

# Attachments of the Item No. 3

Voting on amending the Audit Committee Regulation.

Audit Committee Regulation		
Clause	Main Text	Text after Amendment
Introduction	This Charter defines the Audit Committee general framework. The Audit Committee is one of the Board of Directors committees. This Charter has been developed in accordance with the bylaws and rules of the Saudi Central Bank, the Capital Market Authority, the Ministry of Commerce, and the related bylaws and regulations issued by the competent authorities (the entity that performs a regulatory, supervisory, or control role), as well as the practices used at Riyadh Bank and the best local and international practices.	No amendment
Formation	a. The committee consists of three to five members, and the Board of Directors <del>nominate</del> the chairman and members of the committee <del>for a term of not less than three years or until the expiry of the current Board of Directors' term, whichever is less, renewable for a maximum of two additional terms, and the formation is done by the Ordinary General Assembly, and in the event of a vacancy in the membership of one of the members of the Committee , the Board of Directors appoints a successor so that the new member completes the term of His predecessor, and the appointment shall be submitted to the Ordinary General Assembly at its first meeting for adoption.</del> If one of the committee members' membership is vacant, the Board of Directors appoints a replacement to finish the term of his predecessor, taking into account the following:	a. The Committee consists of three to five members, and the Board of Directors <u>appoints</u> the Chairman and members of the Committee <u>throughout the current Board of Directors term</u> , taking into account the following:
Formation	<ul style="list-style-type: none"> <li>A prior written non-objection from the Saudi Central Bank must be obtained for nominations for the chairmanship and</li> </ul>	No amendment

### Audit Committee Regulation

Clause	Main Text	Text after Amendment
	<p>membership of the committee, and their qualifications must be specified.</p> <ul style="list-style-type: none"> <li>The Capital Market Authority must be notified of the names of the committee members and their membership qualities within <del>five working days</del> from the date of their appointment, <del>and the Saudi Central Bank and the Capital Market Authority must be notified of any changes thereto within five working days</del> from the date of the changes.</li> </ul>	<ul style="list-style-type: none"> <li>The <a href="#">Saudi Central Bank</a> and the Capital Market Authority shall be notified of the committee's member's names and qualifications and <a href="#">any changes to them</a> within the <a href="#">legally specified period</a>, starting with their appointment <del>or the date of these changes</del>.</li> </ul>
	-	<ul style="list-style-type: none"> <li>If a member of the Committee is vacant, the Board of Directors shall appoint a replacement after obtaining the <a href="#">statutory approvals</a> so that the new member will complete the term of his or her predecessor.</li> </ul>
	<ul style="list-style-type: none"> <li>All the Committee members shall be independent as defined by the competent authorities' governance regulations.</li> </ul>	<ul style="list-style-type: none"> <li>All the Committee members shall be independent as defined by the competent authorities' governance regulations <a href="#">and the relevant internal policies</a>.</li> </ul>
	<ul style="list-style-type: none"> <li>The Committee members from outside the Board of Directors should be more than members from within the Board.</li> </ul>	No amendment
	<ul style="list-style-type: none"> <li>The Committee shall be chaired by an independent member as defined by the competent authorities' governance regulations.</li> </ul>	<ul style="list-style-type: none"> <li>The Committee shall be chaired by an independent member as defined by the competent authorities' governance <a href="#">regulations and the relevant internal policies</a>.</li> </ul>
	<ul style="list-style-type: none"> <li>The Chairman of the Board of Directors may not be a member of the Committee.</li> </ul>	No amendment

### Audit Committee Regulation

Clause	Main Text	Text after Amendment
	<ul style="list-style-type: none"> <li>▪ The committee members shall be from outside the Board more than from the Board.</li> </ul>	No Amendment.
	<ul style="list-style-type: none"> <li>▪ The committee shall be headed by an independent member in accordance with the definition of independence mentioned in the governance laws issued by the competent authorities.</li> </ul>	<ul style="list-style-type: none"> <li>▪ The committee shall be headed by an independent member in accordance with the definition of independence mentioned in the governance regulations issued by the competent authorities and related internal policies.</li> </ul>
	<ul style="list-style-type: none"> <li>▪ The Chairman shall not be a member of the committee.</li> </ul>	No Amendment
	-	<ul style="list-style-type: none"> <li>▪ <a href="#">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.</a></li> </ul>
	-	<ul style="list-style-type: none"> <li>▪ <a href="#">The Member 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.</a></li> </ul>
	<ul style="list-style-type: none"> <li>▪ <del>The Committee members shall have no relationship in any capacity with the Bank, Board members, or its executive staff.</del></li> </ul>	Delete
	<ul style="list-style-type: none"> <li>▪ <del>Committee members shall not have any credit relationship with the bank (credit cards, credit facility, guarantees, etc.) in their name or in the name of one of their relatives.</del></li> </ul>	Delete
	<ul style="list-style-type: none"> <li>▪ Committee members shall have knowledge, expertise, appropriate qualifications, and professional experience that are commensurate with the nature of the bank's business, its banking activities and the scope of the committee's work, in addition to an understanding of the laws, rules, and regulations issued by the competent authorities provided to them.</li> </ul>	No Amendment.
	B. The President of the Committee shall ensure that each new member of the Committee has been provided with the necessary documents to familiarize him with his duties and	B. The Chairman of the Committee shall ensure that each new member of the Committee has been provided with the necessary documents to familiarize him with his duties and responsibilities.

	<p>responsibilities. New members can also learn about the bank's main business and activities so that they can be familiar with the bank's current activities and future plans, including visiting the bank's branches.</p>	<p>New members can also learn about the bank's main business and activities so that they can be familiar with the bank's current activities and future plans, including visiting the bank's branches and <a href="#">companies</a>.</p>
	<p>C. The members of the Committee shall maintain the confidentiality of information related to the Bank, its customers and its activities and not to disclose them unless the disclosure of such information is authorized or legally obligated by the competent authorities in line with the requirements of the relevant laws and regulations on the confidentiality of information.</p>	<p>No Amendment.</p>

**Audit Committee Regulation**

Clause	Main Text	Text after Amendment
Duties and Responsibilities	<p>The tasks of the Committee are to protect the Bank's assets and protect the interests of shareholders, depositors, legislators and others related to the Bank. The Committee is also responsible for monitoring the Bank's work, verifying the integrity and soundness of the Bank's reports, financial statements and internal control systems, the Bank's compliance with supervisory and regulatory requirements, supervising the independent audit work and examination tasks performed by the competent authorities, providing an open channel of communication between the Internal Audit, the external auditors and the Board of Directors, in addition to reviewing the level of disclosure in the Bank's financial statements and its suitability with the requirements of Saudi Central Bank, Capital Market Authority, Ministry of Commerce, and Saudi Exchange.</p> <p>The Committee shall also exercise its supervisory and regulatory responsibilities and powers to comply with the requirements set by the Board of Directors by a resolution of the General Assembly, the Saudi Central Bank, the Capital Market Authority, the Ministry of Commerce, and the Saudi Exchange (without entering into executive decisions), and the tasks and responsibilities of the Committee include the following:</p>	No Amendment.
Duties and Responsibilities	<p>1. Study the Bank's interim and annual financial statements prepared by the executive management and audited/audited by the external auditors - and verify their soundness, completeness and consistency with the information available to the members of the Committee and reflect the appropriate accounting principles to ensure their integrity, fairness and transparency, discuss them with</p>	Study the Bank's interim and annual financial statements - prepared by the executive management and audited/audited by the external auditors - and verify their soundness, completeness and consistency with the information available to the members of the Committee and reflect the appropriate accounting principles to ensure their

	the executive management and internal and external auditors, and express their opinion and recommend them to the Board of Directors for approval.	integrity, fairness and transparency, discuss them with the executive management and internal and external auditors, and express their opinion and recommend them to the Board of Directors <del>in preparation</del> for their approval.
Duties and Responsibilities	2. Review accounting matters, important reports, presentation of financial statements, and all account activities / regulatory items to verify their compliance with accounting standards and legal disclosure rules.	No Amendment
Duties and Responsibilities	3. Understanding how executive management prepares initial financial information, in addition to the nature and extent of the internal and external auditor's contribution in this regard.	No Amendment
Duties and Responsibilities	4. Review and, if necessary, investigate and check complaints relating to accounting matters, internal accounting controls or audit-related matters.	No Amendment
Duties and Responsibilities	5. Developing separate and regular systems for presenting reports to the committee by the executive management and internal and external auditors regarding <del>any</del> important opinions or judgments reached in the executive management's preparation of the financial statements, and the views of each of them on the suitability of those judgments.	5. Developing separate and regular systems for presenting reports to the committee by the executive management and internal and external auditors regarding any important opinions or judgments reached in the executive management's preparation of the financial statements, and the views of each of them on the suitability of those judgments.
Duties and Responsibilities	6. Review, in participation with executive management and external auditors, all matters and issues that shall be reported to the committee in light of generally accepted auditing standards.	No amendment
Duties and Responsibilities	7. Review, <del>in preparation for approval by the Board of Directors</del> , the reports submitted to the General Assembly related to the bank's financial statements, if the need arises.	7. Review <del>the</del> reports submitted to the General Assembly related to the bank's financial statements, and <del>submit it to the Board of Directors for approval</del> , if the need arises.
Duties and Responsibilities	8. Reviewing the recommendations of executive management regarding credit and investment allocations and the bank's policies related to classifying the risks of loans and other financial assets,	

	and then presenting its recommendations in this regard to the Board of Directors.	
Duties and Responsibilities	9. Review, amend and approve initial accounting policies and procedures and the accounting and disclosure policy.	No amendment
Duties and Responsibilities	10. Review the insurance coverage evaluation.	No amendment
Duties and Responsibilities	11. Review and amend the bank's policies regarding related party transactions, review the contracts and transactions conducted by the bank with related parties, and obtain a statement of all these transactions to review their approval process and verify their disclosure in the financial statements.	No amendment
Duties and Responsibilities	.	12. <a href="#">Review the recommendations and directives of the Sharia Committee regarding Sharia audit reports.</a>



### Audit Committee Regulation

Clause	Main Text	Text after Amendment
Duties and Responsibilities	-	13. <a href="#">Adopting the objectives of the Sharia audit.</a>
Duties and Responsibilities	14. Prepare a report on the committee's opinion regarding the adequacy of the bank's internal control system and the other work it has undertaken that falls within the scope of its competence, to be presented to the Board of Directors and read during the ordinary general assembly.	No Amendment
Duties and Responsibilities	15. Study the effectiveness and efficiency of the internal control system prepared by the executive management, including internal controls over financial reports to avoid any fraud or errors, as well as information security control and risk management in the bank.	No Amendment
Duties and Responsibilities	16. Review and discuss the process of selecting, appointing, terminating the services and <del>accepting the resignation</del> of the Head of Internal Audit, and presenting recommendations to the Board of Directors regarding this matter.	16. Review and discuss the process of selecting, appointing and terminating the services of the Head of Internal Audit, and present recommendations to the Board of Directors regarding this matter.
Duties and Responsibilities	17. The Head of Internal Audit reports functionally to the Audit Committee, and his performance shall be reviewed by the Committee at least once a year, and recommend to the Board of Directors regarding his financial compensation and annual increase in his salary and remuneration subject to compliance with the Bank's approved policies and procedures.	No Amendment
Duties and Responsibilities	18. Monitoring, supervising and auditing the performance of the Head of Internal Audit in accordance with the annual performance standards approved by the committee, and the performance and activities of the Internal Audit Department at the bank to verify the availability of the necessary resources and	No Amendment

	their effectiveness in performing the work and tasks assigned to them.	
Duties and Responsibilities	19. Review the performance of the Internal Audit Department by authorizing an external party to conduct an independent audit on it to ensure the quality of the audit work and outputs at least once every (five) years, and presenting the results of that audit to the Board of Directors.	No Amendment
Duties and Responsibilities	20. Review the extent of the independence of internal auditors from executive management.	No Amendment
Duties and Responsibilities	21. Review and approve the annual plan of the Internal Audit Department, and any fundamental amendments that may be made to it, and monitor its performance, while adhering to the international standards for the professional practice of internal auditing issued by the Institute of Internal Auditors.	21. Review and approve the annual plan of the Internal Audit Department, and any fundamental amendments that may be made to it, and monitor its performance, while adhering to the international standards for the professional practice of internal auditing issued by the Institute of Internal Auditors.
Duties and Responsibilities	22. Review the budget for the Internal Audit Department and recommend it to the Board of Directors for its approval.	No Amendment
Duties and Responsibilities	23. Recommend to the Board of Directors to adopt the organizational structure of the Internal Audit Department and review it periodically whenever necessary.	No Amendment
Duties and Responsibilities	24. Review and amend the internal audit work charter in conjunction with the Head of Internal Audit and the Executive Management, whenever necessary and with each term of the Audit Committee, and recommend to the Board of Directors for approval.	No Amendment

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Clause	Main Text	Text after Amendment
Duties and Responsibilities	25. Review and approve the internal audit department's strategy and monitor its performance in accordance with the bank's general strategy and objectives.	No Amendment
Duties and Responsibilities	26. Verify that there are no unjustified restrictions on the work of the Head of Internal Audit and that he is free to discuss his views and the results he reaches with both the Board of Directors and the Audit Committee.	26. Verify that there are no unjustified restrictions on the work of the Head of Internal Audit and that he is free to discuss his views and the results he reaches with both the Board of Directors and the Audit Committee.
Duties and Responsibilities	27. Review what the Head of Internal Audit presents about the adequacy of the bank's internal control systems and the degree of compliance in this regard.	No Amendment
Duties and Responsibilities	28. Review the periodic reports submitted by the Internal Audit Department on the bank's various activities and work, following up on the implementation of corrective measures for the observations contained therein, and submitting those reports to the Board of Directors for acknowledgement.	No Amendment
Duties and Responsibilities	29. Meet separately with the Head of Internal Audit to discuss any matter that the Committee or Internal Audit believes shall be discussed privately and confidentially.	29. Meet separately with the Head of Internal Audit to discuss any matter that the Committee or Internal Audit believes shall be discussed privately and confidentially.
Duties and Responsibilities	30. Review and approve all audit services provided by parties outside the bank through the Internal Audit Department.	No Amendment
Duties and Responsibilities	31. Recommend to the Board of Directors to nominate external auditors, dismiss them, determine their fees, and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of contracting with them.	31. Recommend to the Board of Directors to nominate external auditors, dismiss them, determine their fees, <a href="#">the duration of their work</a> , and evaluate their performance, after verifying their independence and reviewing the scope of their work and the terms of contracting with them.
Duties and Responsibilities	32. Recommend to the Board of Directors to approve services other than auditing and review services provided by the bank's external auditors.	No Amendment

Duties and Responsibilities	33. Review the performance of external auditors and recommend to the Board of Directors regarding any proposed amendments to the entity providing external audit services, as circumstances dictate.	33. Review the performance of external auditors and recommend to the Board of Directors regarding any proposed amendments to the entity providing external audit services, as circumstances dictate.
Duties and Responsibilities	34. Supervise the work of external auditors, reviewing audit plans, scope and method, and answering their inquiries.	No Amendment
Duties and Responsibilities	35. Review and verify the independence of the external auditors at least once a year, by obtaining from the external auditors a written statement that includes a list of any relationship of the external auditors with the bank or with any other persons or entities that may affect the status and independence of the auditors, the committee shall review and discuss with the external auditors all the relationships they have with the bank to determine the extent of their independence.	35. Review and verify the independence of the external auditors at least once a year, by obtaining from the external auditors a written statement that includes a list of any relationship of the external auditors with the bank or with any other persons or entities that may affect the status and independence of the auditors, the committee shall review and discuss with the external auditors all the relationships they have with the bank to determine the extent of their independence.

Audit Committee Regulation		
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Duties and Responsibilities	36. Review all important written correspondence that occurred between the External Auditors and the Executive Management, such as the Feedback Letter from the External Auditors addressed to the Executive Management Letter or a statement of the differences that have not been settled.	No Amendment
Duties and Responsibilities	37. Carefully research any issues raised by the Bank's Chief Financial Officer, his representative, or the External Auditor.	No Amendment
Duties and Responsibilities	38. Meet privately and regularly, at least once a year, with the external auditors and without the presence of executive management, to discuss internal controls, important audit issues, or any other matters that the Committee or the external auditors	38. Meet privately and regularly, at least once a year, with the external auditors and without the presence of executive management, to discuss internal controls, important audit issues, or any other matters that the Committee or the

	believe to be discussed privately and confidentially, so that these discussions shall include the scope and results of the audit in question, and any difficulties faced by the external auditors, including any restrictions or obstacles they encountered in accessing the required information or any disputes or obstacles they encountered with the Executive Management.	external auditors believe to be discussed privately and confidentially, so that these discussions shall include the scope and results of the audit in question, and any difficulties faced by the external auditors, including any restrictions or obstacles they encountered in accessing the required information or any disputes or obstacles they encountered with the Executive Management.
Duties and Responsibilities	39. Review the efficiency of the compliance monitoring system and regulations and the results of investigations and follow-ups on any case (including disciplinary actions) conducted by the Executive Management.	No Amendment
Duties and Responsibilities	40. Consider the supervisory reports issued by the Competent Authorities and reviewing the results of important and special inspections, in addition to any observations made by the external auditors, and verifying that the Bank has taken the necessary measures in this regard.	40. Consider the supervisory reports issued by the Competent Authorities and reviewing the results of important and special inspections, in addition to any observations made by the external auditors, and verifying that the Bank has taken the necessary measures in this regard.
Duties and Responsibilities	41. Verify the application and strengthening of the rules of professional and ethical conduct at the Bank.	No Amendment
Duties and Responsibilities	42. Approve the annual plan for Compliance Management.	No Amendment
Duties and Responsibilities	43. Review, amend and approve compliance policies.	No Amendment
Duties and Responsibilities	44. Review the reports presented by the Compliance Manager regarding the Bank's compliance with all applicable compliance laws and rules.	No Amendment
Duties and Responsibilities	45. Review the reports submitted by the Anti-Money Laundering Officer on the Bank's compliance with all applicable anti-money laundering laws and regulations.	No Amendment
Duties and Responsibilities	46. Approve the annual compliance report	No Amendment

Duties and Responsibilities	47. Review important legal issues.	No Amendment
Duties and Responsibilities	48. Complaints and Reports: Verify that the Bank has an adequate "Complaints" program, and review the procedures for receiving, storing, and processing complaints that the Bank receives from any party, whether internal or external, regarding accounting issues, internal accounting controls, or matters related to auditing. Reviewing, amending and approving the policies or procedures followed by stakeholders in submitting their complaints or reporting violating practices.	48. Complaints and Reports: Verify that the Bank has an adequate "Complaints" program, and review the procedures for receiving, storing, and processing complaints that the Bank receives from any party, whether internal or external, regarding accounting issues, internal accounting controls, or matters related to auditing. Reviewing, amending and approving the policies or procedures followed by stakeholders in submitting their complaints or reporting violating practices.
Duties and Responsibilities	49. Other assigned tasks assigned by the Board of Directors, and presenting them periodically to the Board.	No Amendment
In fulfillment of its supervisory responsibility, the Committee shall have the right to do the following:	<ul style="list-style-type: none"> <li>▪ View the Bank's records and documents.</li> </ul>	No Amendment
	<ul style="list-style-type: none"> <li>▪ Requesting any clarification or statement from members of the Board of Directors or Executive Management.</li> </ul>	No Amendment
	<ul style="list-style-type: none"> <li>▪ Conduct direct discussions with Executive Management, Internal and External Auditors, the Chief Compliance Officer, the Director of Legal Department, employees and others regarding the accuracy of the financial statements and internal control laws.</li> </ul>	No Amendment
	<ul style="list-style-type: none"> <li>▪ Requesting the Board of Directors to convene the General Assembly if the Board of Directors obstructs its work or the Bank is exposed to serious damage or losses.</li> </ul>	No Amendment
	<ul style="list-style-type: none"> <li>▪ Directing the conduct of any special investigation that the Committee deems appropriate and obtaining consultancy from any independent expert the Committee deems appropriate in carrying out its duties and responsibilities. The Committee shall also have the right to summon or seek the assistance of any employee of the Bank to the extent it deems appropriate.</li> </ul>	No Amendment
	<ul style="list-style-type: none"> <li>▪ The Committee shall hold a special meeting with the Chief Compliance Officer and managers of other relevant</li> </ul>	<ul style="list-style-type: none"> <li>▪ The Committee shall hold a special meeting with the Chief Compliance Officer and managers of other relevant</li> </ul>

	departments to discuss any issue that the Committee or those groups believe to be discussed in privacy and confidentiality.	departments to discuss any issue that the Committee or those groups believe to be discussed in privacy and confidentiality.
Meetings	<p><b>Regularity of Holding Meetings</b></p> <p>The Committee shall meet at least four times a year at the headquarters of the Bank's General Administration (or outside the Headquarter when necessary) in addition to the annual meeting with the Board of Directors, and any other meetings that the Committee may hold with the external auditors and the internal auditor.</p>	<p><b>Regularity of Holding Meetings</b></p> <p>The Committee shall meet at least four times a year <a href="#">and whenever necessary</a> at the headquarters of the Bank's General Administration (or outside the Headquarter when necessary) in addition to the annual meeting with the Board of Directors, and any other meetings that the Committee may hold with the external auditors and the internal auditor.</p>
Meetings	<p><b>Convening Meetings</b></p> <p>The Committee shall meet at the invitation of its Chairman, or at the request of two of its members. The Secretary of the Committee shall send a notice of each meeting scheduled to be held to each member of the Committee, such that the notice shall confirm the date, time and place of the meeting, sufficiently before the date on which the meeting is scheduled to be held.</p> <p>Documents and papers related to the meeting agenda items shall be sent at least five working days before the date of the meeting via <a href="#">electronic</a> technical means. The period may also be shorter than that if the situation requires adding an item of new works or when there is a need to hold a meeting urgently.</p>	<p><b>Convening Meetings</b></p> <p>The Committee shall meet at the invitation of its Chairman, or at the request of two of its members. The Secretary of the Committee shall send a notice of each meeting scheduled to be held to each member of the Committee, such that the notice shall confirm the date, time and place of the meeting, sufficiently before the date on which the meeting is scheduled to be held.</p> <p>Documents and papers related to the meeting agenda items shall be sent at least five working days before the date of the meeting via <a href="#">modern</a> technical means. The period may also be shorter than that if the situation requires adding an item of new works or when there is a need to hold a meeting urgently.</p>
Meetings	<p><b>Quorum and voting</b></p> <ul style="list-style-type: none"> <li>▪ The quorum for the Committee meeting shall be achieved in the presence of the majority of the Committee members (attendance may also be permitted using <a href="#">electronic</a> technical means <a href="#">agreed-upon-by-all-members</a>).</li> <li>▪ In the event that the Chairman of the Committee is absent from the date of the meeting, the Chairman shall delegate one of the members to Chairman the meeting. In the event</li> </ul>	<p><b>Quorum and voting</b></p> <ul style="list-style-type: none"> <li>▪ The quorum for the Committee meeting shall be achieved in the presence of the majority of the Committee members (attendance may also be permitted using <a href="#">modern</a> technical means.)</li> <li>▪ In the event that the Chairman of the Committee is absent from the date of the meeting, the Chairman shall delegate one of the members to Chairman the meeting. In the event that there is no authorization,</li> </ul>

	<p>that there is no authorization, the attending members shall appoint one of them as Chairman of this meeting.</p> <ul style="list-style-type: none"> <li>Decisions shall be issued by a majority of the votes of those present, and in the event of equal votes, the Chairman of the session shall have the casting vote, provided that the opposing opinion is documented in the minutes of the meeting.</li> <li>In cases of necessity or urgency, the Committee may issue its decisions by circulation them by majority. The related decision and documents <del>shall be</del> presented to the committee for <del>confirmation</del> at the next meeting, <del>with the inclusion of the decisions taken in the minutes of the meeting</del>, unless a member requests to write the meeting of the committee to <del>deliberate these decisions</del>.</li> <li>Voting on behalf of others shall not be permitted.</li> </ul>	<p>the attending members shall appoint one of them as Chairman of this meeting.</p> <ul style="list-style-type: none"> <li>Decisions shall be issued by a majority of the votes of those present, and in the event of equal votes, the Chairman of the session shall have the casting vote, provided that the opposing opinion is documented in the minutes of the meeting.</li> <li>In cases of necessity or urgency, the Committee may issue its decisions by circulation them by majority. The related decision and documents <del>is presented</del> to the Committee <del>to be recorded in the minutes of</del> the next meeting, unless one of the members requests to write the meeting of the Committee to <del>deliberate the minutes</del>.</li> <li>Voting on behalf of others shall not be permitted.</li> </ul>
Meetings	<p><b>Invitees to meetings who are not members of the Committee</b></p> <p>The Chairman of the Committee may invite any person, other than members of the Committee, to attend any of its meetings as he deems appropriate, from within or outside the Bank within the limits of its powers. This shall be included in the minutes of the meeting of the Committee, mentioning the name, its relationship with the Bank, and the reason for its invitation. Invitees may not attend any discussion related to them unless they are invited by the Chairman of the Committee to discuss with them, and none of the invitees is considered a member of the Committee. The Committee shall also have the right to request any clarifications or additional information if necessary.</p>	No Amendment
Meetings	<p><b>Minutes of meetings</b></p> <p>The Committee's deliberations and decisions shall be recorded in minutes kept at the Board of Directors' office, provided that these minutes <del>shall be signed</del> by the Chairman of the session, the members attendees, and the Secretary of the Committee. The minutes <del>shall be distributed to</del> all Committee members. It is <del>also</del></p>	<p><b>Minutes of meetings</b></p> <p>The Committee's deliberations and decisions shall be recorded in minutes kept at the Board of Directors' office, and <del>modern</del> technological means <del>may</del> be used to record the deliberations.</p>



	permissible to use <del>electronic</del> technical means to prove the deliberations.	The minutes shall <u>also</u> be sent <u>to</u> all members of the Committee <u>to review and inform them of any comments or amendments made by them. If no comments are received within five working days from the date of sending, the minutes shall be approved</u> , and these minutes shall be signed by the Chairman of the session, the members attendees, and the Secretary of the Committee.
Secretary of the Committee	The Chairman of the Board of Directors, in coordination with the Chairman of the Committee - during the term of its work - shall select and appoint its Secretary, and determine his duties, provided that they include, for example, coordination and issuing invitations to meetings. The Secretary of the Committee shall attend the meetings in an administrative capacity only and shall not participate in any decision or vote taken in the Committee.	No Amendment
Evaluating the Committee's Performance	The Committee, in conjunction with the Board of Directors, shall review its annual performance evaluation, and the Committee Chairman may verbally review the results of that report during scheduled Board of Directors meetings.	No Amendment
Reporting Responsibility	The Committee's decisions and minutes shall be presented to the Board of Directors at the first meeting following their issuance, for information. These minutes shall form part of the agenda of the Board of Directors, and the Committee may also submit any report it deems necessary to the Board of Directors.	No Amendment
Resources	The Committee shall have the necessary requirements to carry out its responsibilities and duties, including recommending to the Board of Directors the assistance of external consultants, and allocating sufficient financial funds for those tasks.	No Amendment
	<ul style="list-style-type: none"> <li>This Charter is approved by Board of Directors Resolution No. <del>8/C/679</del> dated <del>22/01/2020-D</del> and by the General Assembly Resolution dated <del>25/03/2020-D</del>.</li> </ul>	<ul style="list-style-type: none"> <li>This Charter is approved by Board of Directors Resolution No. <u>10/C/709</u> dated <u>12/02/2024 D</u> and by the General Assembly Resolution dated <u>29/05/2024 D</u>.</li> </ul>

Adopting and Amending the Regulation	<ul style="list-style-type: none"> <li>The Committee shall review This Charter whenever appropriate to ensure its update according to relevant developments. This Charter may not be amended except in accordance with the established regulatory conditions and the approval of the Board of Directors. These amendments shall be approved by the General Assembly of the Bank.</li> </ul>	No Amendment
	-	<ul style="list-style-type: none"> <li><a href="#">This Charter shall be deemed complementary to what is stated in the relevant laws and regulations issued by the Regulatory Authorities. In the event of any conflict between what is stated in this Charter and the applicable laws and regulations, it is preferable to apply the statutory text contained in the Law or Regulation and its updates.</a></li> </ul>



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

0114013030 Ext: (6111)  
Sha@RiyadBank.com