



Extraordinary General Assembly Meeting Including the Increase of the Bank's Capital No (6)

Attachments



The Audit Committee's Report

**Audit Committee Report to the General Assembly
For the Fiscal Year ending December 31, 2025**

The Audit Committee assumes the responsibility of reviewing the financial statements and accounting policies as well as supervising the work of the internal audit and external auditors. During the fiscal year 2025, the Committee held nine (9) meetings to accomplish the tasks falling within its jurisdiction, including:

- Establish an Internal Audit strategy aligned with the bank's approved strategy.
- Reviewing and approving the Internal Audit plan for the fiscal year 2025.
- Reviewing and approving the Sharia'h Audit plan for the fiscal year 2025.
- Supervising the Internal Audit Division and monitoring the implementation of the audit plan during the fiscal year 2025.
- Reviewing the Internal Audit reports during 2025.
- Reviewing the Sharia'h Internal Audit reports during 2025.
- Monitoring the implementation and closure of the observations identified across various departments.
- Reviewing the annual financial statements as of 31 December 2025 as well as quarterly statements and recommend their approval by the Board of Directors.
- Reviewing the Management Letter issued by the External Auditors and the closure of the observations therein.
- Reviewing External Auditors proposals and recommend the appointment of External Auditors for the year ending 31 December 2025.
- Reviewing the quarterly compliance reports on the Bank's adherence to regulatory requirements and internal policies and procedures.

Results of the Annual Internal Audit on the Effectiveness of the Bank's Internal Control Procedures:

The Bank adopts an internal control framework based on three lines of defense model. Business departments and divisions of the bank function as the first line of defense, ensuring that their activities comply regulations and directives issued by the regulatory authorities. The second line of defense

comprises of the Compliance, Risk and Finance divisions which assess, monitor and oversee risk management activities across daily operations, credit operations and Information Security. Both the first and second lines submit periodic reports to the internal management committees and Board committees to ensure regulatory compliance requirements and alignment with the Bank's strategic objectives.

the Internal Audit division represents the third line of defense, conducting assessments and reviews covering all Bank divisions based approved risk-based plan. The Internal Audit Division affirms its organizational and functional independence within the Bank, allowing it to carry out its responsibilities effectively without undue influence.

Adequacy of the Internal Control System:

Based on the responsibility of the Bank's management in terms of preparing a comprehensive and effective system for internal control to achieve the approved objectives of the Bank, an internal control system has been developed that suits the Bank's activities and takes into account the relative importance of financial and other risks inherent in these activities. An internal control system has been designed to manage and control risks in a timely manner. This provides a reasonable amount of continuous control and early detection and handling of potential risks.

The internal control system is based on the vision and assessment of the Bank's management to implement a control system commensurate with the relative importance of financial and other risks inherent in the Bank's activities with a reasonable cost and benefit in order to achieve specific controls. The internal control system has been designed to mitigate risks in order to achieve specific objectives. It is therefore designed to give reasonable assurances to avoid material errors and relevant losses.

The Audit Committee periodically reviews the reports prepared by Internal and External Auditors as well as the Compliance Division. These reports include an assessment of the adequacy and effectiveness of the internal control currently in place.

Based on the aforementioned, we believe that the Bank has a reasonable adequate and effective internal control system in terms of design and implementation. During 2025, there were no material observations relating to the effectiveness of the internal control system and procedures in YHR Bank.

Haitham Bin Rashid Al Mobarak
Chairman

Abdullah Bin Abdul Aziz Al Rumaizan
Member

Maher Bin Saad Al Ayadi
Member

Fahad Bin Hussain Al Sudiary
Member

Majed Bin Mohammed Al Dikhayil
Member



Voting on the Bank's purchase of a number of its own shares for the purpose of allocating them to the Employee Share Incentive Program.



To the Board of Directors
Alinma Bank
Head Office
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P.O. Box 66674
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Kingdom of Saudi Arabia

Independent limited assurance report over the schedule of information prepared in accordance with the Implementing Regulation of the Companies Law for Listed Joint Stock Companies in connection with the proposed buy-back of shares

We have undertaken a limited assurance engagement in respect of the accompanying schedule of information prepared in connection with the proposed buy-back of shares (the "Schedule") of Alinma Bank (the "Bank") as at 3 March 2026, prepared in accordance with the applicable Criteria mentioned below.

Subject matter

The subject matter for our limited assurance engagement is the Schedule prepared by the management of the Bank as attached to this report and submitted to us.

Criteria

The criteria are the applicable requirements specified in Part Six, Chapter One, Article 17.3 of the Implementing Regulation of the Companies Law for Listed Joint Stock Companies issued by the Capital Market Authority of the Kingdom of Saudi Arabia ("CMA") as amended by the Resolution of the Board of the CMA Number 1-2-2026 dated 16/07/1447H corresponding to 05/01/2026G (the "Implementing Regulation", the "Criteria").

Management's responsibility

The Bank's management is responsible for:

- the preparation of the Schedule in accordance with the Criteria and ensuring its completeness and accuracy;
- the design, implementation and maintenance of internal control relevant to the preparation of the Schedule that is free from material misstatement, whether due to fraud or error; and
- the calculation of estimated working capital requirements and working capital sufficiency in accordance with the Criteria.

Professional ethics and quality management

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour, and the ethical and independence requirements applicable in the Kingdom of Saudi Arabia. We have fulfilled our other ethical responsibilities in accordance with these requirements and the Code.

The firm applies International Standard on Quality Management 1 (ISQM 1) as endorsed in the Kingdom of Saudi Arabia, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

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Our responsibility

Our responsibility is to express a limited assurance conclusion on the Schedule based on the procedures we have performed and the evidence we have obtained. We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information', as endorsed in the Kingdom of Saudi Arabia (ISAE 3000 (Revised)). This standard requires that we plan and perform this engagement to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Schedule is not prepared, in all material respects, in accordance with the applicable requirements of the Implementing Regulation relating to the proposed buy-back of shares.

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

Summary of work performed

We planned and performed the following procedures to obtain limited assurance in respect of the Schedule.

- Obtained an understanding of the process followed in the preparation of the Schedule .
- Reviewed minutes of the meeting of the Board of Directors of the Bank held on January 4, 2026, in which the resolution relevant to the proposed shares buy-back was approved.
- Obtained the Schedule as at 3 March 2026 which details the Bank's workings and calculations that support the requirements specified in the Implementing Regulation relating to the proposed shares buy-back.
- Compared the proposed number of shares for buy-back by the Bank as set out in the Schedule with the number of shares approved in the Board of Directors' resolution of the Bank dated 4 January 2026.
- Obtained the market price per share of the Bank prevailing on the date of the Schedule from Tadawul and agreeing it with the relevant calculations made in the Schedule to compute the estimated purchase cost of the proposed shares buy-back transaction.
- Obtained an understanding of the basis of preparation of the estimated working capital calculation prepared by management based on the maturity analysis of assets and liabilities.
- Agreed the arithmetical accuracy of the estimated working capital calculation with the maturity analysis of assets and liabilities prepared by the management of the Bank as at 31 December 2025.
- Agreed the total of assets, liabilities and contingent liabilities as at 31 December 2025, as disclosed in the Schedule to the Bank's audited consolidated financial statements for year ended 31 December 2025.
- Checked the arithmetical accuracy of the computation of the surplus assets at 31 December 2025 as reported in sub-schedule (b) of the Schedule (i.e. being total assets remaining after the deduction of total liabilities and contingent liabilities).
- Agreed the Bank's retained earnings as at 31 December 2025 as disclosed in the Schedule with the Bank's audited consolidated financial statements for year ended 31 December 2025.
- Checked the arithmetical accuracy of the computation of excess of retained earnings as at 31 December 2025 (i.e. being the excess of retained earnings after deduction of the treasury shares to be held by the Bank after the proposed shares buy-back) as reported in sub-schedule (c) of the Schedule.

Inherent limitations

Our procedures are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected.

Moreover, given the announcement requirements by the CMA, our report is issued well before the expected date of the proposed shares buy-back. As a result, the share price of the Bank on the actual date of execution of the proposed share buy-back transaction may be substantially different from the share price used in arriving at the estimated purchase cost of the proposed shares buy-back transaction in the Schedule as at the date prepared by the management and accompanying our report. Further, the working capital following the proposed share buy-back transaction may also differ significantly from the calculation performed by management and reflected in the Schedule.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised), as endorsed in the Kingdom of Saudi Arabia. Consequently, the nature, timing and extent of the procedures outlined above for gathering sufficient appropriate evidence were deliberately limited relative to a reasonable assurance engagement, and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.

Our procedures did not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, that are endorsed in the Kingdom of Saudi Arabia and accordingly we do not express an audit opinion or a review conclusion. Furthermore, our procedures did not include testing or assessing any forward-looking statements or other information including the estimated working capital.

This conclusion relates only to the Schedule as at 3 March 2026 and should not be seen as providing assurance as to any future dates or periods, as changes in circumstance may alter the validity of our conclusion.

Emphasis of matter

We draw attention to sub-schedule (a) of the Schedule which describes the basis of calculation of the estimated working capital presented in the Schedule and the fact that it is based on the unaudited maturity profile of assets and liabilities of the Bank as at 31 December 2025. Our conclusion is not modified in respect of this matter.

Limited assurance conclusion

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the accompanying Schedule as at 3 March 2026 is not prepared, in all material respects, in accordance with the applicable requirements of the Implementing Regulation relating to the proposed buy-back of shares.

Restriction of use

This report, including our conclusion, has been prepared solely upon the request of the Board of Directors of the Bank, to assist the Bank in fulfilling its reporting obligations to the CMA in accordance with the Implementing Regulation. The report should not be used for any other purpose or published or distributed except as permitted under the terms of our agreement. To the fullest extent permitted by law, we do not accept or assume responsibility to any third party.

PricewaterhouseCoopers



Mufaddal A. Ali
License Number 447



14 Ramadan 1447H
(3 March 2026)

PROPOSED BUY-BACK OF SHARES SCHEDULE

Schedule of the financial information pertaining to Alinma Bank's ("the Bank") compliance with the solvency requirement specified in Article 17.3 from Part 6 of Chapter 1 of the 'Implementing Regulations of the New Companies Law for Listed Joint Stock Companies issued by the Capital Market Authority (CMA)', issued pursuant to the Companies Law relating to Listed Joint Stock Companies by Capital Market Authority. All amounts are in SAR '000 unless otherwise stated.

Sub-Schedule (a): Working capital sufficiency

Working capital is computed based on the maturity profile of total assets and liabilities falling due within one year following the expected completion date of the share buyback, in accordance with the applicable regulatory timeframe¹.

Therefore, the computation has been prepared taking into consideration the maturity profile of assets and liabilities within the one- to three-year period and the amounts presented in the audited consolidated financial statements as at 31 December 2025 are not fully reflective of the working capital calculations. The said maturity profile is based on unaudited financial information as of 31 December 2025.

Working capital is determined by deducting total liabilities, including contingent liabilities (credit exposure), from total assets.

Working Capital	Estimated Purchase Cost of Treasury Shares for 2026 ²	Working Capital After Purchase of Treasury Shares
A	B	C = A - B
48,573,168	136,800	48,436,368

1 Maximum 18-months following the Extraordinary General Assembly approval in accordance with Article 17 Paragraph 4 of the "Implementing Regulations of the New Companies Law for Listed Joint Stock Companies issued by the Capital Market Authority (CMA)"

2 Buy-back of 5,000,000 shares at prevailing market price of SAR 27.36 per share on March 3, 2026.

Sub-Schedule (b): Summary of assets and liabilities including contingent liabilities
Based on the latest audited annual financial statements of the Bank as at December 31, 2025, the following table shows that the Bank has assets more than the value of total liabilities including contingent liabilities (credit exposure) prior to and immediately upon payment of the purchase price:

Assets	Liabilities	Contingent Liabilities (credit exposure)	Net Assets	Estimated Purchase Cost of Treasury Shares ¹	Surplus Assets
A	B	C	D = A-B-C	E	F = D-E
311,067,148	262,826,026	17,909,067	30,332,055	136,800	30,195,255

Sub-Schedule (c): Treasury shares

Based on the latest audited annual financial statements of the Bank as at December 31, 2025, the following table shows that the treasury shares balance would not exceed the retained earning balance of the Bank after purchasing treasury shares:

Retained Earnings	Amount of Treasury Shares Currently Held	Estimated Purchase Cost of Treasury Shares ¹	Excess of Retained Earnings
A	B	C	D = A-(B+C)
4,250,443	180,957	136,800	3,932,686

Adel Saleh Abalkhail

Chief Financial Officer

¹ Buy-back of 5,000,000 shares at prevailing market price of SAR 27.36 per share on March 3, 2026.

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Proposed Amendments Schedule to Alinma Bank Bylaw

Proposed Amendment to the Articles of Association of Alinma Bank – 2026

Article	Before Amendment	After Amendment	Amendment reason
7	<p>The Company’s capital shall be twenty-five billion Saudi Riyals (SAR 25,000,000,000) divided into two billion and five hundred million (2,500,000,000) nominal shares of equal value (SAR 10 per share). All shares are ordinary and cash shares and equal in terms of rights and obligations arising therefrom in all respects.</p>	<p>The Company’s capital shall be thirty billion Saudi Riyals (SAR 30,000,000,000) divided into three billion (3,000,000,000) nominal shares of equal value (SAR 10 per share). All shares are ordinary and cash shares and equal in terms of rights and obligations arising therefrom in all respects.</p>	<p>Based on Board Resolution No. 12/107/2026</p>



Amending the Nomination and Remuneration Committee Charter

Proposed Amendments to the Nominations and Remuneration Committee Charter

#	Article	Amendment	Final Text	Justification
1.	Article (3) Committee Role:	<p>3.5 Recommending to the Board the Nomination or appointment of the Bank's representatives and independent members in the Boards of Directors of subsidiaries and sister companies in which the Bank has investments in excess of SAR 25 million in line with the authorities in the Board approved Delegation of Authorities matrix.</p> <p>3.6 — Approving the nomination or appointment of the Bank's representatives and independent members in the Boards of Directors of subsidiaries and sister companies in which the Bank has investments less than SAR 25 million. The Committee may authorize, within the limits of its powers, the CEO to nominate or appoint the Bank's representatives and independent members in the Boards of Directors of subsidiaries and sister companies.</p>	<p>3.5 Nomination or appointment of the Bank's representatives and independent members in the Boards of Directors of subsidiaries and sister companies in line with the authorities in the Board approved Delegation of Authorities matrix.</p>	<p>This has been amended to ensure alignment with any updates that may occur to the Board-approved delegation of authorities' matrix.</p>

Proposed Amendments to the Nominations and Remuneration Committee Charter

#	Article	Amendment	Final Text	Justification
2.	Article (6) Committee's Duties and Responsibilities:	6.10 Developing a clear policy on the compensations and allowances of the Chairman and members of the Board, its committees, secretariat and executive management and recommend to the Board the submission of the same to the General Assembly for approval, provided that such policy follows performance-based criteria. These criteria should be reviewed, disclosed and implementation should be ensured at least semi-annually to ensure that its stated objectives are achieved.	6.10 Developing a clear policy on the compensations and allowances of the Chairman and members of the Board, its committees, secretariat and executive management and recommend to the Board the submission of the same to the General Assembly for approval, provided that such policy follows performance-based criteria. These criteria should be reviewed, disclosed and implementation should be ensured at least semi-annually to ensure that its stated objectives are achieved.	Amended to comply with point ten of paragraph 2.2, "Formation and Responsibilities of the Nominations and Remuneration Committee," under the section on Remuneration Governance in the Banks' Remuneration Rules issued by the Saudi Central Bank, which states: "The Nominations and Remuneration Committee must review the implementation of the Remuneration Policy at least semi-annually to ensure that its stated objectives are achieved."

Proposed Amendments to the Nominations and Remuneration Committee Charter

#	Article	Amendment	Final Text	Justification
3.	<p>Article (6) Committee's Duties and Responsibilities:</p>	<p>6.11 Recommending to the Board of Directors the approval of annual executive bonuses, and reviewing and monitoring the bonuses of the highest-paid employees, and clarifying the relationship between compensations granted and the existing Compensations Policy and indicate any substantial deviation from the policy.</p>	<p>6.11 Recommending to the Board of Directors the approval of annual executive bonuses, and reviewing and monitoring the bonuses of the highest-paid employees, and clarifying the relationship between compensations granted and the existing Compensations Policy and indicate any substantial deviation from the policy.</p>	<p>Amended to comply with point five of paragraph 2.1, Board of Directors' Responsibilities, under the Remuneration Governance section of the Saudi Central Bank's Banking Remuneration Rules, which states:</p> <p>"The Board of Directors must review and approve senior management's remuneration, if it is satisfied with it, based on the recommendations of the Nominations and Remuneration Committee."</p> <p>And point ten of paragraph 2.2, Formation and Responsibilities of the Nominations and Remuneration Committee, under the Remuneration Governance section of the Saudi Central Bank's Banking Remuneration Rules, which states:</p> <p>"The Nominations and Remuneration Committee must closely review and monitor the remuneration of the highest-paid employees to ensure compliance with the Remuneration Policy and prevent misuse."</p>

Proposed Amendments to the Nominations and Remuneration Committee Charter

#	Article	Amendment	Final Text	Justification
4.	Article (6) Committee's Duties and Responsibilities:	6.12 Ensuring that compensations are in line with locally prevailing customs and regulatory rules. It should also be ensured that compensations are linked with achieving the interests of depositors and shareholders as well as the Bank's long-term strategic objectives. The incentive system shall be periodically reviewed in coordination with the Board Risk Committee and Risk Management Division to avoid participation in high-risk operations to generate short-term profits and that it complies with the Bank's Board Approved risk policy.	6.12 Ensuring that compensations are in line with locally prevailing customs and regulatory rules. It should also be ensured that compensations are linked with achieving the interests of depositors and shareholders as well as the Bank's long-term strategic objectives. The incentive system shall be periodically reviewed in coordination with the Board Risk Committee and Risk Management Division to avoid participation in high-risk operations to generate short-term profits and that it complies with the Bank's Board Approved risk policy.	Amended to comply with point six of paragraph 2.2, "Formation and Responsibilities of the Nominations and Remuneration Committee," under the section on Remuneration Governance in the Banking Remuneration Rules issued by the Saudi Central Bank, which states: "The Nominations and Remuneration Committee must work closely with the bank's Risk Management Committee and/or the Risk Manager in evaluating the incentives created by the rewards system."

Proposed Amendments to the Nominations and Remuneration Committee Charter

#	Article	Amendment	Final Text	Justification
5.	<p>Article (6) Committee’s Duties and Responsibilities:</p>	<p>(New addition)</p> <p>6.13 Ensure that an annual review of compensation is conducted independently without interference of senior management (internally through internal audit or by commissioning an independent external party), and provide the Board with the results, so that compliance with relevant regulations and rules issued by the regulatory authorities and relevant bank policies is assessed.</p>	<p>6.13 Ensure that an annual review of compensation is conducted independently without interference of senior management (internally through internal audit or by commissioning an independent external party), and provide the Board with the results, so that compliance with relevant regulations and rules issued by the regulatory authorities and relevant bank policies is assessed.</p>	<p>Added to comply with point nine of paragraph 1.2, Board of Directors' Responsibilities, under the Remuneration Governance section of the Saudi Central Bank's Banking Remuneration Rules, which states:</p> <p>"The Board shall ensure that an annual review of remuneration (internally through internal audit or by commissioning an external, recognized firm) is conducted independently, without interference from senior management. The review shall assess compliance with these Rules and any relevant laws, regulations, principles, or standards, as well as the Bank's internal policies established in accordance with these Rules. The Board shall consider the results of this review when making decisions regarding remuneration and may disclose those results in summary in the Board's annual report."</p>

Proposed Amendments to the Nominations and Remuneration Committee Charter

#	Article	Amendment	Final Text	Justification
6.	Article (9) Committee Meetings	The meeting of the Committee shall not be valid unless attended by at least half of its members (at least 3 members) in person or by means of modern technology, provided that the Chairman of the Committee or his delegate is among attendees.	The meeting of the Committee shall not be valid unless attended by at least half of its members in person or by means of modern technology, provided that the Chairman of the Committee or his delegate is among attendees.	To ensure that the committee meetings are held regularly and are not disrupted.

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Nomination and Remuneration Committee Charter

BW PL-003

Version 8.0

(Date of Approval by the General Assembly)

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Article (1) Preamble:

The Nomination and Remuneration Committee is one of the main committees within Alinma Bank. This Charter outlines the Committee's framework based on the provisions of the Articles of Association of the bank, the bank's relevant charters and policies and the rules and regulations issued by supervisory and regulatory authorities.

Article (2) Purpose:

The purpose of this Charter is to develop the framework of the functions of the Nomination and Remuneration Committee to assist it in performing its tasks effectively and efficiently.

Article (3) Committee Role:

The Committee is responsible for nomination and compensation issues and shall exercise the following authorities delegated to it by the Board in line with applicable rules and regulations:

- 3.1 Developing policies for the nomination and compensations of the members of the Board, its committees and senior executives in accordance with relevant instructions of the Saudi Central Bank and the Capital Market Authority.
- 3.2 Overseeing and following up the implementation of rewards and incentives of the Bank's staff in such a manner that guarantees protection of the interests of shareholders, investors and other stakeholders. Additionally, such rewards and incentives should be in line with instructions of regulatory and supervisory authorities.
- 3.3 Supervising succession plans of the senior leadership management of the Bank.
- 3.4 Managing the evaluation process of members of the Board, its committees and senior executives.
- 3.5 ~~Recommending to the Board the n~~ Nomination or appointment of the Bank's representatives and independent members in the Boards of Directors of subsidiaries and sister companies ~~in~~ which the Bank has investments in excess of SAR 25 million in line with the authorities in the Board approved Delegation of Authorities matrix.

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~~3.6 Approving the nomination or appointment of the Bank's representatives and independent members in the Boards of Directors of subsidiaries and sister companies in which the Bank has investments less than SAR 25 million. The Committee may authorize, within the limits of its powers, the CEO to nominate or appoint the Bank's representatives and independent members in the Boards of Directors of subsidiaries and sister companies.~~

Article (4) Membership:

- 4.1 The Chairman and members of the Committee shall be appointed based on the approval of the Board and SAMA. The regulatory authorities shall be informed of the names and membership capacities of the members according to regulatory requirements.
- 4.2 The Committee consists of three to five members and two of them, at least, should be independent members.
- 4.3 The Committee's Chairman should be an independent member and it may not be chaired by the Chairman of the Board. The Chairman of the Committee may authorize any member to replace him in the event of absence.
- 4.4 The membership term shall be three (3) years, or up to the end of the Board's term provided that the Committee continues to perform its duties after the expiry of its term until the new Board takes office.
- 4.5 Members of the Committee may resign by sending a written notice to the Chairman of the Committee. This resignation shall be deemed effective as of the date of sending this notice, unless the notice specifies a later date for the resignation.
- 4.6 If a seat of a member of the Committee becomes vacant for any reason, the Board shall appoint a replacement to complete the remaining period, taking into account the conditions to be met in the member of the Committee. The new member shall complete the term of his predecessor after obtaining official approvals from relevant supervisory authorities.
- 4.7 Based on a recommendation from the Committee, the Board may terminate the membership of any member who has been absent from committee meetings for more than three (3) consecutive meetings or five (5) separate meetings during the year without a valid excuse accepted by the Committee.

Article (5) Authority Scope:

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The authorities of the Committee shall be defined in accordance with this Charter, the Authority Matrix approved by the Board, applicable regulations issued by supervisory authorities and the resolutions of the Board.

Article (6) Committee's Duties and Responsibilities:

Within the scope of its authorities, the Committee shall perform, among other things, the following duties and responsibilities in accordance with its authorities stipulated in the Authority Matrix approved by the Board and applicable rules and regulations:

- 6.1 Proposing clear policies and standards for membership of the Board, its committees and the appointment of senior executives reporting to the CEO.
- 6.2 Recommending the nomination or re-nomination of the Board's members, committees and the CEO and approving the appointment of senior executives reporting to the CEO in accordance with approved policies and standards, taking into account that nomination shall not include any person convicted of a crime involving a moral turpitude or dishonesty;
- 6.3 Preparing a description of the capabilities and qualifications required for membership of the Board, its committees and senior executives reporting to the CEO as well as developing procedures to be followed if the position of a member of the Board, its committees, or a Senior Executive becomes vacant.
- 6.4 Reviewing, on an annual basis or upon need, appropriate skills required for membership of the Board, its committees and the posts of senior executives.
- 6.5 Reviewing the structure of the Board and the Executive Management and providing recommendations regarding changes that may be made thereto.
- 6.6 Defining strengths and weaknesses in the Board, its committees and senior executives and recommending remedy actions that serve the interests of the Bank.
- 6.7 Annually ensuring the independence of Independent Directors and the absence of any conflict of interest if a Director holds a similar position in another company.
- 6.8 Coordinating with the HC Sector to develop the Succession Policy in the Bank and ensuring compliance with the same by the Executive Management.

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- 6.9 Recommending external specialized companies to the Board every three (3) years to assess the Board and the contribution of its committees and its effectiveness in meeting its functions. The assessment results shall be submitted to the Board.
- 6.10 Developing a clear policy on the compensations and allowances of the Chairman and members of the Board, its committees, secretariat and executive management and recommend to the Board the submission of the same to the General Assembly for approval, provided that such policy follows performance-based criteria. These criteria should be reviewed, disclosed and implementation should be ensured at least semi-annually to ensure that its stated objectives are achieved.
- 6.11 Recommending to the Board of Directors the approval of annual executive bonuses, and reviewing and monitoring the bonuses of the highest-paid employees, and clarifying the relationship between compensations granted and the existing Compensations Policy and indicate any substantial deviation from the policy.
- 6.12 Ensuring that compensations are in line with locally prevailing customs and regulatory rules. It should also be ensured that compensations are linked with achieving the interests of depositors and shareholders as well as the Bank's long-term strategic objectives. The incentive system shall be periodically reviewed in coordination with the Board Risk Committee and Risk Management Division to avoid participation in high-risk operations to generate short-term profits and that it complies with the Bank's Board Approved risk policy.
- 6.13 Ensure that an annual review of compensation is conducted independently without interference of senior management (internally through internal audit or by commissioning an independent external party), and provide the Board with the results, so that compliance with relevant regulations and rules issued by the regulatory authorities and relevant bank policies is assessed.
- 6.14 Providing the Board at the beginning of each year with a timetable setting out the Committee's reports to be presented to the Board during the year.
- 6.15 If a member of the Committee has any conflict of interest in a topic listed on the meeting's agenda, he should disclose such conflict before starting discussion of the topic, provided that this is recorded in the meeting minutes. In this case, the concerned member

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may not participate in the discussion of the relevant topic or vote on it, while abiding by the policies, standards and procedures related to conflict of interest.

- 6.16 The Chairman and members of the Committee shall comply with the principles of truthfulness, honesty, loyalty, and care of the interests of the Bank and its shareholders, and prioritizing their interests over the Chairman/member personal interests.
- 6.17 While conducting their duties and responsibilities, the Committee's members and the Secretary, even after the expiry of their membership, should maintain the confidentiality of their activities and the documents they have access to. They should exercise their duties in a manner that guarantees the interest of the Bank. They should also maintain the confidentiality of commercial information they had access to while performing their duties and should not disclose them to shareholders or to any natural or legal person. In the event of disclosing any of the foregoing information, the disclosing member shall be dismissed and deemed liable for any subsequent financial damages arising out as a result of such disclosures.

Article (7) Duties and Responsibilities of the Chairman

Without prejudice to the authorities of the Nomination and Compensation Committee, the Chairman of the Committee shall lead it, effectively supervise its workflow and the exercise of its duties in a way that guarantees work progress in accordance with the best applicable practices. The duties and responsibilities of the Chairman include:

- 7.1 Ensuring that the Committee's members have timely access to complete, clear and valid information.
- 7.2 Verifying discussion by the Committee of all key issues in an effective and timely manner.
- 7.3 Enabling the Committee's members to express their opinions freely and urging the Committee's members to discuss issues and seek, upon need, the feedback of specialists in the Executive Management of the Bank and other parties.
- 7.4 Supervising the Committee's meeting plans and preparation, including proposing the agenda and reviewing the draft versions of the minutes of meetings.

Article (8) Secretary's duties:

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The Committee shall appoint a Secretary from among its members or from outside. The Secretary may not participate in decision-making if he is not a Committee member. The Secretary may not be dismissed unless pursuant to a resolution issued by the Committee. The Secretary's duties include the following:

- 8.1 Documenting the Committee meetings and preparing relevant minutes, which include meeting discussions and deliberations, place, date, start and end times of such meetings, recording the Committee's discussions and voting results, signing such minutes by all attending members.
- 8.2 Archiving reports submitted to the Committee and the ones prepared by it.
- 8.3 Following up the process of reporting the Committee's resolutions and instructions to related parties within the Bank and their implementation.
- 8.4 Providing the Committee's members with the meeting agenda and related worksheets, documents and information and any additional information related to the topics included in the agenda items and requested by any Committee member.
- 8.5 Notifying the Committee's members of the dates of meetings before five (5) business day of the scheduled date of the meeting.
- 8.6 Presenting draft minutes to the Committee's members for their feedback before signing the same.
- 8.7 Coordination between the Committee and the Executive Management of the Bank.
- 8.8 Coordinating the dates of the Committee's meetings at the beginning of the year with the Board's Secretariat prior to their approval by the Committee, and ensuring that such dates correspond with the dates of presentation of topics that require the Board's approval.
- 8.9 Notifying the Board's Secretariat of the agenda of the Committee's meetings and provide it with the records, resolutions and final versions of the same after approval.
- 8.10 Ensuring the integrity of the Committee's resolutions and their compliance with the approved Authority Matrix. Coordinating in advance with the Board's Secretariat with respect to the Committee's resolutions to be approved by the Board.
- 8.11 Providing assistance and advice to the Committee's members upon request or need.
- 8.12 Archiving and retaining minutes of meetings for at least ten (10) years, while enabling members to access the meeting minutes, information, documents and materials.

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Article (9) Committee Meetings:

- 9.1 The Committee holds regular meetings in order to exercise its tasks effectively. The Committee shall meet at least twice a year and it may hold urgent meetings as requested by the Chairman to adopt immediate resolution.
- 9.2 At the beginning of the year, the Committee shall approve its meeting agenda for the year.
- 9.3 A Committee member may authorize another member to vote or attend the meeting of the Committee on behalf of him, provided that a member may not represent more than one (1) member.
- 9.4 The meeting invitation should be sent to each member within no less than five (5) days prior to the date of the meeting accompanied by agenda and necessary documents and information. In the event of convening an emergency meeting, the invitation, agenda and necessary documents and information may be sent within a period of less than five (5) days.
- 9.5 The Committee shall approve its agenda upon the convening of the relevant meeting. If any member raises an objection thereto, such objection should be recorded in the minutes of meeting. Every member may suggest the addition of any item to the agenda.
- 9.6 The meeting of the Committee shall not be valid unless attended by at least half of its members ~~(at least 3 members)~~ in person or by means of modern technology, provided that the Chairman of the Committee or his delegate is among attendees.
- 9.7 As deemed appropriate by the Chairman, specialists from the Bank or outside the Bank may be invited to attend the Committee's meeting without the right to vote on its resolutions.
- 9.8 The Committee shall have the right to access all necessary information, resources, documents and records to enable it to conduct its tasks, authorities and responsibilities in the best way.

Article (10) Resolutions and Minutes of Meetings:

- 10.1 The Committee's resolutions shall be issued by the approval of the majority votes of attendees. In the event of equal votes, the Chairman shall have a casting vote.

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- 10.2 The Committee may take a resolution by circulation and sends the resolution in writing, along with relevant documents, to the members of the Committee for approval. The approval of any of the Committee's circulated resolution by the majority of its members shall be made within five (5) business days. Such resolution should be presented in the next meeting and included in the minutes of meeting for approval. Circulated resolutions shall be deemed effective if approved by the majority of the Committee's members. Any member may request, upon need, a meeting to discuss the subject in question.
- 10.3 Any Committee member may raise an objection to any resolution taken by the Committee, provided that the objection and relevant justifications are documented in the minutes of meeting.
- 10.4 The minutes and resolutions of the Committee's meetings shall be carefully prepared by the Secretary in coordination with the Chairman, making sure that the data and information contained therein are correct and complete. The Committee resolutions shall be included in the minutes of meeting. The draft minutes shall be sent to members for review. The minutes become final and the resolutions shall come into full force and effect if no amendments or notes are received from the members within five (5) business days. The final minutes shall be circulated in the next meeting for sign-off.

Article (11) Compensations:

The Chairman, members and Secretary of the Committee shall be paid compensations and allowances as stipulated in the Compensation Policy for the members of the Board, its Committees and Senior Executives as approved by the General Assembly of the bank and in line with the regulations and instructions of the supervisory authorities. Details of such payments should be included in the Directors' Report.

Article (12) The Board Control Mechanism over the Committee:

- 12.1 The Committee shall periodically provide the Board with a summary of the items presented at its meeting and resolutions adopted and shall make the minutes of meetings available to all members.

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- 12.2 The Chairman shall notify the Board of any material issue at or before the next meeting of the Board, or upon request.
- 12.3 Following coordination between the Secretary and the Corporate Governance Management, the Chairman shall submit the following reports to the Board annually:
- 12.3.1 A report detailing the compensation paid to members of the Board and its committees with details required under the regulations of SAMA and CMA.
- 12.3.2 A report on the results of the annual evaluation of the Board and its committees, along with necessary recommendations, if any.
- 12.3.3 A report on information covering recruitment, resignation, termination and compensation of the executive management.

Article (13) Implementation:

This Charter shall be deemed effective as of the date of its approval by the General Assembly.

Article (14) Review and Update:

This Charter shall be reviewed and updated by the Board's Secretariat and reviewed by the Committee. The Board may recommend the approval of this Charter by the General Assembly every three (3) years, or whenever required.

Article (15) Definitions and Abbreviations:

The following table explains the terms used herein:

Abbreviation	Description
The Bank	Alinma Bank
Charter	The Charter of the Nomination and Compensation Committee
Committee	Nomination and Remuneration Committee

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Abbreviation	Description
Board	Board of Directors of Alinma Bank

Article (16) Approval Matrix and Amendments Record:

Approval Matrix

Function	Group	Date
Owner	Board Secretariat	Updated by the Board Secretariat in February 2026
Recommendation	Nomination and Compensation Committee	Reviewed and recommended by the Nomination and Remuneration Committee under resolution no. 001/070, dated 21/02/2026.
	Board of Directors	Recommended by the Board under resolution No. 15/98/2025, dated 00/00/00.
Approvers	General Assembly	Approved by the General Assembly under resolution No. 00/00/00, dated 00/00/00.

Document Amendments Record

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Change No.	Date	Brief Explanation
Version 1.0	June 23, 2009	Approved by the Board under resolution No. 03/06/2009, dated June 14, 2009.
Version 2.0	December 02, 2015	Reviewed, amended and recommended by the Nomination and Remuneration Committee under memorandum No. LK/001-016, dated 06/01/2016. Approved by the Board under resolution No. 04/42/2016, dated 28/03/2016.
Version 3.0	December 18, 2017	Reviewed, amended and recommended by the Nomination and Remuneration Committee under memorandum No. LK/001-019, dated 18/12/2017. Approved by the Board under resolution No. 04/50/2017, dated 26/12/2017. Approved by the General Assembly under resolution No. 08/2018, dated 15/04/2018.
Version 4.0	January 15, 2019	Reviewed, amended and recommended by the Nomination and Remuneration Committee under memorandum No. LK/07/22, dated 15/01/2019. Approved by the Board under resolution No. 09/56/2019, dated 28/01/2019.
Version 5.0	January 15, 2020	Reviewed, amended and recommended by the Nomination and Remuneration Committee under memorandum No. LK/10/26/2020, dated 17/09/2020.

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Change No.	Date	Brief Explanation
		<p>Approved by the Board under resolution No. 10/68/2020, dated 29/11/2020.</p> <p>Approved by the General Assembly under resolution No. 10/2021, dated 07/04/2021.</p>
Version 6.0	April 13, 2022	<p>Amended by the Corporate Governance Management, reviewed and recommended by the Nomination and Remuneration Committee under memorandum No. LK/07/40/2021, dated 09/12/2021.</p> <p>Recommended by the Board under resolution No. 06/75/2021, dated 23/12/2021.</p> <p>Approved by the General Assembly under resolution No. 11/2022 dated 13/04/2022.</p>
Version 7.0	April 24, 2025	<p>Updated by the Board Secretariat, reviewed and recommended by the Nomination and Remuneration Committee under memorandum No. LK/62/2025, dated 12/01/2025.</p> <p>Recommended by the Board under resolution No. 15/98/2025, dated 29/01/2025.</p> <p>Approved by the General Assembly under resolution No. 09/2025 dated 24/04/2025.</p>



Notice from the Chairman of the Extraordinary General Assembly No. (1) to the Shareholders of Alinma Bank, in accordance with Article (71) of the Companies Law.



KPMG Professional Services Company

Roshn Front, Airport Road
P.O. Box 92876
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Kingdom of Saudi Arabia
Commercial Registration No. 1010425494

Headquarters in Riyadh

شركة كي بي إم جي للاستشارات المهنية مساهمة مهنية

واجهة روشن، طريق المطار
صندوق بريد 92876
الرياض 11663
المملكة العربية السعودية
سجل تجاري رقم 1010425494

المركز الرئيسي في الرياض

Independent Limited Assurance Report

To the Shareholders of Alinma Bank

We were engaged by the management of **Alinma Bank** (the "Bank") to carry out a limited assurance engagement in order to state, based on our work performed and evidence obtained, whether anything has come to our attention that causes us to believe that the subject matter detailed below ("Subject Matter") has not been properly prepared, in all material respects, in accordance with the applicable criteria ("Applicable Criteria") set out below.

Subject Matter

The Subject Matter for our limited assurance engagement is related to the Board of Directors' declaration of Transactions with Related Parties enclosed in the attached Appendix 1 (the "Declaration") prepared by the management in accordance with the requirements of Article (71) of the Saudi Arabian Companies Law, which sets out the transactions carried out by the Bank during the year ended 31 December 2025 in which any of the members of Board of Directors ("BOD") of the Bank had direct or indirect personal interest.

As mentioned in the Declaration, credit facilities and/or letters of guarantee issued by the Bank to members of the BOD and/or to companies and institutions related to members of the BOD in the normal course of its activities are not included, as they are subject to the other controls and disclosures as set out therein.

Applicable Criteria

We have used the following as the Applicable Criteria:

1. Article (71) of the Saudi Arabian Companies Law issued by Ministry of Commerce ("MOC") (1443H – 2023).

Management and BOD Responsibility

The management and the BOD of the Bank are responsible for preparing the Subject Matter information (attached as Appendix 1) that is free from material misstatement in accordance with the Applicable Criteria, and for the information contained therein.

This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and presentation of the Subject Matter such that the information is free from material misstatement, whether due to fraud or error. It also includes selecting the Applicable Criteria and ensuring that the Bank complies with the Saudi Arabian Companies Law as referred to above; designing, implementing and effectively operating controls to achieve the stated control objectives; selecting and applying policies; making judgments and estimates that are reasonable in the circumstances; and maintaining adequate records in relation to the Subject Matter information.

The management of the Bank is also responsible for preventing and detecting fraud and for identifying and ensuring that the Bank complies with laws and regulations applicable to its activities. The management of the Bank is responsible for ensuring that staff involved with the preparation of the Subject Matter information are properly trained, systems are properly updated and that any changes in reporting encompass all significant business units.



Independent Limited Assurance Report

To the Shareholders of Alinma Bank (continued)

Our Responsibility

Our responsibility is to examine the Subject Matter information presented, prepared by the Bank, and to report thereon in the form of an independent limited assurance conclusion based on the evidence obtained. We conducted our engagement in accordance with the International Standard on Assurance Engagements ("ISAE") 3000, "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" as endorsed in the Kingdom of Saudi Arabia and the terms and conditions for this engagement as agreed with the Bank's management. That standard requires that we plan and perform our procedures to obtain a meaningful level of assurance about whether the Subject Matter information has been properly prepared, in all material respects, in accordance with the Applicable Criteria as the basis for our limited assurance conclusion.

The procedures selected depend on our understanding of the Subject Matter and other engagement circumstances, and our consideration of areas where material misstatements are likely to arise.

In obtaining an understanding of the Subject Matter and other engagement circumstances, we have considered the process used to prepare the Subject Matter information in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing a conclusion as to the effectiveness of the Bank's processes or internal control over the preparation and presentation of the Subject Matter information.

Our engagement also included: assessing the appropriateness of the Subject Matter, the suitability of the criteria used by the Bank in preparing the Subject Matter information in circumstances of the engagement, evaluating the appropriateness of the procedures used in the preparation of the Subject Matter information and the reasonableness of estimates made by the Bank.

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

As part of this limited assurance engagement, we have not performed any procedures by way of audit, review or verification of the Subject Matter, nor of the underlying records or other sources from which the Subject Matter was extracted.

Independence and Quality Controls

We are independent of the Bank in accordance with the professional code of conduct and ethics that are endorsed in the Kingdom of Saudi Arabia that are relevant to our limited assurance engagement, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management, including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Independent Limited Assurance Report

To the Shareholders of Alinma Bank (continued)

Procedures Performed

Our procedures included, but were not limited to:

- Obtaining the Declaration that includes the transactions and/or contracts performed in which any of the BOD members of the Bank had either a direct or indirect interest during the year ended 31 December 2025;
- Reviewing the minutes of meetings of the BOD that indicate notifications to the BOD by certain director(s) of actual or potential conflicts of direct or indirect interest in relation to transactions and/or contracts involving the BOD member;
- Checking that the minutes of meetings record that the relevant director(s) who notified the BOD of actual or potential conflicts of direct or indirect interest did not vote on the resolution to recommend the related transaction(s) and/or contract(s);
- On a sample basis, obtaining the required approvals along with supporting documents in respect of the transactions and/or contracts included in the Declaration; and
- Checking that the transaction amounts included in the Declaration agree, where applicable, to the transaction amounts disclosed in note 36 to the audited consolidated financial statements of the Bank for the year ended 31 December 2025.

Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined in this report.

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

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter information has not been prepared, in all material respects, in accordance with the Applicable Criteria.

Restriction of Use of our Report

Our report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the Bank and MOC for any purpose or in any context. Any party other than the Bank and MOC who obtains access to our report or a copy thereof and chooses to rely on our report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than the Bank and MOC for our work, for this independent limited assurance report, or for the conclusions we have reached.

KPMG Professional Services Company


Khalil Ibrahim Al Sedais
Certified Public Accountant
License No. 371



Riyadh, 4 March 2026
Corresponding to: 15 Ramadan 1447H

16/09/1447AH
05/03/2026
CBD 001-2026

Notice of the Board of Directors to the Extraordinary General Assembly to the Alinma Bank Shareholders

Dear Alinma Bank Shareholders,

With reference to the provisions and regulations rules issued by the supervisory authorities, including the Capital Market Authority, concerning the disclosure of transactions and contracts in which a board member has a direct or indirect interest that is on behalf of the Bank, we would like to inform you of the transactions and contracts that have been conducted between the Bank and Saudi Azm for Communication and Information Technology Co. as Alinma Bank His Excellency Mr. Ahmed bin Abdulaziz Alhakbani, holds an indirect interest in this matter, serving as Vice Chairman of the Board of Directors Saudi Azm for Communication and Information Technology Company.

The agreement is a master services agreement for subscribing to a Supply-Chain and Point-of-Sale financing platform without any preferential terms or benefits. The duration of the agreement is an open-ended contract. And the total value of the transactions from the date of commencement of H.E. Mr. Ahmed Alhakbani's Board membership on May 21, 2025 until the end of 2025 amounts to 206,785.48 Saudi Riyals. The Bank is seeking the approval General Assembly for the transactions and contracts between Alinma Bank and Saudi Azm for Communication and Information Technology Co.

The Bank may provide credit facilities and/or issue letters of guarantee to members of the Board of directors and/or to companies and institutions related to members of the Board in the normal course of its activities, and these facilities are subject to the controls stipulated in the Banking Control Law and instructions issued by the Saudi Central Bank (SAMA). Where applicable, these facilities have been disclosed in note 36 of the Bank's financial statements for the year ended 31 December 2025.

On Behalf of Alinma Bank Board of Directors,



Dr. Abdulmalik Al-Hogail
Chairman of the Board



الإدارة العامة Head office
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Alinma Bank | A Saudi Joint Stock Company | Regulated by the



A Statement and Description
of The Company in Which
the Members of The Board
of Directors Exercises a
Competing Business

#	Board Member Name	Company Name	Legal Form	The Main Activity	Membership type	Nature of the membership
1	Mr. Anees Ahmed Moumina	Dar Al Tamleek	Buying, selling and owning real estate and lands and investing them. Managing financing programs for others	Closed Joint Stock	Nonexecutive	In his personal capacity
2	H.E Mr. Ahmed Abdulaziz AlHagbani	SIFI Company	Technology in financial services	Closed Joint Stock	Vice Chairman of the Board and Chief Executive Officer	In his personal capacity