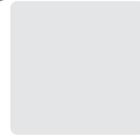
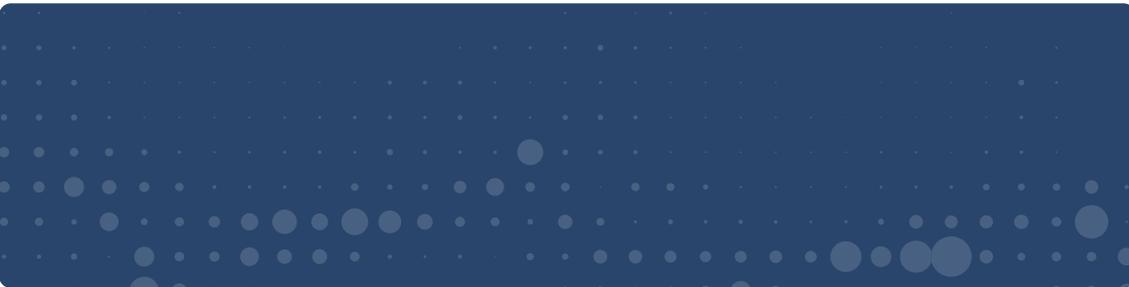
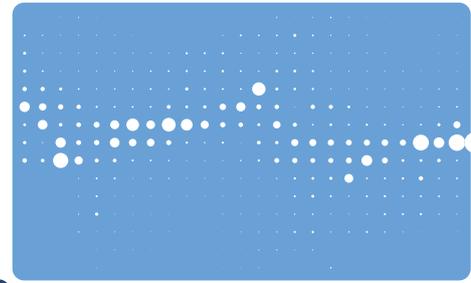


Bank Aljazira  
63<sup>rd</sup> Ordinary General  
Assembly



## Bank AlJazira announces to invite its shareholders to attend the Sixty Third Ordinary General Assembly Meeting (First Meeting) through means of modern technology

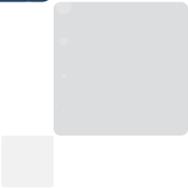
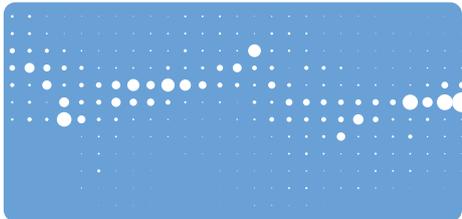
Bank AlJazira Board of Directors is pleased to invite its shareholders to participate and vote in the Sixty Third Ordinary General Assembly Meeting (First Meeting) scheduled to be held on Monday November 15th 2021 at 6:30 PM.

### Meeting Items:

1. Voting to elect member of the board for the next term which will start on January 01, 2022 for a period of three years until December 31, 2024 (CVs of the candidates are attached).
2. Voting on the formation of the Audit Committee and defining its responsibilities, working controls and the remuneration of its members for the next term, which will start on January 01, 2022 for a period of three years until December 31, 2024. The candidates are:
  - Dr. AbuBaker BaGabir
  - Mr. Saad Ibrahim Almushawah
  - Mr. Fawzi Ibrahim Alhobayb
3. Voting on the amendment of Audit Committee Charter.
4. Voting on the amendment of Nomination & Compensation Committee Charter.
5. Voting on the amendment of Board of Directors and Committees Membership Criteria Policy.
6. Voting to authorize the Board of Directors to distribute interim dividends to the shareholders on semi-annual or quarterly basis, against the fiscal year 2022.
7. Voting to delegate the Board of Directors with the authority of the General Assembly with the license mentioned in Section (1) of Article (71) of the Companies Law, for a one year period effective upon the AGM approval date or up to ending of the authorized Board term, whichever is earlier, in accordance with the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies.

# Attachment to agenda item No. 1

CVs of candidates nominated to the board membership for the next term commencing on 1 January 2022 and ending on 31 Dec 2024



## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Tariq Othman Abdullah Alkasabi		
Nationality	Saudi	Date of Birth	08 / 04 / 1951

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor's Degree	Civil Engineering	02/02/1976	King Saud University

### c) Experiences of the Nominated Member

Period		Experience
JAN 1981	AUG 1989	Vice President - Kara Contracting Est
JUL 1989	JUL 1990	General Manager - Makkah Construction and Development Company
JUL 1990	MAR 2007	Vice President - Dallah Al Baraka Holding Company
JAN 2007	OCT 2021	Chairman of the Board of Directors - Dallah Healthcare Company
JAN 2016	OCT 2021	Chairman of the Board of Directors - Bank Aljazira
JAN 1998	DEC 2021	Member of the Board of Directors - Bank Aljazira
NOV 2003	NOV 2021	Chairman of the Board - Ataa Educational Company
DEC 2007	OCT 2019	Vice Chairman of the Board of Directors - Aseer Trading, Tourism and Manufacturing Company
FEB 2008	JAN 2013	Chairman of the Board - Al-Jazira Capital Company
OCT 2015	JAN 2016	Chairman of the Board - Al-Jazira Capital Company

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Dallah Healthcare Company	Healthcare	Non-executive	Personal capacity	1. Investment and Finance Committee. 2. Nomination and Remuneration Committee.	Joint Stock Company
Ataa Educational Company	Educational	Non-executive	representative of legal person	Nomination and Remuneration Committee.	Joint Stock Company
RZM Investment	Investment	Non-executive	--	1. Nomination and Remuneration Committee. 2. Investment Committee.	Closed joint stock company
General Organization for Social Insurance (GOSI)	Government Institution	Non-executive	--	1. Nomination and Remuneration Committee. 2. Executive Committee.	Government Institution
Care Shield Holding Company	Healthcare	Non-executive	Personal capacity	1. Executive Committee. 2. Investment Committee.	Closed joint stock company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Abdulmajeed Ibrahim Alsultan		
Nationality	Saudi	Date of Birth	13 / 09 / 1966

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor's Degree	Petroleum Engineering	01/01/1989	King Saud University
Associate's Degree	English	01/01/1990	ELS

### c) Experiences of the Nominated Member

Period		Experience
JAN 1990	JAN 1993	Corporate account management – National Commercial Bank
JAN 1993	JAN 2000	General Manager – almarafik Company
JAN 1994	AUG 2021	Chief Executive Officer - Consolidated Brothers Company

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Consolidated Brothers Company	Investment	Executive	Personal capacity	-	Closed Joint Stock Company
Olaat Development Limited Group	Property Management	Non-executive	Personal capacity	-	Limited Liability Company
Aljazira Takaful	Insurance	Non-executive	Personal capacity	-	Joint Stock Company
Durrah Sugar Refinery	Sugar refinery	Non-executive	Personal capacity	1. Investment Committee. 2. Executive Committee.	Limited Liability Company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Adil Saud Abdulhameed Dahlawi		
Nationality	Saudi	Date of Birth	06/12/1969

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor's Degree	Applied Medical Sciences	31/07/1993	King Saud University

### c) Experiences of the Nominated Member

Period		Experience
Nov 1994	Jun 2002	Corporate Banking Relationship Officer - Banque Saudi Fransi
Jul 2002	Jul 2006	Corporate Banking Team Leader – SAMBA Financial Group
Dec 2006 -	Feb 2011	Assistant Chief Executive Officer for Investment- Dallah Al Baraka Holding Company
Mar 2011	Apr 2017	CEO - Itqan Capital
Sep 2018	Sep 2020	Assistant Chief Executive Officer for Investment - Dallah Al Baraka Holding Company
Oct 2020	Aug 2021	CEO - Dallah Al Baraka Holding Company

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Dallah Healthcare Company	Healthcare	Non-executive	representative of legal person	-	Joint Stock Company
Taajeer Group	Financial	Non-executive	representative of legal person	1. Executive Committee. 2. Nomination and Remuneration Committee.	Closed Joint Stock Company
Bank Aljazira	Bank	Independent	Personal Capacity	1. Executive Committee. 2. Audit Committee.	Joint Stock Company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Mohammed Saad Bindawood		
Nationality	Saudi	Date of Birth	01 / 07 / 1393

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor's Degree	Accounting	1996	King Saud University

### c) Experiences of the Nominated Member

Period		Experience
Aug 2014	Jul 2018	CEO and Member of the Board of Directors – Rajhi-Invest
Jul 2013	Aug 2014	Corporate Banking Group General Manager – SABB
Feb 2004	Jul 2013	Corporate Banking Group Deputy General Manager – SABB

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Real Estate Development Fund	Mortgage	Independent	Personal capacity	Investment Committee	Government Entity
MEDGULF	Insurance	Independent	Personal capacity	Investment Committee	Joint Stock Company
Saudi Ground Services	Airport Services	Independent	Personal capacity	Risk Committee	Joint Stock Company
Dar Al Tamleek Company	Mortgage	Independent	Representative of legal person	Risk Committee	Closed Joint Stock Company
Alpha Capital	Investment	Independent	Personal capacity	-	Closed Joint Stock Company
Rajhi-Invest	Investment	Independent	Personal capacity	Audit Committee	Closed Joint Stock Company
Manafea Investment	Investment	Independent	Personal capacity	-	Limited Liability Company
Aqalat Limited Company	Real Estate Development	Independent	Personal capacity	-	Limited Liability Company
Abdullatif Alissa Holding Group Company	Investment	Independent	Personal capacity	Investment Committee	Closed Joint Stock Company
Abdullah Al Othaim Invest. & Real Estate Development Company	Investment	Independent	Personal capacity	Executive Committee	Closed Joint Stock Company
Thiqah Company	Services	Independent	Personal capacity	Governance Committee	Limited Liability Company
Saudi Real Estate Company	Real Estate Development	Independent	Personal capacity	Executive Committee	Joint Stock Company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Ahmed Tariq Murad		
Nationality	Saudi	Date of Birth	21 / 10 / 1961

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Professional Accreditation	Civil Engineering	05-10-2020	Saudi Council of Engineers
Master's Degree	Management and Finance	18-12-1988	San Francisco University
Bachelors of Science	Civil Engineering	09-02-1984	Worcester Polytechnic Institute

### c) Experiences of the Nominated Member

Period		Experience
2019	Present	Salama Cooperative Insurance Company - Chairman of the Board of Directors
2019	Present	Anaam International Holding Group - Audit Committee Member
2010	Present	Saudi United Fertilizer Company – Executive Board Member
2008	2010	Nesma Holding – Financial Investment Department
2006	2008	Alkhabeer Capital - Asset Management and Product Development Management
2000	2006	Shamil Bank of Bahrain – Corporate Banking Group
1989	2000	Murad Consult - Engineering consultancy

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Salama Cooperative Insurance Company	Insurance	Independent	Personal capacity	1. Executive Committee. 2. Investment Committee.	Joint Stock Company
Anaam International Holding Group	Food & Staples Retailing	Independent	Personal capacity	Audit Committee	Joint Stock Company
Saudi United Fertilizer Company	Agriculture	Executive	Personal capacity	-	Limited Company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Omar Naser Omar Mukharesh		
Nationality	Saudi	Date of Birth	01 / 07 / 1374H

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor Degree (BSBA)	School of Management (SMG)	1981	Boston University U.S.A
General Certificate in Financial Instruments	CME1	2009	The Institute of Banking K.S.A
Certificate In Compliance AML and Anti Terrorism Funding	CME2	2009	The Institute of Banking K.S.A

### c) Experiences of the Nominated Member

Period		Experience
2020	CURRENT	Insurance ( Salama Cooperative Insurance Company )
2017	2020	Insurance ( United Cooperative Insurance Company )
2011	CURRENT	Finance And Admin Consulting ( Mukharesh Consultancy )
2008	2010	Investments ( Rasmala Saudi Company )
1997	2008	Financial Sector – Corporate Banking Group ( Saudi Hollandi Bank )
1996	1997	Financial Sector – Corporate Banking Group ( United Saudi Commercial Bank )
1993	1997	International Lending – Trade Finance ( Islamic Development Bank – IDB )
1990	1993	Packaging And Specialty Chemicals ( Banawi Industrial Group + Henkel Group )
1986	1988	Financial Sector – R & D ( Saudi Fransi Bank )
1985	1986	Pharmaceuticals Manufacturing / Otc Products and Distribution ( Saudi Import Co- Banaja )
1983	1985	Financial Sector – Operations and Financial Institutions ( Saudi American Bank – Citibank )
1981	1983	Financial Sector - SME ( Saudi Fransi Bank – Indosuez Bank )

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Salama Cooperative Insurance	Insurance	Independent	Personal Capacity	-Vice Chairman -Nomination + Remuneration Committee -Risk Committee	Public Listed Co.

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Mazen Ibrahim Mohammed Abdulsalam		
Nationality	Saudi	Date of Birth	10 / 08 / 1980

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Master	Business Administrations	2019	Prince Mohamed Bin Salman College
Bachelor	Systems Engineering (Industrial)	2004	King Fahd University of Petroleum and Minerals

### c) Experiences of the Nominated Member

Period		Experience
10/2016	CURRENT	Chief Support Services Officer at Dr. Samir Abbas Hospital & General Manager of Baader Company for Operations and Maintenance
10/2014	10/2016	Strategy and Organizational Excellence Manager and Al-Murjan Holding Company
03/2014	10/2014	Financial Operation Manager at Dr. Erfan & Bagedo General Hospital
03/2013	03/2014	Western Regional Manager at Sanad Cooperative Insurance & Reinsurance Company
10/2006	03/2013	Risk Manager, Marketing Manager, Quality Assurance Manager, Bboard Secretary at SALAMA Cooperative Insurance Company
02/2004	10/2006	Section Manager at Panda United Company

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Salama Cooperative Insurance	Insurance	Independent	Personal Capacity	Member in Executive Committee and Chairman of Risk Committee	Public Listed Co.

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Abdulwahab Abdulkarim Abdulrahman Albetari		
Nationality	Saudi	Date of Birth	06 / 09 / 1979

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Master	Business Administration (MBA)	2010	London Business School (LBS)
Bachelors'	Finance	2000	King Fahad University of Petroleum and Minerals

### c) Experiences of the Nominated Member

Period		Experience
July 2014	Currently	Watar Partners, Managing Partner
Mar 2004	Jun 2014	The Family Office- Co-founder & Member of the Executive Committee
Jun 1999	Feb 2004	SAMBA- Investment Portfolio Manager

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Aljazira Bank	Finance	Independent	Personal	Risk Committee	Joint stock company
Riyadh Cables	Cables	Independent	Personal	Board member	Closed joint stock
OBIC	Investment	Independent	Personal	Board chairman	Closed joint stock
AlSunbulah Group	Food & Pastries	Independent	Personal	Board member	Closed joint stock
Alujain Group	Basic Materials	Independent	Personal	Board vice chairman	Joint stock company
AlHimmah	Maintenance of residential and gov. buildings	Independent	Personal	Board member	Limited liability
NATPET	Basic Materials	Independent	Personal	Board vice chairman	Joint stock company
Manafeth	Monitoring, control systems and ambulance production	Independent	Personal	Board member	Mixed limited liability

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Tareq Hussein Abdullah Linjawi		
Nationality	Saudi	Date of Birth	28 / 08 / 1975

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor	Economic	11/12/1997	Occidental College, CA, USA
Master	Business Administration	11/12/2003	Cranfield University, Bedford, UK
Master	Executive MBA	11/06/2020	IMD, Switzerland

### c) Experiences of the Nominated Member

Period		Experience
Jul 2014	Jul 2021	Management and investment advice
Feb 2004	Jun 2014	Banking Services

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Ahli Takaful	Insurance	Independent	Personal capacity	Chairman of Investment Committee & Executive Committee Member	Public Shareholding
SEDCO Capital	Securities	Independent	Personal capacity	Not applicable	Closed Shareholding
Building & Belonging	Construction	Non-executive	Personal capacity	Not applicable	Limited Liability
PIF Fund of Funds CO. (JADA)	financial fund	Independent	Personal capacity	Executive Committee Member	Limited Liability
Emirates NBD Capital KSA	Bank	Independent	Personal capacity	Executive Committee member & RNC Member	Closed Shareholding
Tamra Capital	Securities	Independent	Personal capacity	Chairman of the Board	Closed Shareholding
Arabian Homes	real estates	Independent	Personal capacity	Executive Committee Member	Limited Liability
United Advisors	Consulting	Non-executive	Personal capacity	Not applicable	Limited Liability

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Ibrahim Hamad Abdullah Alrashid		
Nationality	Saudi	Date of Birth	04 / 09 / 1970

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Master	Computer Science	2002	Florida Technology institute

### c) Experiences of the Nominated Member

Period		Experience
2018	up to date	CEO of Social development bank
2015	2018	Vice president of Takamul holding ,president of rwafed Co.
2008	2015	Head of information technology at alrajhi bank
2007	2008	GM of the electronic transactions center (Yuser)
2006	2007	Consultant at Alrashed accountant and auditor's office

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Social development Bank	Providing Development Financing Programs	Executive	Personal Capacity	Board Member, Executive Committee, Risk and Investment Committee	Government
Small & Medium Enterprises General Authority	Support and develop the Small & Medium Enterprises Sector	Non-executive	Representative of Legal Person	Board Member	Government
Entrepreneurship Institute	Providing services to the Small & Medium Enterprises Sector	Non-executive	Representative of Legal Person	Board Member, Executive Committee	Government
Yanbu Cement Co.	Making Cement	Non-executive	Representative of Legal Person	Board Member, Audit Committee	Public Traded Co.
Future work Co.	Stimulating and Activating New Business Models	Non-executive	Representative of Legal Person	Board Member, Head of Executive Committee	Closed Contribution.
Saudi fund for the Small & Medium Companies	Development of the Small & Medium Enterprises Sector	Non-executive	Representative of Legal Person	Chairman of The Board	Closed Contribution
National Savings Committee	Stimulating Savings & Providing Financial Planning Tools	Non-executive	Representative of Legal Person	Committee Member	National Committee

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Abdullah Mohammed Alharbi		
Nationality	Saudi	Date of Birth	13 / 09 / 1990

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor's Degree	Business Administration MBA	23/07/1434	King Abdulaziz University
Master's Degree	Marketing	25/05/1438	Dar AlUloom University

### c) Experiences of the Nominated Member

Period		Experience
May 2021	Present	Arabia Pipes – Member of the Board of Directors
Jan 2016	Present	Filling & Packing Materials Mfg. Co. (FIPCO) - Member of the Board of Directors
2009	2015	VAIA for investment (VAIA) - Investment Manager
2009	2011	Collaborating journalist at Asharq Al-Awsat newspaper and Shams newspaper

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Arabia Pipes	Materials	Independent	Personal Capacity	1. Chairman of the Governance Committee. 2. Audit Committee.	Joint Stock Company
Filling & Packing Materials Mfg. Co. (FIPCO)	Materials	Executive	Personal Capacity	Chairman of the Governance Committee.	Joint Stock Company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Khalid Abdulrahman Ali Alkhudairi		
Nationality	Saudi	Date of Birth	20 / 09 / 1406H

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Master	Business Administrations	19/07/2019	IE Business School, Madrid
Bachelor	Business Administrations	02/06/2014	King Abdulaziz University, Jeddah
Diploma – Professional Certificate	Human Resources	01/06/2011	CIPD, U.K
SPHRI - Professional Certificate	Human Resources	01/06/2010	(SHRM) Society for Human Resource Management
Certified professional (Strategic Balanced Scorecard Strategies)	Strategy	01/06/2018	Palladium LLC ( KSA )
Advanced Executive HR Program	Human Resources	2018	University of Michigan's Ross School of Business

### c) Experiences of the Nominated Member

Period		Experience
Sep 2019	up to date	EVP Shared Services, National Center for Privatization
Jan 2017	Sep 2019	General Manager of Human Resources, National Housing Company
Jan 2017	Jan 2018	Adviser to the Chairman of the Volkswagen Group
Jan 2015	Jan 2017	General Manager Support Services, Human Resources, Volkswagen Group
Jan 2011	Jan 2015	Director of Human Resources and Organizational Development, Al Faisaliah Group

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Gulf Elite Co.	Management and Human Resources Consultancy	Non-executive/ partner	Personal Capacity	N/A	Limited Liability (Unlisted)
GlobeMed Saudi Arabia	Management of medical insurance policies	Independent	Personal Capacity	Chairman of the Nominations and Rewards Committee	Limited Liability (Unlisted)
Atheib Communications Union Co.	Telecommunications Services	Independent	Personal Capacity	Board Member and Chairman of Nominations and Rewards Committee	Public Traded Co.
Maharah human resources Co.	Management and Human Resources	Independent	Personal Capacity	Board member and Chairman of Nomination & Rewards Committee	Public Traded Co.

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Naif Abdulkareem Abdullah AlAbdulkareem		
Nationality	Saudi	Date of Birth	17 / 01 / 1974

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Master degree	Business Administration	2001	University of Illinois, Urbana Champaign, USA
Bachelor of Scienc	Financial Management	1995	King Saud University, KSA

### c) Experiences of the Nominated Member

Period		Experience
NOV 2020	PRESENT	CEO -Bank Aljazira
JUNE 2019	OCT 2020	Deputy Managing Director Retail Banking & Wealth Management - SABB
JAN 2014	JUNE 2019	General Manager Retail Banking & Wealth Management - SABB
JAN 2012	DEC 2013	General Manager Branches & Wealth Management - SABB
JAN 2012	AUG 2012	Head of Private Banking - SABB
JUL 2004	DEC 2011	Regional Manager Retail Banking – National Commercial Bank
JUL2001	JUL 2004	Credit Relationship Manager – Riyadh Bank

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Aljazira Capital	Investment	Non-executive	Representative of legal person	1. Nomination and Remuneration Committee. 2. Investment Committee.	Closed Joint Stock Company
Saudi Credit Bureau (SIMAH)	Credit Information Sharing	Independent	Personal capacity	1. Nomination and Remuneration Committee. 2. Executive Committee.	Limited Liability Company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Ibrahim Abdulaziz Alshaia		
Nationality	Saudi	Date of Birth	21/08/1982

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Master's Degree	Advanced Professional Accounting	01/06/2008	Queensland university of technology
Bachelor's Degree	Accounting	01/04/2004	King Saud University

### c) Experiences of the Nominated Member

Period		Experience
Jan 2014	Aug 2021	General Manager of the Financial Affairs Department - General Organization for Social Insurance (GOSI)
Jan 2011	Jan 2015	Head of Budget Department - General Organization for Social Insurance (GOSI)
Jan 2002	Jan 2004	Financial Auditor – Al-Rashed Consultants and Accountants

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Masdr Data Solutions	Data Management	Executive	Representative of legal person	-	Limited Liability Company
Hassana Investment Company	Investment	Independent	Representative of legal person	Audit Committee	Closed Joint Stock Company
Bank Aljazira	Banking	Independent	Representative of legal person	1. Executive Committee. 2. Risk Committee. 3. Nomination and Remuneration Committee.	Joint Stock Company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Abdullah Saleh Alrasheed		
Nationality	Saudi	Date of Birth	11 / 01 / 1959

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor's Degree	Accounting	1983	King Saud University

### c) Experiences of the Nominated Member

Period		Experience
01/01/2006	31/03/2008	Vice President – Al Othaim Markets
01/01/2006	31/03/2008	Vice President – Alothaim Holding
01/04/2008	31/12/2014	Vice President – Albaltan Group
01/07/2018	PRESENT	Bussma Real Estate Company
01/01/2015	PRESENT	Aday Consulting
10/04/2017	PRESENT	Saudi Gas Cylinder Factory
15/06/2016	PRESENT	Majd Real Estate Investment and Development Company
15/02/2017	PRESENT	CEO - World Insurance Company for Information Technology
24/02/2007	PRESENT	National Insurance Brokerage Company

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Bussma Real Estate Company	Property Management	Independent	representative of legal person	-	Limited Liability Company
Bank Aljazira	Bank	Independent	Personal Capacity	-	Joint Stock Company
Saudi Gas Cylinder Factory	Gas Industry	Independent	Personal Capacity	Audit Committee	Closed Joint Stock Company
Majd Real Estate Investment and Development Company	Real Estate Investment	Independent	Personal Capacity	Audit Committee	Closed Joint Stock Company
World Insurance Company for Information Technology	Technology	Independent	Personal Capacity	-	Limited Liability Company
Aday Consulting	Consulting	Independent	Personal Capacity	-	Limited Liability Company
National Insurance Brokerage Company	Insurance	Independent	Personal Capacity	-	Limited Liability Company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Qusai Abdullah Alfakhri		
Nationality	Saudi	Date of Birth	12 / 12 / 1977

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor's Degree	Finance	01/01/2000	King Fahd University of Petroleum and Minerals

### c) Experiences of the Nominated Member

Period		Experience
Jan 2020	Present	CEO - Tourism Development Fund
Jan 2019	Jan 2020	Consultant – Ministry of Tourism
Jan 2018	Jan 2019	Alajjal Holding – CEO
Feb 2014	Jan 2018	Managing Director and CEO - Tiraz Arabia
Jan 2010	Jan 2014	Head of Investment - Societe Generale Saudi Arabia
Jan 2006	Jan 2010	Head of Brokerage - Jadwa Investment
May 2005	Jan 2006	Vice President - Shuaa Capital
Jan 1999	Apr 2005	Senior Business Development Manager - SAMBA Financial Group

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Al Ula Development Company	Investment	Independent	Personal Capacity	Investment Committee	Closed Joint Stock Company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

<b>Full Name</b>	Bader Suleiman Abdullah AlReziza		
<b>Nationality</b>	Saudi	<b>Date of Birth</b>	22 / 01 / 1978

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Master of Science	Business Administration	27/05/2005	California State University, USA
Bachelor of Science	Management Information Systems	23/12/2002	California State University, USA
Boards Executive Program	High Performance Board HPB	15/02/2018	IMD, Switzerland
Leadership Executive Program	Executive Leadership in Critical Times	31/08/2020	Stanford, Center for professional Development, USA
Leadership Executive Program	High Performance Leadership HPL	15/02/2019	IMD, Switzerland

### c) Experiences of the Nominated Member

Period		Experience
Jan 2020	Now	CEO & Board Member (AlReziza Trading & Contracting Co. – Closed Joint Stock Company)
Mar 2018	Now	Vice Chairman of the Board of Directors (Asharqia Chamber of Commerce)
Nov 2012	Dec 2019	Directo Of the Oil & Gas Equipment Division (AlReziza Trading & Contracting Co. – Closed Joint Stock Company)
Sep 2002	Nov 2012	Assistant Manager Of the Oil & Gas Equipment Division (AlReziza Trading & Contracting Co. – Closed Joint Stock Company)

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
AlReziza Trading & Contracting Co	Retails and Real Estate	Executive	Personal Capacity	Board member	Closed Joint Stock
Suleiman A. AlReziza Sons Investment Company (SAASICO)	Investments	Non-executive	Personal Capacity	Board member	Closed Joint Stock
Sharqia Development Authority	Government Authority	Independent	Personal Capacity	Investment Committee Only	Government Authority
Asharqia Chamber of Commerce	Chamber of Commerce	Independent	Personal Capacity	Board member & Executive Committee	Chamber of Commerce
ZADK Culinary Academy	Culinary Academy	Non-executive	Personal Capacity	Board member & Executive Committee	Limited Liability

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Abdulmajed Abdulaziz Almeshaal		
Nationality	Saudi	Date of Birth	19 / 11 / 1982

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Master's Degree	Wealth Management	12/09/2017	Queen Mary University of London
Bachelor's Degree	Computer Science	26/05/2005	University of Missouri

### c) Experiences of the Nominated Member

Period		Experience
01/07/2008	Present	Murbiha Holding - CEO
10/07/2006	30/06/2008	Almeshaal Investment Group - Investment Analyst
01/07/2005	30/06/2006	Saudi Investment Bank – System Developer

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Noor Capital	Investment	Independent	Personal Capacity	Investment Committee	Private Joint Stock Company
Jazal Arabia for Investment	Investment	Independent	Personal Capacity	-	Closed Joint Stock Company
Murbiha Holding	Financial Services	Executive	Personal Capacity	Nomination and Remuneration Committee	Closed Joint Stock Company
Modern Food Company Ltd.	Hospitality	Independent	Personal Capacity	-	Limited Company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Tariq Mansour Arif Barri		
Nationality	Saudi	Date of Birth	01 / 07 / 1380H

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor in Administrative Science	Accounting	04/06/1984	King Saud University
Master in Business Administration	MIS	10/12/1987	California Stata University – San Bernardino

### c) Experiences of the Nominated Member

Period		Experience
Oct 1988	Sep-2010	Samba Financial Group – Several posts within the Corporate Banking Group including: Relationship Manager Transactor – Corporate Finance Division Head – Central Region Country Head - SME Country Head – Public Sector Assistant to CBG Group Head, Chaired, Participated in several bank’s Audit Committees
Jan 2011	Dec 2012	Group CEO – Tihama For Advertising Marketing and Public Relations
Apr 2014	Current	Tariq Barri Office for Financial Consultations
Mar 2020	Current	Managing Director – Ethmaar Investment Company

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Ethmaar Investment Company	Investment	Executive	Personal Capacity	Investment Committee	Limited Liability

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Abdullatif Khalifah Abdullatif Almulhem		
Nationality	Saudi	Date of Birth	01 / 07 / 1989

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor's degree	Civil Engineering	2013	Concordia University

### c) Experiences of the Nominated Member

Period		Experience
Jan 2016	Current	Saudi Industrial Development Fund (Senior Credit Analyst)
Oct 2013	Dec 2015	Fluor Corporation (Field Engineer)

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Tasne	Industrial/ Petrochemical	Independent	In Personal Capacity	Remuneration & Nomination committee	Publicly Listed

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Saad Abdulaziz Sulaiman Alhoqail		
Nationality	Saudi	Date of Birth	30 / 08 / 1980

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Phd	Business administration – marketing	2015	The University of Texas
Master	Business administration – marketing	2010	University of Colorado, USA
Bachelor	Business administration – marketing	2002	King Saud University

### c) Experiences of the Nominated Member

Period		Experience
2019	2020	Financial Planning and Control: Chairman of the Finance and Sponsorship Committee of the G20 Thought Group
2018	2019	Strategic and Marketing Planning: Strategic and marketing advisor to Al Jazira Capital (Dwaween Fund)
2015	Up to date	Academic Administration: Head of Marketing Department at Alfaisal University and Associate Professor of Marketing
2018	Up to date	Diversified Business Consulting: Part-time Consultant for Multiple Entities
2020	Up to date	Planning and implementing marketing campaigns and managing social media platforms: Managing Director of Dhaa Advertising Agency
2015	2020	Academic Administration: Head of Marketing Department at Alfaisal University

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
National Company for Learning and Education	Consumer Services	Independent	In Personal Capacity	Investment	Publicly traded company
Senmar senior management consulting Co.	Business consultations	Non-executive	In Personal Capacity	--	Limited Liability

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Saad Ibrahim Saad Almushawah		
Nationality	Saudi	Date of Birth	01 / 07 / 1380H

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor's Degree Honor list	Industrial Management	1985	King Fahad University of Petroleum and Minerals
Credit Program	Finance	1987	Chase Manhattan (New York-USA)
Specialized Course	Finance \ Economy	1990	Harvard – USA

### c) Experiences of the Nominated Member

Period		Experience
2013	2016	Member of the Board of Directors of Al Jazira Takaful Company (Joint Stock Company) and Chairman of the Audit Committee. (Joint Stock Company)
2014	2016	Member of the Audit Committee at Alessa Industries Company
2016	to date	Member of the Board of Directors of Qassim Cement Company (Joint Stock Company)
2010	to date	Member of the Audit Committee at Qassim Cement Company (Joint Stock Company)
2020	to date	Member of the Nomination and Remuneration Committee of Qassim Cement Company (Joint Stock Company)
2017	to date	Member of the Supervisory Board and the Audit Committee for Productive Families Building Center (Jana) Foundation, an initiative by Sulaiman AlRajhi Foundation for Development.
2019	to date	Member of the Board of Directors of the Creative Closets Company. (Limited Liability Company).
Oct 2019	to date	Member of the Audit Committee for Fawaz AL Hokair Company (Joint Stock Company).
Nov 2019	to date	Member of the Audit Committee for AL Aseel Company (Joint Stock Company).
Apr 2020	to date	Member of the Nomination and Remuneration Committee in RAZA company (Public Pension Agency)
2003	2019	Chief Executive Officer for Gulf Union Company (Closed Joint Stock Company)
1985	2003	Credit team leader for Saudi Industrial Development Fund.

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Qassim Cement Co.	Cement	Independent	In personal Capacity	Member of the Audit Committee & Nomination and Remuneration Committee	Joint Stock
Qassim Cement Co.	Cement	Independent	In personal Capacity	Member of the Board of Directors	Joint Stock
Productive Families Building Center (Jana)	Finance	Independent	In personal Capacity	Member of the Supervisory Board	Private
Productive Families Building Center (Jana)	Finance	Independent	In personal Capacity	Member of the Audit Committee	Private
Creative Closets Co.	Closets	Independent	In personal Capacity	Member of the Board of Directors	L.L.C
Fawaz AL Hokair Co.	Clothing / Restaurants	Independent	In personal Capacity	Member of the Audit Committee	Joint Stock
AL Aseel Co.	Clothing	Independent	In personal Capacity	Member of the Audit Committee	Joint Stock
RAZA Co.	Real Estate	Independent	In personal Capacity	Member of the Nomination and Remuneration Committee	Government

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Ali Abdullah Ibrahim Selham		
Nationality	Saudi	Date of Birth	17 / 01 / 1400

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Certified Accountant	Accounting	25/05/2021	Saudi Organization/CPA
Master Degree	Business Administration	11/05/2011	The University of HULL
Bachelor Degree	Accounting	05/02/2003	King Fahd University of Petroleum & Minerals

### c) Experiences of the Nominated Member

Period		Experience	
2021	Present	CEO	Tourism Enterprise Company (SHAMS), Joint Stocks
2020	Present	Consultant	Zakat & Tax Services
2014	2019	Division Head Corporate Banking Group	Bank Aljazira
2012	2014	Team Leader Corporate Banking Group	SABB/HSBC
2006	2012	Division Head Corporate Banking Group	Saudi Hollandi Bank /ABNAMRO
2005	2006	Senior Relationship Manager Corporate Banking Group	Saudi National Bank (SNB)
2002	2005	Relationship Manager Corporate Banking Group	Riyad Bank

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Not Applicable					

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Almutasembillah Zaki Allam		
Nationality	Saudi	Date of Birth	26 / 07 / 1986

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
BSc	Business Administration - Financial	04/07/2007	King Abdul-Aziz University
MSc	Financial Economics	01/07/2011	University of Essex
MSc	Islamic Banking & Finance	16/07/2014	Bangor University
PhD	Banking & Finance	01/07/2020	Bangor University

### c) Experiences of the Nominated Member

Period		Experience
12/2011	01/2013	Lecturer in Finance at the College of Business Administration at The University of Business and Technology
02/2013	09/2020	Lecturer in Islamic Finance at the Islamic Economic Institute at King Abdul-Aziz University
10/2020	Now	Assistant Professor in Islamic Finance at the Islamic Economic Institute at King Abdul-Aziz University
2020	Now	Part Time Financial Consultant at Business Performance Clinic
2020	Now	Manager of AL-Masar Consulting Office of the Institute of Islamic Economics at King Abdul-Aziz University

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
TADCO	Food & Beverages	Independent	Personal Capacity	Executive Committee	listed joint stock

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Ali Hussain Ali Albusaleh		
Nationality	Saudi	Date of Birth	18 / 12 / 1970

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor	Electrical engineering	11/09/1994	King Fahad University

### c) Experiences of the Nominated Member

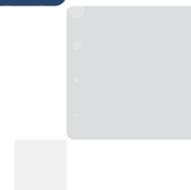
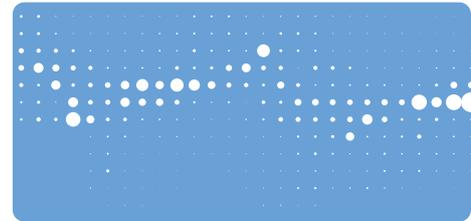
Period		Experience
Sep 2020	July 2021	CEO of Alkodary Co
Jan 2013	Sep 2020	CEO of Emdad industrial services Co
Jan 2012	Jan 2013	GM of Sebko Co.
Sep 1998	Jan 2012	Project manager/engineering/ Saudi electricity Co
Sep 1996	Sep 1998	Project manager - Electrical Materials and Equipment's Company
Sep 1994	Sep 1996	Water Authority – project manager

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
None					

## Agenda Item No. 2

CVs of candidates nominated to the audit committee membership for the next term commencing on 1 January 2022 and ending on 31 Dec 2024



## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Abubaker Ali Omar Bagabir		
Nationality	Saudi	Date of Birth	02 / 04 / 1950

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor's Degree Honor list	Accounting and Finance	July 1984	University of Strathclyde , United Kingdom (UK)
Credit Program	Accounting	July 1976	University of Birmingham , United Kingdom ( UK )
Specialized Course	Accounting	May 1972	University of Khartoum , Sudan
Credit Program	UK Certified Chartered Accountant	Sep 1989	The Association of Chartered Certified Accountants, United Kingdom ( UK )
Associate Chartered Certified Accountants (ACCA)	UK Certified Chartered Accountant	Sep 1984	The Association of Chartered Certified Accountants, United Kingdom ( UK )

### c) Experiences of the Nominated Member

Period		Experience
2013	Present	Independent member at Audit Committees of Current and Previous Different Companies.
Apr 2008	Mar 2012	Head of Finance and Accounting Division at National Commercial Bank Group – Jeddah Supervise and Responsible for Finance and Accounting Functions for the Group - Accounting Policies along International Financial Reporting Standards ( IFRS ) and International Accounting Standards - Member for Debts and Investments Provisions along IFRS - Financial Control for the Group - Financial Reports and Presentations to Board of Directors and Audit Committee and Senior Management - Discussions with the External Auditors - Other Different Financial Functions.
Feb 1997	Mar 2008	Head of Finance and Accounting Division at National Commercial Bank - Jeddah Supervise and Responsible for Finance and Accounting Functions - Accounting Control - Implemented New Accounting Systems - Updated Accounting Policies and Procedures - Regulatory and Supervisory Reports to SAMA - Implemented Activity Based Costing - Assets and Liabilities Committee ( ALCO ) - Financial Reports and Presentations to Senior Management and Board of Directors and audit Committee .
May 1992	Jan 1997	Senior Financial Controller at National Commercial Bank – Jeddah Responsible for Financial Controllers of Different Divisions of the Bank - Finance Functions - Implemented New Integrated Accounting System for the Bank - Financial Analysis - Comparative Financial Studies for the Saudi Banks Industry - Implemented new Assets and Liabilities ( ALCO ) System and Reporting - Implemented and Applied Budgeting and Financial Planning Programs for the Bank - Financial Reports and Presentations to Senior Management.
Nov 1989	Apr 1992	Financial Controller at National Commercial Bank All Different Finance Functions - Financial Reports and Presentations to Senior Management - Follow up of Budgets Performance for the Bank.
Sep 1986	Oct 1989	Assistant Head of Treasury and Finance at National Commercial Bank - Jeddah Follow up of Treasury Division Performance and Positions of Main Foreign Currencies - Participated in the Audit of the Foreign Investments of the Bank and the New York Branch - Prepare the Annual Budgets and Follow up Monthly Performance - Other Different Finance Functions .
May 1984	Aug 1986	Director of Financial Planning and Development at Regional Management of National Commercial bank - Jeddah Weekly and Monthly Financial Reporting for 90 Branches at Western , Northern and Southern Regions - Prepare and follow up budgets - Daily Cash Management - Improved the Profitability of the Branches along Costs Control and Expense Savings Program and Determined Branches Optimal Staff Head Count based on Branches Size - Financial Reports and Presentations to Management
Dec 1982	Apr 1984	Head of Budgets at Regional Management of National Commercial Bank - Jeddah Implemented for First Time Budgets and Budgetary Control System for the Bank Branches - Follow up of Branches Performance on Monthly Basis.
Dec 1981	Nov 1982	Financial Analyst at Regional Management of National Commercial Bank - Jeddah
Oct 1980	Nov 1981	Head of Casio Products at Mahmood Saleh Abbar Company - Jeddah Import and Market all Casio Products including Watches, Calculators and Cashier Machines - Prepare and Follow up of Marketing Plans and Strategies.
Jul 1979	Sep 1980	Assistant Finance Director at Saeed and Mussaid Mushayt Company - Khamis Mushayt Supervise and Responsible for Company Accountings Departments at Constructions Unit ,Cement Blocks Factory and Furniture Shop - Prepare Financial Statements - Implement New Accounting System - Acting Finance Director upon Absence and Annual Leave of Finance Director.
Nov 1974	Jun 1979	Teaching Assistant at Business Department , Faculty of Economics, University of Khartoum , Khartoum , Sudan and Postgraduate Scholar at United Kingdom ( UK ) Lecture Accounting and Finance Courses - Studied for Master and PhD at United Kingdom ( UK ).

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
SABB Takaful Co.	Individuals and Family Takaful Insurance	Independent Member	Personal Capacity	Audit Committee	Public Joint-Stock Company
SISCO Co.	Services	Independent Member	Personal Capacity	Audit Committee	Public joint-Stock Company
Al Nahdi Medical Co.	Pharmaceuticals and Medical Services	Independent Member	Personal Capacity	Audit Committee	Private Company
Abdel Latif Jameel Finance Co.	Cars Leasing Finance	Independent Member	Personal Capacity	Audit Committee	Private Company

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Fawzi Ibrahim Abdullah Alhobayb		
Nationality	Saudi	Date of Birth	01 / 07 / 1385H

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor	Electrical engineering	1989	King Fahad University
Certified Public Accountant (CPA)	Electrical engineering	1993	King Fahad University
Advanced management program	Electrical engineering	1997	King Fahad University

### c) Experiences of the Nominated Member

Period		Experience
1989	1992	Working as an auditor at Ernst & Young
1993	2002	Head of Internal Audit Department - Arab National Bank
2004	2015	Capital Market Authority (Head of Internal Audit Department , Head of Implementation Department
2016	Present	Establishment and management of WCAD Financial Consulting Office (for non-securities)

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Filing and Packing Materials Manufacturing Co.	Basic materials	Independent	Personal Capacity	Audit Committee	Publicly traded Co.
Alqaseem Cement Co.	Basic materials	Independent	Personal Capacity	Audit Committee	Publicly traded Co.

## Form No. (1) Resume

### a) Personal information of the Nominated Member

Full Name	Saad Ibrahim Saad Almushawah		
Nationality	Saudi	Date of Birth	01 / 07 / 1380H

### b) Academic Qualifications of the Nominated Member

Qualifications	Specialization	Date of obtaining the qualifications	The issuer of the qualification
Bachelor's Degree Honor list	Industrial Management	1985	King Fahad University of Petroleum and Minerals
Credit Program	Finance	1987	Chase Manhattan (New York-USA)
Specialized Course	Finance \ Economy	1990	Harvard – USA

### c) Experiences of the Nominated Member

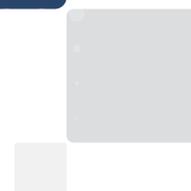
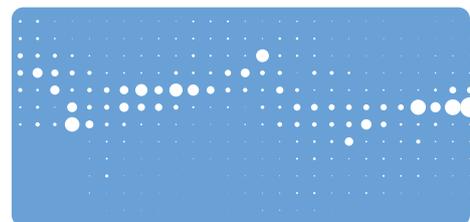
Period		Experience
2013	2016	Member of the Board of Directors of Al Jazira Takaful Company (Joint Stock Company) and Chairman of the Audit Committee. (Joint Stock Company)
2014	2016	Member of the Audit Committee at Alessa Industries Company
2016	to date	Member of the Board of Directors of Qassim Cement Company (Joint Stock Company)
2010	to date	Member of the Audit Committee at Qassim Cement Company (Joint Stock Company)
2020	to date	Member of the Nomination and Remuneration Committee of Qassim Cement Company (Joint Stock Company)
2017	to date	Member of the Supervisory Board and the Audit Committee for Productive Families Building Center (Jana) Foundation, an initiative by Sulaiman AlRajhi Foundation for Development.
2019	to date	Member of the Board of Directors of the Creative Closets Company. (Limited Liability Company).
Oct 2019	to date	Member of the Audit Committee for Fawaz AL Hokair Company (Joint Stock Company).
Nov 2019	to date	Member of the Audit Committee for AL Aseel Company (Joint Stock Company).
Apr 2020	to date	Member of the Nomination and Remuneration Committee in RAZA company (Public Pension Agency)
2003	2019	Chief Executive Officer for Gulf Union Company (Closed Joint Stock Company)
1985	2003	Credit team leader for Saudi Industrial Development Fund.

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

Company name	Main activity	Membership type (executive, non-executive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Membership of committees	Legal form of the company
Qassim Cement Co.	Cement	Independent	In personal Capacity	Member of the Audit Committee & Nomination and Remuneration Committee	Joint Stock
Qassim Cement Co.	Cement	Independent	In personal Capacity	Member of the Board of Directors	Joint Stock
Productive Families Building Center (Jana)	Finance	Independent	In personal Capacity	Member of the Supervisory Board	Private
Productive Families Building Center (Jana)	Finance	Independent	In personal Capacity	Member of the Audit Committee	Private
Creative Closets Co.	Closets	Independent	In personal Capacity	Member of the Board of Directors	L.L.C
Fawaz AL Hokair Co.	Clothing / Restaurants	Independent	In personal Capacity	Member of the Audit Committee	Joint Stock
AL Aseel Co.	Clothing	Independent	In personal Capacity	Member of the Audit Committee	Joint Stock
RAZA Co.	Real Estate	Independent	In personal Capacity	Member of the Nomination and Remuneration Committee	Government

# Attachments of agenda item No. 3

## Table of Amendments of Audit Committee Charter



## Table of Amendments of Audit Committee Charter

S.N	Para.	Existing text	Proposed text	Reason
1	Preamble	In accordance with the provisions of the Companies Act, and the requirements of the supervisory authorities represented by the Saudi Central Bank (SAMA) and the Capital Market Authority relating to formation of the Audit Committee and its terms of reference in order to assume the supervision of the work and activities of the Internal Audit Group of the Bank and the Compliance and Anti-Money Laundering Group, review the control systems and reports and to recommend appointment of external auditors and fixing their fees, as well as any other functions that the Board of Directors may assign to that committee, as part of the rules for the regulating audit committees in Saudi banks and the guidelines for auditing operations, the Companies Act and the provisions of the key governance principles at Saudi banks issued by the Saudi Central Bank (SAMA), the Corporate Governance Rules issued by the Capital Market Authority, or any other supervisory directives.	In accordance with the provisions of the Companies Act, and the requirements of the supervisory authorities represented by the Saudi Central Bank (SAMA) and the Capital Market Authority relating to formation of the Audit Committee and its terms of reference in order to assume the supervision of the work and activities of the Internal Audit Group of the Bank, review the control systems and reports and to recommend the appointment of external auditors and fixing their fees, as well as any other functions that the Board of Directors may assign to that committee, as part of the rules for regulating audit committees in Saudi banks and the guidelines for auditing operations, the Companies Act and the provisions of the key governance principles for Saudi banks issued by the Saudi Central Bank (SAMA), the Corporate Governance Rules issued by the Capital Market Authority, or any other supervisory directives.	Text updated
2	Preamble	Whereas the Ordinary General Meeting of Bank Aljazira shareholders held at the Bank's Headquarters on 23 Safar 1418 (June 28, 1997) approved the formation of the audit committee in accordance with the recommendation of the Board of Directors of the Bank, which terms of reference were amended in the following years. As the regulatory requirements stipulate that the amendments made to the previous version approved by the General Assembly must be presented, the Bank's Board of Directors approved in its meeting held on 12 Rajab 1442 Ah (24 February 2021), to comply with the requirements of the supervisory authorities and amended the terms of reference of the committee accordingly. The General Assembly of the Bank held on 15 Jumada I, 1442 H (30 December 2020) approved the terms of reference in accordance with the following rules: -	Whereas the Ordinary General Meeting of Bank Aljazira shareholders held at the Bank's Headquarters on 23 Safar 1418 (June 28, 1997) approved the formation of the audit committee in accordance with the recommendation of the Board of Directors of the Bank, which terms of reference were amended in the following years. As the regulatory requirements stipulate that the amendments made to the previous version approved by the General Assembly must be presented, the Bank's Board of Directors approved in its meeting held on ..... ....., to comply with the requirements of the supervisory authorities and amended the terms of reference of the committee accordingly. The general assembly of the Bank held on ..... ..... approved the terms of reference.	Text and dates updated
3	Article 2: Committee formation	1. The audit committee shall be formed by a resolution of the Bank's General Assembly from Non-executive board members, either from shareholders or others, including at least an independent member. The number of the Audit Committee members shall be at least three but not more than five, and most members should be from outside the Board, including a financial and accounting specialist. The decision shall specify the term of their membership, provided this shall not exceed the term of the board.	1. At the recommendation of the board of directors based on the recommendations of the Remuneration and Nomination Committee, the Audit Committee shall be formed by a resolution by the bank's general assembly. All members of the committee shall be independent either from shareholders or others, and none of them shall have any credit relationship with the bank in their name or the names of their relatives or in any other capacity with the bank or members of the board or executive staff.	Updating and amendment of text as per requirements of the new Corporate Governance Rules issued by the Central Bank

## Table of Amendments of Audit Committee Charter

S.N	Para.	Existing text	Proposed text	Reason
3	Article 2: Committee formation (Cont.)	<p>The Bank shall take the following appointment rules into consideration:</p> <ol style="list-style-type: none"> <li>1. The candidate must have university degree and a good knowledge of organizational and administrative aspects.</li> <li>2. The candidate must have professional, practical and management expertise in financial reporting, banking, auditing and risk management.</li> <li>3. The candidate shall not have been convicted for an act of honour or breach of faith honesty or violating the rules and regulations in force in the Kingdom of Saudi Arabia or any other country.</li> <li>4. Candidate appointment is not in violation of the relevant rules, regulations and instructions.</li> </ol> <p>1. The committee members should have educational qualifications and professional experience in the account auditing and risk management, including knowledge of accounting standards, the ability to read financial reports, and an understanding of regulations and rules issued by supervisory authorities.</p> <p>2. The Committee members appointment shall be taken by the Bank's General Assembly, based on the recommendations of the Board of Directors which is based on the recommendations of the Nomination and Remuneration Committee.</p> <p>3. To enhance the independency of the committee's business, the majority of the committee members must be from outside the Board. The Committee members should not have any credit relationship with the Bank such as (credit cards, credit facilities, guarantees.) in excess of SAR 300,000, which may limit their independency in any capacity with the bank, board members or senior executives. The Chairman of the Board of Directors, or those who work or have worked for the past two years in the executive or financial management of the bank, or with the Bank's auditor, may not be a member of the audit committee.</p> <p>The Audit committee is considered one of the board's sub-committees and the appointment of its members is subject to the no-objection of the Saudi Central Bank (SAMA), and the Bank takes into account the introduction to new members the supervisory requirements and rules and regulations related to the Committee business.</p>	<p>2. The number of the Audit Committee members shall be at least three but not more than five, and most members should be from outside the Board, including a financial and accounting specialist. The decision shall specify the term of their membership, provided this shall not exceed 3 years renewable for two additional terms as a maximum.</p> <p>3. There should not be any kinship relationship between any of the committee members and the board or executive management members.</p> <p>4. The committee chairman shall be selected by the board of directors and must be an independent member. The chairman of the board may not be chairman or member of the committee.</p> <p>5. Upon nomination of the audit committee members, the bank shall observe the following rules:</p> <ul style="list-style-type: none"> <li>▪ No conviction for an act of honour and breach of faith, or violation of regulations and regulations in Saudi Arabia or any other country has been issued against the candidate</li> <li>▪ Candidate appointment is not in violation of the relevant rules, regulations, and instructions.</li> <li>▪ None of them shall have any credit relationship with the bank in their name or in the name of their relatives, or in any capacity with the bank or any of the board or executive management members.</li> <li>▪ The committee members should have educational qualifications and professional experience in the account auditing and risk management, including knowledge of accounting standards, the ability to read financial reports, and an understanding of regulations and rules issued by supervisory authorities; good knowledge of organizational and administrative aspect.</li> </ul> <p>6. To enhance the independency of the committee's business, the majority of the committee members must be from outside the Board. The Committee members should not have any credit relationship with the Bank such as (credit cards, credit facilities, guarantees.) in excess of SAR one million, which may limit their independency in any capacity with the bank, board members or senior executives.</p>	Updating and amendment of text as per requirements of the new Corporate Governance Rules issued by the Central Bank

## Table of Amendments of Audit Committee Charter

S.N	Para.	Existing text	Proposed text	Reason
3	Article 2: Committee formation (Cont.)	<ul style="list-style-type: none"> <li>The members of the Committee are nominated and selected by the Bank's General Assembly upon appointment of each three-year session of the board. A Committee member shall assume his tasks from the date of his appointment by the Board , and his membership shall end in any of the following events:</li> <li>The end of the board term.</li> <li>Resignation, without prejudice to the bank's right to compensation if the resignation occurs at an inappropriate time.</li> <li>Member develops a mental disease or a physical disability which prevents him from performing his duties on the Committee.</li> <li>. A judicial order is issued announcing a member's bankruptcy or insolvency or request a settlement with his creditors.</li> <li>Conviction for an act of honour and breach of faith, forgery or violation of regulations and regulations in Saudi Arabia or any other country.</li> <li>If at any time he is no more qualified under any selection rules for the Audit committee as stipulated herein.</li> </ul> <p>The Committee shall be reappointed at the beginning of each Board term, however, members of the Committee may be reappointed for further periods, provided that no more than two additional periods are exceeded. If the position of a member of the Committee is vacant under one of the previous or other cases during the term of membership, the Board may appoint another member to fill the vacant position, provided such appointment shall be presented to the next General Assembly for approval. The new member must be eligible under the selection criteria, and he will complement the term of the leaving member.</p> <p>4. The Chairman of the Committee shall be selected by the Board of Directors, and should be an independent board member, and the requirements for the independency of the Chairman of the Committee off the executive management and major shareholders shall be taken into account through the following:</p>	<p>7. Those who work or have worked for the past two years as an executive or financial management of the bank, or with the Bank's auditor, may not be a member of the audit committee.</p> <p>8. The Audit committee is considered one of the board's sub-committees and the appointment of its members is subject to the no-objection of the Saudi Central Bank (SAMA), and the Bank should introduce to the new members the supervisory requirements, rules and regulations related to the Committee business.</p> <p>9. A committee member's membership shall end in any of the following events:</p> <ul style="list-style-type: none"> <li>The member is not enjoying full independency as per principles of government issued by the Saudi Central Bank (SAMA) or the corporate governance rules issued by CMA</li> <li>The end of the board term.</li> <li>Resignation, without prejudice to the bank's right to compensation if the resignation occurs at an inappropriate time.</li> <li>Member develops a mental disease or a physical disability which prevents him from performing his duties on the Committee.</li> <li>A judicial order is issued announcing a member's bankruptcy or insolvency or request a settlement with his creditors.</li> <li>Conviction for an act of honour and breach of faith, forgery or violation of regulations and regulations in Saudi Arabia or any other country.</li> <li>If at any time he is no more qualified under any selection rules for the Audit committee as stipulated herein.</li> </ul> <p>10. The Committee shall be reappointed at the beginning of each Board term, however, members of the Committee may be reappointed for further periods, provided that no more than two additional periods are exceeded. If the position of a member of the Committee is vacant under one of the previous or other cases during the term of membership, the Board may appoint another member to fill the vacant position, provided such appointment shall be presented to the next General Assembly for approval. The new member must be eligible under the selection criteria, and he will complement the term of the leaving member.</p>	Text updated as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank

## Table of Amendments of Audit Committee Charter

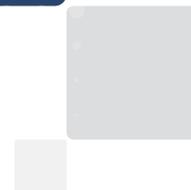
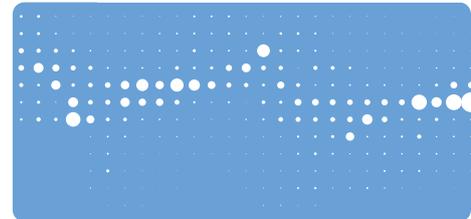
S.N	Para.	Existing text	Proposed text	Reason
3	Article 2: Committee formation (Cont.)	<p>1. The Chairman of the Board of Directors of the Bank may not be the chairman of Audit Committee.</p> <p>2. There should not be any financial or commercial relationship between the Chairman of the Committee and any member of the Board of Directors.</p> <p>3. The chairman of the committee should not have any relationship with the bank's executives or senior officials, which may limit his independency.</p> <p>5. The Committee shall have a secretary appointed from within the Board of Directors.</p>	11. The Committee shall have a secretary appointed from within the Board of Directors.	Updating and amendment of text as per requirements of the new Corporate Governance Rules issued by the Central Bank
4	Article 3: Tasks and Responsibilities of the Committee	To review the Bank's term and annual financial statements before submission to the board, give its opinion regarding the statements and issue the necessary recommendations in order to ensure the their integrity and transparency. Upon reviewing the Bank's financial statements, the Committee will focus on:	To review the Bank's quarterly and annual financial statements before submission to the board, give its opinion regarding the statements and issue the necessary recommendations in order to ensure their integrity and transparency. Upon reviewing the Bank's financial statements, the Committee will focus on:	Updating and amendment of text as per requirements of the new Corporate Governance Rules issued by the Central Bank
5	Article 3: Tasks and Responsibilities of the Committee	Recommend to the Board of Directors the appointment of the chairman of the internal audit group or internal auditor and proposing his fees.	Recommend to the Board of Directors the appointment / termination of the chairman of the internal audit group or internal auditor and proposing his fees.	Updating and amendment of text as per requirements of the new Corporate Governance Rules issued by the Central Bank
6	Article 3: Tasks and Responsibilities of the Committee		Assess the efficiency and efficacy of the controls, policies and internal procedures, reporting mechanism and the extent such elements are abided by, and submission of recommendations for improvement thereof	Text added as per requirements of the new Corporate Governance Rules issued by the Central Bank
7	Article 3: Tasks and Responsibilities of the Committee	To review and monitor the independence and objectivity of external auditors and the effectiveness of the audit function taking into consideration the relevant professional and supervisory requirements and report on their own policies and procedures relating to independence, quality control and supervision of the change of auditor partners as appropriate.	To review and monitor the independence and objectivity of external and internal auditors and the effectiveness of the audit function taking into consideration the integrity and accuracy of information to be disclosed as per disclosure requirements relevant professional and supervisory requirements and report on their own policies and procedures relating to independence, quality control and supervision of the change of auditor partners as appropriate.	Updating and amendment of text as per requirements of the new Corporate Governance Rules issued by the Central Bank

## Table of Amendments of Audit Committee Charter

S.N	Para.	Existing text	Proposed text	Reason
8	Article 3: Tasks and Responsibilities of the Committee	Ensure the Bank is compliant with relevant rules, regulations, policies, and instructions.	Ensure the Bank is compliant with relevant rules, regulations, policies, and instructions, and take the necessary actions to improve the level of compliance in the bank	Updating and amendment of text as per requirements of the new Corporate Governance Rules issued by the Central Bank
9	Article 3: Tasks and Responsibilities of the Committee	To review the reports received from Compliance and Anti-Money Laundering Group and from Compliance Committee, if any, oversee their effectiveness and evaluate the performance of compliance officer on an annual basis.	To review the reports received from Compliance and Anti-Money Laundering Group	Text added as per requirements of the new Corporate Governance Rules issued by the Central Bank
10	Third: Committee meetings	No member of the Board of Directors or executive management, other than members of the Committee, may attend the committee meetings unless invited to give his feedback or advice. The Committee may invite anyone to its meetings in order to assist the committee in reaching its objectives.	No member of the Board of Directors or executive management, other than members of the Committee, may attend the committee meetings unless invited to give his feedback or advice. The Committee may invite anyone to its meetings, including the CEO and internal and external auditors, to assist the committee in reaching its objectives. Minutes of the committee meetings shall be distributed to all board members who are eligible to request clarification on any subject from the committee.	Updating and amendment of text as per requirements of the new Corporate Governance Rules issued by the Central Bank
11	Third: Committee meetings	The Committee's decisions shall be taken by majority of votes of the members present, and in case of draw, the vote of the meeting chairman will be the casting vote.	The Committee's decisions shall be taken by majority of votes of the members present, and in case of draw, the vote of the Committee chairman will be the casting vote. No voting by proxy is permitted.	Updating and amendment of text as per requirements of the new Corporate Governance Rules issued by the Central Bank

# Attachment of agenda item No. 4

Table of Amendments of Remuneration and  
Nomination Committee Charter



## Table of Amendments of Nomination and Remuneration Committee Charter

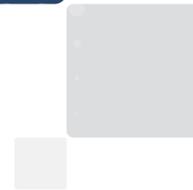
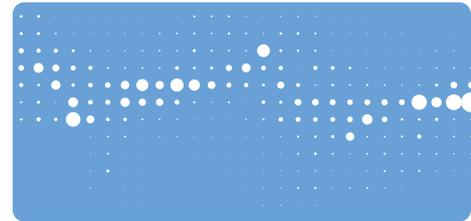
S.N	Para.	Existing text	Proposed text	Reason
1	Preamble	Whereas the regulatory requirements stipulate that the amendments made to the previous version approved by the General Assembly must be presented, the Bank's Board of Directors agreed at its meeting held on 12 Rajab 1442 H (24 February 2021), to comply with the requirements of the supervisory authorities and amended the terms of reference of the Nomination and Remuneration Committee accordingly. The General Assembly of the Bank held on 15 Jumada I, 1442 H (30 Dec 2020) approved the committee terms of reference as follows:	Whereas the regulatory requirements stipulate that the amendments made to the previous version approved by the General Assembly must be presented, the Bank's Board of Directors agreed at its meeting held on ..... , to comply with the requirements of the supervisory authorities and amended the terms of reference of the Nomination and Remuneration Committee accordingly. The General Assembly of the Bank held on .... approved the committee terms of reference as follows:	Text and dates updated
2	Article 2: Committee formation	The candidate must hold university degree and a good knowledge of organizational and administrative aspects.	The candidate must have an appropriate level of education, skills, experience and knowledge as well as a good knowledge of organizational and administrative aspects.	Text updated
3	Article 2: Committee formation	The candidate shall not have been convicted for an act of honour or breach of faith honesty or violating the rules and regulations in force in the Kingdom of Saudi Arabia or any other country.	The candidate shall not have been convicted for an act of honour, breach of faith or violating the rules and regulations in force in or out of the Kingdom of Saudi Arabia.	Text updated
4	Article 3 Tasks and responsibilities of the committee	The Committee shall develop a register containing information on the qualifications of the members of the Board of Directors which aims to identify the necessary and additional skills required to activate the role of the Board in order to ensure it carries out its functions and responsibilities perfectly.	The Committee shall develop a register containing information on the qualifications of the members of the Board of Directors which aims to identify the necessary and additional skills required to activate the role of the Board in order to ensure it carries out its functions and responsibilities perfectly. The Committee Secretary shall be responsible for this register.	Text updated
5	Article 3 Tasks and responsibilities of the committee First: Aspects relating to nominations		The committee shall look for and propose candidates for selection as members of the Board and executive management. It shall also prepare a clear policy for the remuneration of board members, its committees and executive management, in accordance with the relevant instructions of the Saudi Central Bank.	Text added as required by the new governance Rules issued by the Saudi Central Bank
6	First: Aspects relating to nominations	He shall have an appropriate level of education, preferably a university degree		Para deleted for repetition
7	First: Aspects relating to nominations		7. Recommends approval of the appointments of committee members and senior executives of the Bank, whose appointment requires obtaining "no objection" from the Saudi Central Bank (SAMA), proposing and implementing succession policies for the Board and its committees, and for the bank's executive positions by coordinating with the Bank's Human Resources Department, and ensuring compliance of the senior management thereby.	Text updated

## Table of Amendments of Nomination and Remuneration Committee Charter

S.N	Para.	Existing text	Proposed text	Reason
8	First: Aspects relating to nominations		8. To recommend appointment of board and committee members of subsidiaries and provide recommendations to the board in this regard	Text updated
9	Article 3 Tasks and responsibilities of the committee Second: Aspects relating to rewards and remuneration	Rewards to be provided in order to encourage board and executive management members to make the bank successful and develops in the long term, such as linking the variable part of the rewards to long-term performance.	Rewards to be provided in order to encourage board and executive management members to make the bank successful and grow in the long term, such as linking the variable part of the rewards to long-term performance. It aims not to encourage the participation in high-risk operations for short-term profits, as well as alignment with the Bank's risk policy as approved by the Board.	Text updated as required by the new governance Rules issued by the Saudi Central Bank
10	Article 3 Tasks and responsibilities of the committee Second: Aspects relating to rewards and remuneration	In line with the size, nature and degree of risk at the bank.		Para deleted for repetition
11	Article 3 Tasks and responsibilities of the committee Third: Aspects relating to training and assessment		To ensure that there is an effective system for assessment of the performance of the financial institution's employees at all levels objectively and systematically, specifically, the assessment of executive management performance must be based on the long term and not limited to one year's performance.	Text added as required by the new governance Rules issued by the Saudi Central Bank
12	Article 5: Committee terms of reference		The General Assembly, on the recommendations of the board, shall approve the Committee's terms of reference which shall include the controls and procedures of its works and tasks, and the procedures for appointing its members, the terms of their membership and their remuneration.	Text added as required by the new governance Rules issued by the Saudi Central Bank
13	Third: Committee meetings	The Committee shall approve the dates and agendas of the fiscal year meetings before its inception, issues invitations for attendance of Committee's meeting at least 10 days in advance, attaching with the invitation the meeting agenda, documents and information needed to be discussed and decided upon	The Committee shall approve the dates and agendas of the fiscal year meetings before its inception, issues invitations for attendance of Committee's meeting at least 5 business days in advance, attaching with the invitation the meeting agenda, documents and information needed to be discussed and decided upon	Text updated as required by the new governance Rules issued by the Saudi Central Bank
14	First: Aspects relating to nominations	In exceptional cases, an invitation to attend the meeting may be made at least 5 days in advance, in accordance with the invitation procedures specified in these rules.	In exceptional cases, an invitation to attend the meeting may be made at least 3 business days in advance, in accordance with the invitation procedures specified in these rules.	Text updated
15	Third: Committee meetings	The Committee's decisions shall be taken by the majority of the members present, and in case of draw, the vote of the meeting chairman shall be the casting vote.	The Committee's decisions shall be taken by the majority of the members present, and in case of draw, the vote of the meeting chairman shall be the casting vote. Voting by proxy shall not be allowed.	Text updated as required by the new governance Rules issued by the Saudi Central Bank

# Attachment of agenda item No. 5

Table of Amendments of Board and Committees  
Membership Criteria Policy



## Table of Amendments of Board and Committees Membership Criteria Policy

S.N	Para.	Existing text	Proposed text	Reason
1	Preamble	In line with the issued supervisory requirements, this policy and procedures were prepared and approved by board of Bank AlJazira, at its meeting held on 12 Rajab 1442 H (February 24, 2021). It is intended that this policy and procedures, after having been endorsed, shall act as a general guide to help the Bank's Remuneration and Nomination Committee and Board of Directors in determining the selection criteria for executive and non-executive candidates nominated for board membership as well as the candidates nominated for the board committees and the Shari'a committee.	In line with the issued supervisory requirements, this policy and procedures were prepared and approved by board of Bank Aljazira, at its meeting held on .. ..... It is intended that this policy and procedures, after having been endorsed, shall act as a general guide to help the Bank's Remuneration and Nomination Committee and Board of Directors in determining the selection criteria for executive and non-executive candidates nominated for board membership as well as the candidates nominated for the board committees and the Shari'a committee. The general assembly to the Bank held on ..... approved the Board and committee membership criteria policy	Text and dates updated
2	Section 1: Definitions	<b>Board committees:</b> the sub-committees emanating from the Bank's Board of Directors, which formation, terms of reference and member selection are determined by the Board or General Assembly, and which members are appointed from among and out of the board Members, to assist the board in exercising its business and tasks. The scope of work and powers of board committees are determined in accordance with the terms of reference of each committee. The following committees have been formed: <ul style="list-style-type: none"> <li>• Executive Committee</li> <li>• Risk Committee</li> <li>• Audit Committee</li> <li>• Nominations and Remuneration Committee</li> <li>• Governance Committee</li> <li>• Social Responsibility Committee</li> </ul>	<b>Board committees:</b> the sub-committees emanating from the Bank's Board of Directors, which formation, terms of reference and member selection are determined by the Board or General Assembly, and which members are appointed from among and out of the board Members, to assist the board in exercising its business and tasks. The scope of work and powers of board committees are determined in accordance with the terms of reference of each committee. The following committees have been formed: <ul style="list-style-type: none"> <li>• Executive Committee</li> <li>• Risk Committee</li> <li>• Audit Committee</li> <li>• Nominations and Remuneration Committee</li> <li>• Social Responsibility Committee</li> </ul>	Governance committee has been removed
3	Section 1: Definitions		7. He holds a direct or indirect interest in the businesses and contracts made to the bank's account or any of its subsidiaries or group members	Text added as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
4	Section 1: Definitions	is a member of the Board of Directors of a company that has direct or indirect credit relationship with the Bank.		Text to be deleted and inserted in the above paragraph
5	Section 1: Definitions	has a credit relationship with the bank (credit cards, credit facility, guarantees, etc.) in his name or the name of a first-class relative, in excess of SAR 300,000.	has a credit relationship with the bank (credit cards, credit facility, guarantees, etc.) in his name or the name of a first-class relative, in excess of SAR one million.	Text updated as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank

## Table of Amendments of Board and Committees Membership Criteria Policy

S.N	Para.	Existing text	Proposed text	Reason
6	Section 1: Definitions	<b>Relatives:</b> The term "kinship/relatives" shall have the following meaning: - fathers, mothers, grandfathers, grandmothers, - sons and daughters and their children - brothers and sisters, siblings, and their children - husbands and wives.	<b>Relatives:</b> The term "kinship/relatives" shall have the following meaning: - fathers, mothers, grandfathers, grandmothers, - sons and daughters and their children - brothers and sisters, siblings - husbands and wives.	Text updated as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
7	Section 2: General policy	As a key requirement, each member of the Bank's Board of Directors, sub-committees and Shariah Committee shall have sound reputation, honesty and integrity, high competence, and ability to bear responsibility. He shall have leadership influencing qualities and be a good example to others. In this context, members should be able to supervise, follow up and guide the bank's affairs to achieve its strategic objectives; they shall comply with all applicable rules and regulations and guidelines issued by the Saudi Central Bank (SAMA).	As a key requirement, each member of the Bank's Board of Directors, sub-committees and Shariah Committee shall have sound reputation, honesty and integrity, high competence, and ability to bear responsibility. He shall have leadership influencing qualities and be a good example to others. In this context, members should be able to supervise, follow up and guide the bank's affairs to achieve its strategic objectives; they shall be aware of and comply with all applicable rules and regulations and guidelines issued by the Saudi Central Bank (SAMA).	Text updated as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
8	Section3: Procedural criteria for selection and and appointment of board directors – 3.1: Board of directors		It is recommended that the board selects an independent member for the chairman position and another member from within its members as deputy chairman. The board may appoint a managing director if required by the bank's Articles of Association.	Text added as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
9	Section3: Procedural criteria for selection and and appointment of board directors – 5.3: General Requirements	Not to accept the nomination of any candidate who is, simultaneously, a member of the boards of directors of five companies listed on the Saudi financial market, provided conflict of interest is avoided.	Not to accept the nomination of any candidate who is, simultaneously, a member of the boards of directors of five companies listed on the Saudi financial market. A member may not be a member of the board of more than 5 listed companies at the same time, and in case of conflict of interest, the member shall be subject to the conflict of interests policy.	Text updated as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
10	Section3: Procedural criteria for selection and and appointment of board directors – 2.6.3: Requirements relating to Audit Committee	The committee shall consist of 3 members at least.	The committee shall consist of 3 members at least, but not exceeding 5 members, all of whom shall be independent.	Text updated as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
11	Section3: Procedural criteria for selection and and appointment of board directors – 2.6.3: Requirements relating to Audit Committee	The Audit Committee shall be chaired by an independent or non-executive Board member.	The Audit Committee shall be chaired by an independent Board member.	Text updated as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank

## Table of Amendments of Board and Committees Membership Criteria Policy

S.N	Para.	Existing text	Proposed text	Reason
12	Section3: Procedural criteria for selection and and appointment of board directors – 2.6.3: Requirements relating to Audit Committee		None of them shall have any credit relationship with the bank in his name or in the name of any of his relatives, or in any capacity with the bank, members of the board or executive staff.	Text added as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
13	Section3: Procedural criteria for selection and and appointment of board directors – 8.3: Central Bank(SAMA) approval and notification of supervisory authorities		The Central Bank's written no-objection must be obtained before nomination of any person for the membership of the Board of Directors and its sub-committees or appointment of any executive position holders as per related Central Bank's instructions. The Central Bank must also be notified in writing upon acceptance of resignation/termination, end of membership of any of the Board members and sub-committees, or if the independency of any independent member becomes void, within 5 business days.	Text added as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
14	Section3: Procedural criteria for selection and and appointment of board directors – 93: appointment of board directors	Any or all members may re-run for the board membership many times, however, a member's board or sub-committees' membership shall, preferably, not exceed 12 consecutive years.	Any or all members may re-run for the board membership many times, however, a member's board or sub-committees' membership shall, preferably, not exceed 12 consecutive or non-consecutive years.	Text updated as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
15	Section3: Procedural criteria for selection and and appointment of board directors – 13.3: Assessment of the Board and sub-committee business	The Bank, in coordination with the Board of Directors, shall conduct an annual assessment to ensure fulfillment of the independency criteria of any independent member and that there are no relationships or circumstances that affect or may affect his membership classifications.	The Bank, in coordination with the Board of Directors, shall conduct an annual assessment to ensure fulfillment of the independency criteria of any independent member and that there are no relationships or circumstances that affect or may affect his membership classifications. A member shall notify the board in case of the occurrence of any events that affect independency criteria.	Text updated as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
16	Section4: Key responsibilities of the board members		Ensure that an effective system is in place for assessment of the performance of bank employees at all levels objectively and systematically. In particular, assessment of the performance of executive management must be based on the long-term and not limited to one year's performance only.	Text added as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
17	Section4: Key responsibilities of the board members		To perform the tasks and responsibilities assigned to them through clear and appropriate procedures. The Board shall review the effectiveness of these procedures on an ongoing basis, identify weaknesses and make the necessary changes when needed.	Text added as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank

## Table of Amendments of Board and Committees Membership Criteria Policy

S.N	Para.	Existing text	Proposed text	Reason
18	Section4: Key responsibilities of the board members		To form the executive management, organize its work, monitor and supervise it, and ensure its performance of the tasks assigned thereto.	Text added as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
19	Section4: Key responsibilities of the board members		To select senior executives and ensure there is in place an appropriate policy of succession for appointment of qualified replacements who hold the the required skills.	Text added as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
20	Section4: Key responsibilities of the board members 2.4: Conflict of interests	A Board member must inform the Board (without delay) of any potential conflicts of interest and shall not vote at any decisions that may affect the interests of the Bank, depositor,s and shareholders.	A Board member must inform the Board (without delay) of any direct or indirect interest in the business and contracts. He shall not vote at any decisions that may affect the interests of the Bank, depositor's and shareholders.	Text updated as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank
21	Section4: Key responsibilities of the board members 5.4: Attendance of Board and committee meetings	As per the Bank's Articles of Association and Bank Aljazira governance document, the board shall hold 4 meetings at least each year, or one meeting every three months. Each member of the board is expected to attend these meetings and participate effectively in their deliberations.	As per the Bank's Articles of Association and Bank Aljazira governance document, the board shall hold 4 meetings at least each year, or one meeting every three months. Each member of the board is expected to attend these meetings and participate effectively in their deliberations. It is preferable for non-executive and independent members to hold closed meetings, at least one meeting per year, apart from the the executive members	Text updated as per requirements of the new Companies Governance Rules issued by the Saudi Central Bank