and reserve it in the event one of the candidates does not meet the Nomination requirements.</u></p> <p>7. <u>The Board of Directors studies the recommendations and evaluation of the Nominations and Compensation Committee, taking into account the diversity of experiences, qualifications and qualities necessary to form the Board and the number of independent and non-executive members according to the relevant Laws and regulations.</u></p> <p>8. <u>Nomination Applications are submitted to the Saudi Central Bank to obtain a Non-Objection, to be submitted to the Capital Market Authority to obtain its approval for advertising in the Saudi Tadawul.</u></p> <p>9. <u>Nomination Applications are presented to the General Assembly to vote thereon. Then, all necessary measures are taken in accordance with the applicable Laws. Voting in the General Assembly is limited to the candidates whose nominations for Board membership have been approved by the Board of Directors. The General</u></p>

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		<p><u>Assembly takes into account, when electing members of the Board of Directors, the recommendations of the Nominations and Compensation Committee, as well as the diversity of personal and professional capabilities required therefrom the candidates.</u></p> <p><u>Committees of the Board of Directors (External Members)</u></p> <ol style="list-style-type: none"> <u>1. The Board of Directors recommends to the Nominations and Compensation Committee the names of candidates who meet the necessary conditions for membership in the Committees of the Board of Directors for the new term (or in the event a member's position is vacant) - with the exception of the names of candidates for membership in the Nominations and Compensation Committee which will be presented directly to the Board - after the Board of Directors and Governance Office team reviews and audits Appointment Applications for Membership in the Committees of the Board of Directors in cooperation with the Bank's relevant Departments in accordance with regulatory procedures.</u> <u>2. The Nominations and Compensation Committee reviews and audits Appointment Applications for Membership in the Committees of the Board of Directors - with the exception of Appointment Applications for Membership in the Nominations and Compensation Committee - and evaluates independence and suitability of candidates to recommend the Board of Directors to appoint or exclude them in accordance with the tasks and responsibilities</u>

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		<p><u>assigned thereto according to the Nominations and Compensation Committee's Charter approved by the General Assembly, taking into account the controls and requirements included therein the regulatory texts issued by the Competent Authorities.</u></p> <p>3. <u>The Board of Directors studies the recommendations of the Nominations and Compensation Committee and the evaluation carried out by the Committee to differentiate between the candidates, taking into account the experiences and qualifications that are commensurate with the Committee's scope of work.</u></p> <p>4. <u>Appointment Applications are submitted to the Saudi Central Bank to obtain a Non-Objection and take all necessary measures in accordance with the applicable Laws.</u></p>

Rules Governing Membership of the Board of Directors and its Committees

Based on the provisions of the applicable Laws, it is required to be nominated for membership in the Board of Directors that the candidates who are elected to membership in the Board must meet the conditions and have the specialized experience and skills necessary to preserve and develop shareholders' rights in the long term. The Bank's Policy aims to encourage the selection of ~~Board Members who contribute~~ to achieve the Bank's objectives, increase its competitive capabilities in the banking market, diversify its activities, and consolidate its transactions and relationships with customers.

Nomination Conditions

Based on the provisions of the applicable Laws and regulations, it is required to be nominated for membership in the Board of Directors and its Committees that the candidates who are elected to membership in the Board or appointed for the Committees' membership must meet the conditions and have the specialized experience and skills necessary to preserve and develop shareholders' rights in the long term. The Bank's Policy aims to encourage the selection of members represent all shareholders and are committed to achieve the Bank's interest and ability to achieve its objectives, increase its competitive capabilities in the banking market, diversify its activities, and consolidate its transactions and relationships with customers.

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Clause	Main Text	Text after Amendment
<p style="text-align: center;">Rules Governing Membership of the Board of Directors <u>and its Committees</u></p>	<p>Whoever is nominated for membership in the Board of Directors must meet the prescribed legal conditions, including the following:</p> <ol style="list-style-type: none"> 1. The member must meet the legally specified membership conditions and have the appropriate skills and experience in order to make an effective contribution to managing the Bank's affairs and achieving its objectives. 2. A member of the Bank's Board of Directors must not serve as a member of the Board of Directors of joint stock companies listed on the market more than the number authorized according to regulatory requirements. 3. The candidate may not be a member in the Board of Directors of more than one licensed bank operating within the Kingdom of Saudi Arabia except after obtaining the approval of the Saudi Arabian Monetary Agency. 4. The candidate must be committed to the provisions of the applicable Laws, regulations and instructions. 5. The candidate must commit to allocating sufficient and appropriate time to carry out his tasks and duties towards such membership. 	<p>Whoever is nominated for membership in the Board of Directors <u>and its Committees</u> must meet the membership conditions <u>as specified by Law and the necessary requirements</u>, including the following:</p> <ol style="list-style-type: none"> 1. <u>The candidate must be a natural person.</u> 2. <u>The candidate for membership in the Board of Directors (excluding its Committees) must be a shareholder of the Bank or nominated by one of the shareholders.</u> 3. <u>The candidate must have practical and scientific qualifications (not less than a Bachelor's Degree) and appropriate relevant experience to be qualified to carry out the tasks and responsibilities assigned thereto in order to make an effective contribution to managing the Bank's affairs and achieving its objectives.</u> 4. <u>The candidate must not serve as a member of the Board of Directors of joint stock companies listed on the market more than the number authorized according to regulatory requirements .</u> 5. <u>The candidate must not be a member in the Board of Directors - or Committee - of another bank operating within the Kingdom of Saudi Arabia.</u> 6. <u>The candidate must be committed to the provisions of the relevant Laws, regulations and instructions.</u> 7. <u>The candidate must commit to allocating sufficient and appropriate time to carry out his tasks and duties towards such membership.</u> 8. <u>The candidate must not be insolvent or bankrupt.</u>

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		<p>9. <u>The candidate must not have been previously convicted under a court ruling or a crime involving a breach of honor and trustworthiness.</u></p> <p>10. <u>The candidate must not be a member of the Board of Directors of a company that has been liquidated for involuntary reasons.</u></p> <p>11. <u>The candidate must not have previously been removed or dismissed from membership in the Board of Directors of a bank or company, or had his services terminated for regulatory reasons.</u></p> <p>12. <u>The candidate must commit to disclosing to the competent authorities all information required by Law.</u></p> <p>13. <u>The candidate must commit to providing the required disclosures in accordance with the internal policies of the Board of Directors and its Committees.</u></p> <p>14. <u>The candidate has no objection to verifying his credit record with "Simah", reviewing the police clearance certificate, as well as verifying the academic certificates through intermediary authorities.</u></p> <p>15. <u>The candidate must have the suitability standards which would enable him to carry out his duties efficiently and competently, including in particular the following:</u></p> <ul style="list-style-type: none"> ▪ <u>Honesty: This means that his relationship with the Bank must be an honest professional relationship, discloses without hiding or concealing any essential information that may affect the Bank's business, and does not distort or divert information or a tangible fact.</u>

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		<ul style="list-style-type: none"> ▪ <u>Loyalty: This means avoiding transactions that involve a conflict of interest while ensuring fairness of transactions, in accordance with the relevant Laws and regulations.</u> ▪ <u>Care and Attention: This means that he must carry out the duties and responsibilities stipulated therein the relevant Laws and regulations.</u> ▪ <u>Financial Competence: This means that he has the ability and previous experience in managing his obligations and financial affairs prudently and appropriately. However, this does not mean that his financial capabilities are limited.</u> ▪ <u>Honesty, Integrity, Good Reputation, and Justice: This means that he is enjoying treats of honesty, integrity, good reputation, and justice.</u> ▪ <u>Independence: This means that he has the necessary independence to perform the tasks and duties assigned thereto.</u> <p><u>Nomination Requirements</u></p> <p><u>A candidate nominated by one of the Bank's shareholders for membership in the Board of Directors must submit a written declaration authenticated by the shareholder. Anyone who is willing to nominate himself for membership in the Board of Directors and its Committees, who meets the nomination conditions set forth therein this Policy, must submit his Application attached therewith the following:</u></p> <ol style="list-style-type: none"> 1. <u>Complete and sign Nomination Form.</u>

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		<ol style="list-style-type: none"> 2. <u>Curriculum Vitae (CV).</u> 3. <u>A certified copy of academic and professional qualifications.</u> 4. <u>A copy of the National ID, Family Registry and Passport for the Saudi candidate, or a copy of the Residency Permit (Iqama) for non-Saudis, Family Registry and Passport.</u> 5. <u>Criminal Clearance Certificate.</u> 6. <u>Complete and sign the Saudi Central Bank's "Fit & Proper" Form.</u> 7. <u>Complete and sign Form No. (2) of the Saudi Central Bank.</u> 8. <u>Complete and sign Form No. (3) of the Capital Market Authority.</u> 9. <u>Complete and sign Form No. (3) of the Saudi Tadawul.</u> 10. <u>Complete and sign the Independence Form (as defined by the Saudi Central Bank and the Capital Market Authority).</u> 11. <u>Complete and sign a Statement of the Meetings attended by the candidate in his capacity as a member of the Board of Directors or a member of a Committee of the Board of Directors if he previously held/is a member of the Board of Directors/Committee of the Board of Directors in one of the joint stock companies (listed/closed).</u> 12. <u>A Statement of the Companies or Institutions in which management or ownership the candidate participates conducting business similar to that of the Bank.</u>

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		<p>13. <u>A Statement of the Companies or Institutions in which management or ownership the candidate - or any person related thereto, directly or indirectly – participates, having contracts or common interests with the Bank, along with a Statement of such transactions or contracts.</u></p> <p>14. <u>Any other additional forms, information or documents determined by the regulatory or supervisory authorities or the Bank.</u></p>

~~The following matters must be taken into account when electing members of the Board of Directors:~~

- The Bank must be committed to what is stated therein the Appointment Requirements of Leadership Positions in Financial Institutions Subject to the Supervision of the Saudi ~~Arabian Monetary Agency~~ and the Governance Regulations issued by ~~the Saudi Arabian Monetary Agency and the Capital Market Authority~~ regarding Formation of Board of Directors and Independence Standards.
- The ~~Bank~~ must notify the ~~Saudi Arabian Monetary Agency~~ and the Capital Market Authority of the names of the members of the Board of Directors and their membership positions within five working days as from the commencement date of the Board of Directors cycle or as from their appointment date - whichever is earlier - ~~and~~ any changes that occur to their membership within five working days as from the date such changes.

And the Bank must be committed to what is stated therein the Appointment Requirements of Leadership Positions in Financial Institutions Subject to the Supervision of the Saudi Central Bank and the Governance Regulations issued by the Competent Authorities regarding Formation of Board of Directors and its Committees, and Independence Standards*.

*Taking into account other Independence Standards determined by the Nominations and Compensation Committee.

The Following must be taken into account regarding the criterion of direct or indirect interest in business and contracts conducted for the Bank's favor:

- The criterion of indirect interest in business and contracts conducted for the Bank's favor is applied only to contracts whose value exceeds (1%) of the total operating income for each contract during the year.
- Banking contracts (credit facilities) are not included within this criterion as required by the Principle of Banking Secrecy.

Rules Governing
Membership of the
Board of Directors
and its Committees

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Rules Governing Membership of the Board of Directors <u>and its Committees</u>		<p>It is also necessary to obtain a prior written non-objection from the Saudi Central Bank for nomination for membership in the Board of Directors and its Committees, accompanied by the regulatory documents as stated therein the Appointment Requirements of Leadership Positions in Financial Institutions Subject to the Supervision of the Saudi Central Bank. The Capital Market Authority <u>must be notified</u> of the names of the members of the Board of Directors <u>and its Committees</u> and their membership positions within five working days as from the commencement date of the Board of Directors term or as from their appointment date - whichever is earlier - <u>in addition to notifying the Saudi Central Bank and the Capital Market Authority of</u> any changes that occur to their membership within five working days as from the date such changes. <u>Throughout the term of his membership, the member shall immediately disclose to the Board any changes that may occur to his membership.</u></p> <p><u>Candidate's Disclosure of Conflict of Interest</u> <u>Anyone who is willing to be nominated for membership in the Board of Directors or its Committees must disclose to the Board any cases of conflict of interest in accordance with the legal requirements issued by the Competent Authorities, which include:</u></p> <ul style="list-style-type: none"> ▪ <u>Presence of a direct or indirect interest in the business and contracts conducted on behalf of the Bank.</u> ▪ <u>Participating in work that would compete with the Bank* or compete therewith in one of the activity branches in which it practices.</u>

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Rules Governing Membership of the Board of Directors and its Committees		<p>* Taking into account the Nomination Condition contained therein this Policy, which stipulates that the candidate may not serve as a member of the Board of Directors - or Committee - of another bank operating within the Kingdom of Saudi Arabia.</p> <p>Competition Business Concept The concept of participating in any business that would compete with the Bank includes the following:</p> <ul style="list-style-type: none"> ▪ The member establishes a company or individual institution or owns a significant percentage of shares or stakes in a company or other establishment that practices the same activity of the Bank. ▪ Accepting membership in the Board of Directors of a company or establishment competing with the Bank, or assuming the management of a competing sole proprietorship or competing company, whatever its form, with the exception of the company's affiliates. ▪ The member obtains a commercial agency or the like, whether apparent or hidden, for a company or other establishment competing with the Bank. <p>The Nominations and Compensation Committee may evaluate whether the member is participating in work that would compete with any other type of activity practiced by companies owned wholly or partially by the Bank.</p>
Rules Governing Membership of the Board of Directors and its Committees	<p>Board of Directors</p> <ol style="list-style-type: none"> 1. The Bank's Board of Directors is composed of ten members elected by the Ordinary General Assembly once every three years in accordance with the Bank's 	<p>Formation of the Board of Directors</p> <ol style="list-style-type: none"> 1. The Bank's Board of Directors shall consist of ten members elected by the General Assembly once every three years in accordance with the Bank's Bylaws, and they may be re-elected during each term.

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	<p>Bylaws of. Members whose membership terms have expired may be re-elected in each term.</p> <p>2. The majority of the members of the Board of Directors are Non-Executive Members of the Bank, who are not dedicated to the management of the Bank in such a way that they undertake tasks or responsibilities related to the implementation of the plans and policies approved for the Bank's management and the tasks that follow thereof, and those who do not receive a monthly or annual salary therefrom.</p> <p>3. Executive Members may be selected for the Board of Directors, provided that they do not exceed two.</p> <p>4. Number of independent members of the Board of Directors must not be less than two members or one-third of the Board members, whichever is more.</p> <p>An Independent Member is: a member of the Board of Directors who enjoys complete independence. This means that the member is completely independent from the Management and the Bank. Independence means having the ability to judge matters after taking into account all relevant information without any influence from the Management or other external parties.</p> <p>5. Chairman of the Board of Directors and the CEO shall carry out responsibilities independent of each other, separate from each other.</p> <p>Obtaining a written Non-Objection from the Saudi Arabian Monetary Agency regarding the appointment in the membership of the Board of Directors no less than thirty days before the date of the General Assembly</p>	<p>2. The majority of the members of the Board of Directors are non-executive members of the bank, that is, those who are not dedicated to the management of the bank in such a way that they undertake duties or responsibilities related to the implementation of the plans and policies approved for the management of the bank and its subsequent work.</p> <p>3. Executive members may be selected for the Board of Directors, provided that they do not exceed two.</p> <p>4. The number of independent members of the Board of Directors shall not be less than two members or one-third of the Board members, whichever is greater, <u>in accordance with the definition of independence contained in the governance laws issued by the competent authorities and the relevant internal policies.</u></p> <p><u>5. The Board of Directors shall appoint from among its members a non-executive member to chairman the Board.</u></p> <p>6. The Chairman of the Board of Directors and the Chief Executive Officer shall carry out their respective functions separately from each other.</p> <p>7. Obtaining <u>prior</u> written non-objection from the <u>Central Bank of Saudi Arabia</u> to run for membership in the Board of Directors before the date of the General Assembly during which a member of the Board of Directors shall be elected <u>in accordance with the period specified by law</u>, accompanied by <u>the regulatory documents, as stated in the requirements for appointment to leadership positions in financial institutions subject to the supervision of the Central Bank of Saudi Arabia.</u></p> <p>8. <u>The General Assembly takes into account</u>, when selecting new members of the Board of Directors, the skills and experience</p>

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	<p>during which a member of the Board of Directors will be elected, accompanied by the following:</p> <ul style="list-style-type: none"> • Suitability Form after being completed and signed by the candidate for membership in the Board of Directors and approved by the Bank. • All documents required in the Suitability Form. • Results of the Suitability Assessment carried out by the Nominations and Compensation Committee and documents related to the assessment. <p>7. Effectiveness of skills and experience upon membership: When selecting new members for the Board of Directors, the General Assembly takes into account the skills and experiences available to all members of the Board in order to achieve the integration of members in terms of specialized experiences and appropriate qualifications to achieve the optimal and appropriate balance and diversity required in the financial, commercial, industrial and economic fields, in order to ensure the efficiency and effectiveness of the decisions issued by the Board of Directors in managing the Bank's affairs and achieving its objectives.</p>	<p>available to all members of the Board in order to achieve the integration of members in terms of specialized expertise and appropriate qualifications to achieve the optimal and appropriate balance and diversity required in the financial, commercial, industrial and economic fields in order to achieve the efficiency and effectiveness of the decisions issued by the Board of Directors in managing the bank's affairs and achieving its objectives.</p>

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<p>Rules governing membership of the Board of Directors and <u>its committees</u></p>	<p>Committees emanating from the Board of Directors The following matters shall be taken into account when forming members of the Board of Directors committees:</p>	<p>Forming committees emanating from the Board of Directors <u>The Board of Directors establishes and forms specialized committees emanating from it in accordance with what is stipulated in the regulations issued by the competent authorities throughout the term of the Board of Directors. During each term, its members may be reappointed in accordance with the regulatory requirements, in addition to the possibility of establishing committees other than the committees stipulated in the law, according to the bank's need, its circumstances and conditions and what enables it to perform its duties effectively, which are as a minimum the following:</u></p> <ul style="list-style-type: none"> <u>□ Audit Committee.</u> <u>□ Nominations and Compensation Committee.</u> <u>□ Risk Management Committee.</u> <u>□ Executive Committee.</u> <p>The following matters shall be taken into account when forming the <u>committees emanating</u> from the Board of Directors:</p>
<p>Rules governing membership of the Board of Directors and <u>its committees</u></p>	<p>Audit Committee</p> <ul style="list-style-type: none"> □ The majority of the committee members shall be non-executive members, provided that among them is a specialist in financial and accounting affairs and at least one independent member according to the definition approved by the Capital Market Authority. □ The committee members shall be from outside the Board of Directors more than from inside the Board, and the members shall not be the bank's employees, clients, agents, or advisors. 	<p>Audit Committee</p> <ul style="list-style-type: none"> <u>□ All members of the committee shall be independent members in accordance with the definition of independence contained in the governance laws issued by the competent authorities and the relevant internal policies.</u> <u>□ The committee members shall be from outside the Board of Directors more than from inside the Board.</u> <u>□ The committee shall be headed by an independent member in accordance with the definition of independence contained in the</u>

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	<p>☐ The Chairman of the Board of Directors may not be a member of the committee.</p> <p>☐ The committee chairman shall not have a relationship with the executive directors or leading officials of the bank or its major shareholders that would affect his independence, according to the requirements of the Saudi Arabian Monetary Agency.</p> <p>☐ Committee members are required to have the knowledge, know-how, appropriate qualification and professional experience commensurate with the size of the bank, its banking activities.</p>	<p><u>governance laws issued by the competent authorities and the relevant internal policies.</u></p> <p>☐ The Chairman of the Board of Directors may not be a member of the committee.</p> <p><u>☐ Anyone who works or has worked during the past two years for the bank, or for the external auditors, may not be a member of the committee.</u></p> <p><u>☐ The candidate shall not serve as a member of the audit committee in joint stock companies listed on the market more than the number authorized according to regulatory requirements.</u></p> <p>☐ Committee members are required to have the knowledge, know-how, appropriate qualification and professional experience commensurate with the size of the bank, its banking activities <u>and the committee's scope of work, in addition to an understanding of the laws, rules and regulations issued by the competent authorities which are provided to them.</u></p>

Rules governing membership of the Board of Directors and [its committees](#)

Nominations and Compensation Committee

☐ The members of the committee shall not be members of the executive board of directors, and it is permissible to seek assistance from people who are not members of the board, whether they are shareholders or others, provided that at least

Nominations and Compensation Committee

☐ The members of the committee shall be [non-executive](#) members of the Board of Directors, and it is permissible to seek assistance from persons who are not members of the Board, whether they are shareholders or others, provided that they include two independent members [in accordance with the](#)

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	<p>one of them is an independent member, according to the definition approved by the Capital Market Authority.</p> <p>□ The number of independent members in the committee shall not be less than two members, according to the definition approved by the Saudi Arabian Monetary Agency.</p> <p>□ The committee shall be headed by an independent member according to the definition approved by the Capital Market Authority.</p> <p>□ The committee may not be chaired by the Chairman of the Board of Directors.</p> <p>□ Committee members are required to have the knowledge, know-how, appropriate qualification and professional experience commensurate with the size of the bank, its banking activities.</p>	<p><u>definition of independence contained in the governance regulations issued by the competent authorities and the relevant internal policies.</u></p> <p>□ The committee shall be headed by an independent member <u>in accordance with the definition of independence contained in the governance regulations issued by the competent authorities and the relevant internal policies.</u></p> <p>□ The committee may not be chaired by the Chairman of the Board of Directors.</p> <p>□ Committee members are required to have the knowledge, know-how, appropriate qualification and professional experience commensurate <u>with the size of the bank, its banking activities and the committee's scope of work, in addition to an understanding of the laws, rules and regulations issued by the competent authorities which are provided to them.</u></p>
Rules governing membership of the Board of Directors and <u>its committees</u>	<p>Risk Committee</p> <p>□ The committee may not be chaired by the Chairman of the Board of Directors.</p> <p>□ The Chairman of the Committee and the majority of its members shall be non-executive members of the Board of Directors.</p> <p>□ Committee members are required to have the knowledge, know-how, appropriate qualification and professional experience commensurate with the size of the bank, its banking activities.</p>	<p>Risk Management Committee</p> <p>□ The Chairman of the Committee and the majority of its members shall be non-executive members of the Board of Directors. <u>Be experienced in cyber and technical risks.</u></p> <p>□ The committee may not be chaired by the Chairman of the Board of Directors.</p> <p>□ Committee members are required to have the knowledge, know-how, appropriate qualification and professional experience commensurate <u>with the size of the bank, its banking activities and the committee's scope of work, in addition to an understanding of the laws, rules and regulations issued by the competent authorities which are provided to them.</u></p>
Rules governing membership of the	The bank shall notify the Saudi Arabian Monetary Agency and the Capital Market Authority of the names of committee members,	-

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Board of Directors and its committees	their membership positions, and any changes that occur to them within five working days from the date the changes occur.	
Duration of membership	The Duration of membership of the Board of Directors is limited to three years, subject to re-election by the General Assembly.	No amendment
Periodic audit and follow-up of the effectiveness of the role of members of the Board of Directors and its committees to achieve the approved goals and plans	The Board of Directors or the committee determined and appointed by the Board (Nominations and Compensation Committee emanating from the Board) shall audit and follow up the extent of the impact of the expertise and efforts exerted by Board members from time to time on the management of the bank's affairs, including benefiting from elements of effective expertise in the field of strategic planning, financing and investment, information technology, financial reports, systems and other specializations that are expected to contribute to increase the effectiveness of the role of the Board of Directors member in achieving the policies and plans approved by the Board.	The Board of Directors or the committee determined and appointed by the Board - (Nominations and Compensation Committee emanating from the Board) shall audit and follow up the extent of the impact of the expertise and efforts exerted by Board members and <u>the committees emanating from it</u> from time to time on the management of the bank's affairs, including benefiting from elements of effective expertise in the field of strategic planning, financing and investment, information technology, financial reports, systems and other specializations that are expected to contribute to increase the effectiveness of the role of the <u>member</u> in achieving the policies and plans approved by the Board.
Carrying out membership duties	The procedures of convening the Board of Directors shall be prepared to attend , participate and contribute to the meetings of the Board and its committees, with the members of the Board of Directors attending the meetings held by the General Assembly in order to answer the questions raised and inquiries of shareholders, especially when nominating new members to the Board.	Preparation shall be made to attend, participate in, and contribute to meetings of the Board of Directors and its committees. Members of the Board of Directors <u>and chairmen of committees - or their designated members -</u> also attend the meetings held by the General Assembly in order to answer the questions raised and the inquiries of shareholders, especially when nominating new members for Board membership.
General Assembly attendance and voting	A. Every shareholder shall have the right to attend the General Assembly, and the shareholder shall have the right to appoint in writing another shareholder other than members of the Board of Directors, bank employees, or external auditors to attend the General Assembly on his behalf.	A. Every shareholder shall have the right to attend the General Assembly, and the shareholder shall have the right to appoint in writing - <u>according to the legally approved wording</u> - another natural person, <u>whether this person is among the bank's shareholders or others, provided that he is not</u> a member of the board of directors, bank employees, external auditors, those

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Clause	Main Text	Text after Amendment
	<p>B. Each shareholder, who has the right to attend in person or by proxy, shall have one vote for each share he owns. However, members of the Board of Directors may not participate in voting on the remuneration item for members of the Board of Directors, and decisions related to business and contracts carried out on behalf of the bank and in which the concerned Board member has an interest therein, and any decision related to work in which the member participates and that would compete with the bank, and the association's decisions related to absolving them of responsibility for their management.</p> <p>C. Cumulative voting shall be used to elect the Board of Directors, so that the right to vote per share may not be used more than once. Voting in the General Assembly is also limited to candidates for Board of Directors membership whose information the bank has announced on the bank's website.</p>	<p>permanently assigned to technical or administrative work for the bank in the presence of the General Assembly.</p> <p>B. Each shareholder - who has the right to attend in person or on <u>behalf</u> - has one vote for each share he owns. However, members of the Board of Directors - <u>who are shareholders</u> - may not participate in voting on <u>the decisions of the General Assembly that they are prohibited by law from voting on, for example:</u> the remuneration clause for members of the Board of Directors, Decisions related to business and contracts carried out on behalf of the bank and in which the relevant board member has an interest, any decision related to a business in which the member participates and that competes with the bank, <u>any other situations or transactions that may give rise to a conflict of interest.</u></p> <p>C. Cumulative voting shall be used to elect the Board of Directors, so that the right to vote per share may not be used more than once.</p>
Authorities of the Board of Directors and its formations	<p>□ Taking into account the authorities assigned to the General Assembly, the Board of Directors shall have the broadest authorities in managing the bank, and it shall also have the right, within the limits of its jurisdiction, to delegate one or more of its members or others to undertake a specific work or works. In all cases, the Board of Directors may not issue a general or indefinite authorization.</p> <p>□ The Board of Directors appoints from among its members a non-executive member to chairman the Board who shall exercise the authorities specified for him in the bank's bylaws. The Board shall also appoint a Secretary to the Board of Directors, who shall select him from among its members or others and determine his</p>	<p>□ Taking into account the authorities assigned to the General Assembly, the Board of Directors shall have the broadest authorities in managing the bank, and it shall also have the right, within the limits of its jurisdiction, to delegate one or more of its members or others to undertake a specific work or works. In all cases, the Board of Directors may not issue a general or indefinite authorization.</p> <p>□ The Board of Directors shall appoint from among its members a non-executive member to chairman the Board who shall exercise the authorities specified for him in the bank's bylaws. The Board shall <u>also appoint a vice-chairman</u> and a secretary for the Board of Directors who shall select him from among its</p>

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Clause	Main Text	Text after Amendment
	<p>authorities for him. The term of the Chairman of the Board of Directors shall not exceed the term of membership of the Board, subject to re-election as a member of the Board through the General Assembly, and the reappointment of the Chairman of the Board through the Board itself.</p>	<p>members or from others and determine his authorities for him. The term of any of the Chairman of the Board of Directors, <u>his deputy, and the Secretary - if he is a member of the Board of Directors</u> - shall not exceed the term <u>of each of them</u> on the Board. <u>They may be re-elected</u> through the General Assembly, and the Chairman of the Board of Directors may be re-appointed through the Board itself.</p>
New members of the Board of Directors and its committees	<p>The Chairman of the Board of Directors verifies that all new members are familiar with their work, activities, terms of reference and procedures of the Board, as well as the various areas of the Bank's activities. The Chairman of the board may also authorize the Secretary of the board or others to provide the new members with the necessary information to facilitate and enable them to carry out their duties.</p>	<p><u>The Chairman of the Board of Directors authorizes the Secretary of the Board and/or whoever he deems appropriate to undertake the task of introducing new members and providing them with the necessary information and documents in accordance with what is stated in the "Introduction Procedures for New Members of the Board of Directors and its Committees."</u></p>
Membership vacancy	<p>If the position of a member of the Board of Directors becomes vacant, the Board may, by majority vote, appoint a temporary member to fill the vacant position, provided that he is someone who has experience and competence and the written approval of the Saudi Arabian Monetary Agency. This shall be reported to the Saudi Arabian Monetary Agency, the Capital Market Authority, and the Ministry of Commerce and Investment within five working days from the date of appointment. The appointment shall be presented to the Ordinary General Assembly at its first meeting, and the new member shall complete the term of his predecessor. If the necessary conditions are not met for the Board of Directors to convene due to the number of its members being less than the minimum stipulated in the Companies Law and the Bank's Bylaws, the remaining members shall call the</p>	<p>If the position of a member of the Board of Directors becomes vacant, the Board may, by majority vote, appoint a temporary member to the vacant position <u>in accordance with the nomination procedures stated in Clause No. (3) and in accordance with the relevant regulations</u>, provided that he is one of those who possess experience and competence, <u>so that the new member completes the term of his predecessor</u> - provided that he obtains a <u>written non-objection from the Central Bank of Saudi Arabia. Competent Authorities and Saudi Tadawul shall be notified</u> of this immediately, as well as the competent authorities <u>within the period specified by regulations</u>, and the appointment shall be presented to the General Assembly at its first meeting <u>for approval</u>. If the necessary conditions are not met for the Board of Directors to convene due to the number of its members being less than the minimum stipulated in the companies' laws or</p>

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Clause	Main Text	Text after Amendment
	<p>Ordinary General Assembly to convene within sixty days to elect the necessary number of members.</p>	<p>Bank's bylaws, the remaining members shall call the General Assembly to convene <u>within the period specified by regulations</u> to elect the necessary number of members.</p> <p><u>If the position of one of the members of the committees emanating from the Board of Directors becomes vacant, the Board may, by majority vote, appoint a temporary member to the vacant position in accordance with the nomination procedures stated in Clause No. (3) and in accordance with the relevant regulations, provided that he is one of those who possess experience and competence, so that the new member completes the term of his predecessor, provided that Obtaining a written non-objection from the Central Bank of Saudi Arabia, and this shall be reported to Capital Market Authority and Saudi Tadawul as well as the competent authorities within the period specified by regulations (immediately for membership in the Audit Committee).</u></p>
Membership termination	<p>Membership in the Board of Directors shall terminate upon the fulfillment of any of the following matters:</p> <p>A. Every member of the board of directors of a bank shall be considered to have resigned if he is declared bankrupt, or is convicted of a crime against honor, or if he loses one of the conditions for nomination or appointment, or if he loses the ability to perform his duties in general.</p> <p>B. The General Assembly may, based on the recommendation of the Board of Directors, terminate the membership of any member who fails to attend three consecutive Board meetings without a legitimate excuse.</p> <p>C. In the event that the member loses his eligibility, dies, or fails to fulfill one of the membership conditions.</p>	<p>Membership in the Board of Directors <u>and the committees emanating from it shall end with the end of the Board's term or with the retirement of its members in accordance with the relevant laws and regulations, as well as</u> upon the fulfillment of any of the following matters:</p> <p>A. Every member shall be considered to have resigned if he is declared bankrupt or convicted of a crime against honor, or if he loses one of the conditions for nomination or appointment, or if he loses the ability to perform his duties in general.</p> <p>B. The General Assembly may - based on a recommendation from the Board of Directors - terminate the membership of any member who fails to attend <u>three meetings during one year, or three consecutive meetings, or five separate meetings during</u></p>

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Clause	Main Text	Text after Amendment
	<p>D. If it is proven to the Board of Directors that the member has violated his duties in a way that negatively affects the interest of the bank.</p> <p>E. If a member submits his resignation from his position pursuant to a written notice addressed to the Board of Directors, provided that this is at an appropriate time, otherwise he shall be liable to the bank for any damages resulting from his resignation.</p>	<p><u>the term of Board membership</u> without a legitimate excuse <u>accepted by the Board of Directors</u>. <u>The Board of Directors may also terminate the membership of any member of other committees who is absent from attending three consecutive meetings during the year without a legitimate excuse accepted by the Board of Directors*</u>.</p> <p>C. <u>The Board of Directors may terminate the membership of any committee member who fails to attend three meetings during one year, or three consecutive meetings, or five separate meetings during the term of committee membership without a legitimate excuse accepted by the Board of Directors*</u>.</p> <p>D. In the event that the member loses his eligibility, dies, or fails to fulfill one of the membership conditions.</p> <p>E. If it is proven to the Board of Directors that the member has violated his duties in a way that negatively affects the interest of the bank.</p> <p>F. If a member submits his resignation from his position pursuant to a written notice addressed to the <u>Chairman</u> of the Board of Directors, provided that this is at an appropriate time, otherwise he shall be liable to the bank for any damages resulting from his resignation.</p> <p><u>* Taking into account the member's obligation to attend meetings of the board and the committees emanating from it and not to be absent from them except for a legitimate excuse notified to the Chairman of the board/Committee in advance, or for emergency reasons.</u></p>
Membership termination	In the event of termination of membership in the Board of Directors, the bank shall notify the Capital Market Authority and the "Saudi Tadawul" immediately, as well as the Saudi Arabian	In the event of termination of membership in the Board of Directors or <u>in the Audit Committee</u> , the bank shall immediately notify Capital Market Authority and <u>Saudi</u> Tadawul, as well as the

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Clause	Main Text	Text after Amendment
	Monetary Agency , with a statement of its reasons within five working days .	<u>competent authorities</u> , with a statement of its reasons within <u>the legally specified period</u> . In the event that membership in one of the committees emanating from the Board of Directors expires, <u>the competent authorities shall be notified with a statement of the reasons therefor within a period specified by regulations</u> .
Policy audit	Nominations and Compensation Committee audits this policy whenever appropriate to ensure that it is updated according to relevant developments. This policy shall not be amended except in accordance with the established legal conditions and after obtaining the approval of the General Assembly.	No Amendment
Enforcement	This policy shall be effective from the date of its endorsement by the General Assembly.	This policy is effective from the date of its <u>approval</u> by the General Assembly.
Approval of the policy	This policy was approved by Board of Directors Resolution No. 7/C/665 dated 12/02/2018 AD and by a Resolution of the General Assembly dated 26/03/2018 AD.	This policy was approved by Board of Directors Resolution No. <u>3/C/706</u> dated <u>12/02/2024</u> AD and by a Resolution of the General Assembly dated <u>29/05/2024</u> AD.



For inquiries, please contact the Shareholders Affairs during official working hours on telephone no.

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