

**Saudi National Bank**  
**البنك الأهلي السعودي**

## Extraordinary General Assembly Meeting

(First Meeting) by means of  
modern technology

24/09/1442H

06/05/2021G



# Agenda Items

#	Item
1	Voting on the Board of Directors' Report for the fiscal year ending on 31/12/2020.
2	Voting on the Bank's financial statements for the fiscal year ending on 31/12/2020.
3	Voting on the External Auditors Report on the Bank's accounts for the fiscal year ending on 31/12/2020.
4	Voting on the Board's recommendations to distribute dividends amounting to (3,582,400,000) SAR to the shareholders for the financial year of 2020G, in the amount of 80 Hallah per share which is 8% of the shares nominal value. Provided that the entitlement to dividends is for shareholders holding the shares by the end of the trading day of the assembly date, and who are registered in the Company's shareholders registry held with the Securities Depository Center Company (Edaa) at the end of the second trading day following the entitlement date, and provided that the distribution of dividends begins on (23/05/2021 G)
5	Voting on delegating the Board of Directors to distribute interim dividends on a biannual / quarterly basis for the fiscal year 2021.
6	Voting on the appointment the external auditors from among the candidates based on the Audit Committee's recommendation. The appointed auditors shall examine, review and audit the (first, second, third,) quarters and the annual financial statements of the fiscal year 2021, along with determining their fees.
7	Voting on paying an amount of (4.850.000) Riyals as remuneration to the Board members for the fiscal year ending on 31/12/2020G.
8	Voting on the discharging the Board members from any liabilities for the fiscal year 2020.
9	Voting on the Board's resolution to appoint Mr. Ammar bin Abdul Wahid Al-Khudairi as a (non-executive) Board member, starting from the date of his appointment on 01/04/2021 to complete the Board term until the end of the current term on 14/05/2021, as per the merger agreement. (Resume attached)
10	Voting on the Board's resolution to appoint Mr. Yazeed bin Abdulrahman Al-Humied, as a (non-executive) Board member, starting from the date of his appointment on 01/04/2021 to complete the Board term until the end of the current Board term on 14/05/2021, as per the merger agreement. (Resume attached)

11	Voting on amending the Policy, Criteria and Procedures for Nomination to the Membership of the Board of Directors(Attached).
12	Voting on amending the Remuneration Policy for Board and Board Committees Members (Attached).
13	Voting on allocating (3,241,313) shares from the current treasury shares, which are a result of the merger transaction to the sixth cycle of the Key Employee Executive Plan.
14	Voting on electing members of the Board of Directors from among the candidates for the next Board cycle, which starts on 15/05/2021 and lasts for three years, and ends on 14/05/2024. Noting that if the voting results do not enable the Bank to appoint the minimum number of independent members in the Board according to the regulatory requirements, non-independent members will be replaced by independent members according to the number of votes they will obtain. (Resumes of candidates are attached).
15	Voting on the formation of the Audit Committee, defining its tasks, its Charter, and remuneration for its members for the next cycle, which begins on 05-15-2021 and ends on 05-15-2024, noting that the candidates (whose Resumes are attached) are: Dr. Abdul-Rahman Muhammad Al-Barrak Dr. Khaled Muhammad Al-Tawil Mr. Ali Suliman Al-Ayed Mr. Abdulaziz Suliman Al-Ateeqi
١٦	Voting on delegating to the Board of Directors the authorization powers of the General Assembly stipulated in paragraph (1) of Article 71 of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies.
17	Voting on the business and contracts concluded between the Bank and Bupa Arabia for Cooperative Insurance Co "Bupa" and with which a member of the Board of Directors Mr. Zaid bin Abdulrahman Al-Qwaiz has an indirect interest as he holds the position of board member at Bupa, which is a contract to provide medical insurance services to the National Commercial Bank's employees for the year 2021, this contract was made through competition without any preferential treatment or conditions with a total amount of 189.680.265 Saudi riyals. (attached)
18	Voting on the business and contracts concluded between the Bank and the ELM information security company (related party) in which the following members of the Board of Directors representing the Public Investment Fund: Mr. Saeed bin Muhammad Al-Ghamdi; Mr. Rashid bin Ibrahim Sharif; Mr. David Meek; Mr. Marshall Bailey. have indirect interest in it, where the ELM information security company (related party) is wholly owned by one of the major shareholders of the Bank (the Public Investment Fund), it is a Customers Mobile Number Validation through Tahqoq Service, for a period of one year, and this contract was made without any preferential conditions or benefits, at a cost of 18,400,000 Saudi riyals. (attached)

19	Voting on the business and contracts concluded between the Bank and Saudi Credit Bureau Company (SIMAH), with which a member of the Board of Directors, Mr. Saeed Muhammad Al-Ghamdi, has an indirect interest, was where he serves the Chairman of (SIMAH) until 07/04/2020., which is a contract for through subscribing in the SIMAH Check for Credit Limit Increase Lead of Customers, this contract was made any preferential conditions or benefits, at a cost of 131.429 Saudi riyals. (attached)
20	Voting on the business and contracts concluded between the Bank and the Saudi Telecom Company (STC), with which a member of the Board of Directors, Mr. Rashid bin Ibrahim Sharif, has an indirect interest, where he is a member of the Board of Directors in the Saudi Telecom Company, which is a contract to Renewal of the Bulk SMS Contract for 2021, this contract was made through competition without any preferential conditions or benefits, at a cost of 96,410,250 Saudi riyals. (attached)
21	Voting on the business and contracts concluded between the Bank and Saudi Telecom Company Solutions, with which a member of the Board of Directors Mr. Rashid bin Ibrahim Sharif, has an indirect interest, where he serves as a member of the board of directors of STC, which is a contract for Renewal of Microsoft License Agreement". for a period of three years, and this contract was made by competition without any preferential conditions or benefits, at a cost of 63,247,258 Saudi riyals. (attached)
22	Voting on the business and contracts concluded between the Bank and Saudi Telecom Company Solutions, with which a member of the Board of Directors Mr. Rashid bin Ibrahim Sharif, has an indirect interest, where he serves as a member of the board of directors of STC, which is a contract for Renewal of Arbor Cloud for DDoS, for 3 years (28 March 2020 – 27 March 2023]" this contract was made by competition without any preferential conditions or benefits, at a cost of 2,116,446 Saudi riyals. (attached)
23	Voting on the business and contracts concluded between the Bank and the Saudi Telecom Company (STC), with which a member of the Board of Directors, Mr. Rashid bin Ibrahim Sharif, has an indirect interest, where he is a member of the Board of Directors in the Saudi Telecom Company, which is a contract to the renewal of the IP-VPN Services Contract for 3 years (01/01/2021 – 31/12/2023), this contract was made through competition without any preferential conditions or benefits, at a cost of 73,153,989 Saudi riyals. (attached)
24	Voting on the business and contracts concluded between the Bank and Saudi Telecom Company Solutions, with which a member of the Board of Directors Mr. Rashid bin Ibrahim Sharif, has an indirect interest, where he serves as a member of the board of directors of STC, which is a contract for Renewal of POS Communication Network contract for a period of one year, and this contract was made by competition without any preferential conditions or benefits, at a cost of 24,840,000 Saudi riyals. (attached)
25	Voting on the business and contracts concluded between the Bank and the Saudi Telecom Company(STC), with which a member of the Board of Directors Mr. Rashid Sharif has an indirect interest as he holds the position of a board member at STC, which is a rental contract of four multiple automated teller machine (ATM) location, for a period of five years,

	and this contract was made by competition without any preferential conditions or benefits, at a cost of 550,000 Saudi riyals. (attached)
26	Voting on the business and contracts concluded between the Bank and the Saudi Telecom Company(STC), with which a member of the Board of Directors Mr. Rashid Sharif has an indirect interest as he holds the position of a board member at STC, which is a rental contract of seven multiple automated teller machine (ATM) location, for a period of three years, and this contract was made by competition without any preferential conditions or benefits, at a cost of 765,000 Saudi riyals. (attached)
٢٧	Voting on the business and contracts concluded between the Bank and Panda Retail Company, with which a member of the Board of Directors Mr. Anees Moumina has an indirect interest as he holds the position of Vice Chairman at Panda Retail Company, which is a rental contract of Twenty-three multiple automated teller machine (ATM) location, for a period of three years, and this contract was made by competition without any preferential conditions or benefits, at a cost of 9,070,000 Saudi riyals. (attached)
28	Voting on the business and contracts concluded between the Bank and the Saudi Arabian Military Industries Company (related party) in which the following members of the Board of Directors representing the Public Investment Fund: Mr. Saeed bin Muhammad Al-Ghamdi; Mr. Rashid bin Ibrahim Sharif; Mr. David Meek; Mr. Marshall Bailey. have indirect interest in it, where the Saudi Arabian Military Industries Company (related party) is wholly owned by one of the major shareholders of the Bank (the Public Investment Fund), which is the sale of the entire share of shares amounting to (10%) in the Advanced Electronics Company, to the Saudi Military Industries Company (related party) with a total amount less than (1%) of the Bank's total revenues according to the latest financial statements. (attached)
29	Voting on the business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Makki Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of agreement for (Digital Vision Program), this contract was made by competition without any preferential conditions or benefits, for a period of 12 months, at a cost of 42,550,000 Saudi riyals. (attached)
30	Voting on the business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of agreement to provide consulting services related to AlAhli Esnad, for a period of 2.25 months (01/09/2020 until 09/11/2020), this contract was made through competition without any preferential conditions or benefits, at a cost of 1,725,000 Saudi riyals. (attached)

31	Voting on the business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of Signing a Consultancy Services Agreement to support the merger project with "Samba" for IT Integration, for a period of 3.5 months (22/07/2020 until 21/11/2020), this contract was made through competition without any preferential conditions or benefits, at a cost of 5.635.000 Saudi riyals. (attached)
32	Voting on the business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of agreement for NCB Mobile App Performance Remediation, this contract was made through competition without any preferential conditions or benefits, for a period of four months, at a cost of 1,530,000 Saudi riyals. (attached)
33	Voting on the business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of agreement for Support Services for NCBC's Charles River System, for a period of 60 months, this contract was made through competition without any preferential conditions or benefits, at a cost of 9,293,438 Saudi riyals. (attached)
34	Voting on the business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract for consultancy services related to the Bank's Data Strategy, for a period of three months, this contract was made through competition without any preferential conditions or benefits, at a cost of 2,167,000 Saudi riyals. (attached)
٣٥	Voting on the business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Makki Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of signing an agreement for (Digital Vision Program - Additional Scope) for a period of 6 months , this contract was made by means of competition without any preferential conditions or benefits, with a total amount of 8,326,000 Saudi riyals. (attached)
36	Voting on the business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Makki Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of signing an agreement for IT Integration Program – NCB/Samba Merger for a period of 4 months , this contract was made by means of competition without any preferential conditions or benefits, with a total amount of 2,518,500 Saudi riyals. (attached)

٣٧	Voting on the business and contracts concluded between the Bank and Etihad Etisalat Company (Mobily), with which a member of the Board of Directors, Mr. Zaid bin Abdulrahman Al- Qwaiz, has an indirect interest where the member's brother holds the position of Chairman of the Board of Directors of Etihad Etisalat Company (Mobily) as a representative of the General Organization for Social Insurance, which is a contract to process the pending invoice payment of Mobily Bulk SMS to Etihad Etisalat Co. (Mobily), for the period from 13 Sep 2019 till Dec 2019, this contract was made by competition without any preferential conditions or benefits, at a cost of 7,168,535 Saudi riyals. (attached)
٣٨	Voting on the business and contracts concluded between the Bank and Alkhaleej Training & Education, with which a member of the Board of Directors, Mr. Zaid bin Abdulrahman Al- Qwaiz, has an indirect interest where the member's brother holds the position of the Board of Directors of Alkhaleej Training & Education, which is a contract to Training Course - ITIL 4 Managing Professional Transition for NCB employees, this contract was made by competition without any preferential conditions or benefits, at a cost of 51,750 Saudi riyals. (attached)

# Audit Committee Annual Report 2020



## Introduction

The existence of an effective internal control system is one of the main responsibilities of the Board of Directors. Also, the Audit Committee is one of the most important committees in publicly listed joint stock companies for its effective role in internal and external auditing and internal control. The main task of the Audit Committee is to verify the adequacy of the internal control system and its effective implementation and development of systems and plans related to these activities and follow up their implementation and follow-up on the Bank's compliance with the applicable regulations and standards. The Committee also has the right to make recommendations to the Board of Directors which will activate the control systems and develop them to achieve the company's objectives and protect the interests of shareholders and investors and always work in accordance to the highest standards of transparency in performance.

In this regard, the Committee has consistently fulfilled its responsibilities in accordance with the Charter of the Audit Committee, approved by the Board of Directors in its resolution No. 20/BoD/20 dated 05/03/2020, and will be presented to the General Assembly of the Bank, for approval; In accordance with the Rules and Guidelines for Organizing Audit Committees in Saudi Banks and the Corporate Governance Principles for Saudi Banks issued by the Saudi Central Bank (SAMA) and the updated Companies Law, issued by Royal Decree No. M / 3 dated 01/28/1437 AH, and the Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution No. 8-16-2017 and the date 16/16 / 1438H, which was amended according to the Resolution of the Capital Market Authority Board No. 3-57-2019, dated 15/9/1440 AH corresponding to 04/23/2018, and the Corporate Governance Framework of the National Commercial Bank, approved by the Board of Directors in September of the year 2020AD.

## The Audit Committee Formation

The Extraordinary General Assembly of the Bank, in its meeting, held on May 15, 2018, agreed to form the Audit Committee and determine its role and remuneration of its members for the current session, which started from 05/15/2018 to 14/05/2021, as decided by the Board of Directors on 05/17 2018 AD Approving the appointment of Mr. Muhammad Bin Ali Alhokal - Member of the Board of Directors (independent member), as Chairman of the Audit Committee, and the General Assembly approved this appointment at its meeting on 04/10/2019.

## Main Roles and Responsibilities of the Audit Committee

The Audit Committee shall be accountable to the Board of Directors and assist the Board in carrying out its responsibilities as follows:

## Financial Reports

- Monitor the financial position of the Bank and verify the integrity and reliability of the financial statements by working with the Finance Group.
- Evaluating the appropriateness of the accounting methods used in the Bank.
- Monitor any official statements related to the bank's financial performance.

## Internal Audit and Internal Control Processes

- Evaluate the adequacy and appropriateness of the internal control system, the Internal Audit Division, Risk Management Group, Compliance Division and Legal and Counselling Group, and the Anti-Fraud Department.
- Review internal audit plans and reports.
- Maintaining / protecting the Bank's assets by knowing and understanding the risk environment that the Bank might be exposed to and determining and how to deal with these risks.
- Assessing compliance with laws and regulations.

## Ensuring Compliance and Combating Money Laundering

- Evaluating the results of changes in the legal and regulatory framework for control systems within the Bank.
- Verify compliance with internal policies and procedures.
- Verify the commitment to implement a sound anti-money laundering program.

## Nomination of the External Auditor and Follow-up on their Performance

- The Committee recommend nominating the external auditors to the Board of Directors, in order for the Board to obtain the approval of the General Assembly on the appointment, re-appointment, or removal of the external auditors.
- Recommend the determination of the External Auditor's remuneration / fees
- Regular communication with the External Auditors, checking reports issued by them,
- Discussing these reports with the External Auditors.
- Reviewing and monitoring the independence of the external auditors.
- Develop and implement a policy on the External Auditor's provision of non-audit services
- Evaluating other services that are not related to the audit process by the External Auditors.

## Meetings of the Audit Committee in 2020G

During the year 2020G, the Committee held ten meetings. The attendance of the members was according to the following schedule:

Name	Membership	Attendance	Meetings									
			٢٩ Dec	٢٩ Nov	٢٠ Oct	١٧ Sep	٢٠ July	٧ Jun	٢٣ Apr	١٩ Feb	٢٣ Jan	٢١ Jan
Muhammad Ali Al-Hokal	Chairman of the Committee	100%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Dr.Khaled Mohammed Al-Tawil	Member	100%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Dr.Abdulrhman Mohammed Al-Barrak	Member	100%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Abdulrahman Mohammed Al-Odan	Member	100%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Hani Sulaiman Al-Shodokhi	Member	100%	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

## The Committee's Main Activities During the year 2020:

The Committee carried out its duties and responsibilities during the fiscal year 2020, in accordance with its Charter as follows:

### 1- The Internal Audit:

The internal audit provides the necessary assurance to the audit committee on the efficiency of the bank's internal control system, the extent of adherence to the policies and procedures followed. In Addition, there is a close relationship between the Audit Committee and internal auditor based on the goals and responsibilities of internal audit. the Internal Audit Division is responsible for the efficiency and effectiveness of internal control systems, and in light of this The committee carried out the following activities:

- Review the performance and achievements of the Internal Audit Division for the year 2020 in accordance with the approved plan.
- Discussing and adopting the updated internal audit charter on 29/12/2020.
- Discussing and adopting the plan of the Internal Audit Division and its budget for 2021.

On the other hand, the committee discussed the following issues through periodic reports and in its meeting:

- Periodic reports of internal audit work during the year 2020.
- Recruitment plan and strategy, attracting appropriate national competencies, training and professional development to obtain the professional certificates necessary to carry out internal audit work efficiently and effectively.
- Periodic reports to track progress in closing observed observations.
- Periodic reports to follow up on the corrective plan to address SAMA observations contained in the comprehensive examination report and the notes that have been reopened to ensure that those observations are closed within a specific timetable.

- Periodic reports of unclaimed accounts and encoded accounts.
- Periodic reports to follow up on pending issues with various business lines and find solutions to close observations, especially those related to the amendment to technical regulations according to a specific time frame and the delegation of Authority Matrix.
- Monitor, follow up, process and close all observations resulting from the internal audit work, and those observations from the Compliance Division, as well as from the External Auditor, and also observations from the Saudi Central Bank.
- External evaluation of the internal audit.
- The external assessment project for compliance and implementation of the proposed plan to address the defects and shortcomings or those which raise the level of performance of internal control systems IIA Compliance Project (periodic report).
- Oversight of the subsidiaries.
- Internal audit initiatives.
- Initiatives Bank-wide.
- A project for managing, controlling and matching suspense accounts and setting plans and controls in light of fraudulent cases involving these accounts.
- Control KPIs.
- Amendments of organizational structure of the Internal Audit Division.
- Top 10 risks
- Budget for advisory services versus the actual.
- Recent SAMA visits.
- Update progress on 2019 and 2020 Audit Plans.
- IT Disaster Recovery.
- 2020 NCB Potential Challenges (prior to Covid-19 Crisis).
- 2020 Challenges for IA (prior to Covid-19 Crisis).
- Branch Audit Improvement Program.
- Long Outstanding High Risk Audit Issues.
- 2020 Audit Ratings.
- IA BCP.
- Revised Approval Matrix for Extensions.
- Annual Confirmation on IA Independence.

## 2. The External Auditors:

The External Auditors submit their periodic reports to the board of directors through the Audit Committee, which enhances their independence and the objectivity of the Bank's review process and regular meetings / or when necessary became important and essential between the external auditors and the committee, to enhance this independence, and accordingly the Committee carried out the following activities:

- Verify the independence, integrity and effectiveness of the external auditors in accordance with relevant rules and standards
- The Committee has reviewed the reports of the external auditors and observations on the financial statements.
- Discussing and following up the work plan of the external auditors for the year 2020.
- Discussing the Management Letter for the year 2019, and recommending it to the Board of Directors for approval.
- Approving the financial statements and clarifications for the financial year ended 31/12/2020, and recommending it to the Board of Directors for approval.

- Recommend the reappointment of the external auditors, Ernst & Young, and KPMG, to carry out the external audit functions of the bank's business for the fiscal year 2021, and recommend this appointment to the Board of Directors for approval and recommendation to the General Assembly for approval.
- The plan of the external auditors

### 3. Compliance

Adherence to regulations and instructions is one of the most important foundations and success factors in financial institutions. Compliance Division plays a fundamental role in supporting the bank's commitment to regulations, laws and instructions, by informing the audit committee of the most important obstacles and requirements for compliance with instructions and regulations issued by official authorities, and in light of this, the committee has carried out the following activities:

- Reviewing the extent of compliance with the relevant laws, regulations, policies and instructions, and developing the necessary policies and procedures to reach the highest levels of compliance culture at the Bank level.
- Discussing the periodic reports of the Compliance Division for the year 2020.
- Discussing the periodic reports of the Compliance Committee's work for the year 2020.
- The performance and achievements of the Compliance Division for the year 2020, in accordance with the plans established.
- Discussing periodic reports on the results of the internal audit with regard to cases of non-compliance in managing various businesses.
- Discussing and approving the annual Compliance report for the year 2020, and recommending it to the Board of Directors for approval in preparation for its approval and submitting it to the Saudi Central Bank.
- Discussing and adopting the Annual Compliance Program for the year 2020.
- Review and approve the Compliance Policy.
- Review and approve AML Policy.

On the other hand, the Committee reviewed and discussed the following topics through periodic reports:

- Violations of non-compliance with the regulations and instructions monitored by various business lines.
- A visit to the SAMA to inspect the Compliance Division.
- SAMA reopened Observations.
- Singapore Branch: Anti-Money Laundering and Sanction Screening Systems.
- Executive summary on the data quality project (PWC).
- Detailed Compliance Plan for 2020.

### 4. Financial Reports:

One of the fundamental requirements of the financial statements is to ensure the integrity of financial reports and accounts, through communication and meetings with management and external auditors to review financial statements and audit results, review accounting principles and practices

and any change that may occur and ensure their compatibility with IFRS, GAAP, statutory requirements, and accounting standards imposed by the Saudi Central Bank.

In light of this, the Committee has verified the fairness, integrity and transparency of the financial statements through the following activities:

- Discuss the preliminary quarterly financial statements for the year 2020, and recommend to the Board of Directors for approval.
- Discussing the financial statements and clarifications for the financial year ending on 31/12/2020, and recommending it to the Board of Directors for approval.
- Review the draft letter of representation and the SAMA certificate draft.
- Review the report of the Board of Directors regarding the annual financial statements for the fiscal year ending 31/12/2020.

On the other hand, the Committee reviewed and discussed the following topics through periodic reports:

- VAT periodic reports.
- Zakat Periodic reports.
- IFRS 16 Annual Report.
- Comparative performance reports.

## 5. Risk Management:

The NCB Risk Management Group scope of is centered on controlling and reducing the business risks carried out by the Group, and the Bank's Risk Group is responsible of submitting updates on the latest developments in the implementation of Basel requirements in the Bank and the Basel related clarifications that have been approved and disclosed on the Bank's official website, and the following topics were discussed:

- Fraud prevention followed method, and the procedures taken to prevent fraud in the future.
- Semi-annual disclosures relating to Basel III Pillar 3.

## 6. Information Security:

Information security systems are considered one of the most important aspects that the Audit Committee must follow- up on , in addition to its development due to the possibility of facing risks that may affect the Bank and its operations, as the information security risk management provides the Committee with appropriate assurances about the efficiency and effectiveness of the security system for information and technical development in general, and in this light, The Committee discussed the following topics through periodic reports:

- Cyber security.
- Disaster Recovery Live Test.
- COVID19 InfoSec Response Activities.
- NCB InfoSec Structure Updates.

## 7. The Legal Affairs:

The Committee reviews and discusses the special report on legal cases, the adequacy of the legal documents that strengthens the Bank's position in these cases, and the integrity of the legal position in these legal cases. In light of this, the Committee reviewed and discussed the reports of the following topics:

- Legal issues affecting the reputation and financial position of the National Commercial Bank.

- SAMA's Shariah Governance Framework.
- Legal cases of NCBC.
- Study on implementing the new bankruptcy system.
- The process of the fraud handling based on the fraud cases classification and the time frame.
- Anti-Financial Fraud Statistics Recommendations Actions & Incidents Report.

## 8. Other Activities:

The Committee reviewed and discussed the following topic reports and policies:

- 360 comprehensive program for customer inquiring in all bank systems (IT).
- Top Information Technology (IT) risks.
- Auditing the basic banking systems.
- NCB Subsidiaries' Corporate Governance Manual Rules and Procedures.
- 2020 Audit Committee Plan.
- IT Production Resources Strategic Plan.
- High Potential DTG Risks.

## 9. Annual Financial Statements for the Fiscal Year Ending on 31/12/2020:

After reviewing the annual financial statements for the fiscal year ending 31/12/2020, the committee believes that the financial statements, in all material respects, comply with all relevant standards, requirements and regulations.

The Committee recommended to the Board of Directors the approval of the annual financial statements for the fiscal year ending on 31/12/2020.

## Effectiveness of Internal Control Procedures Report:

### - Internal Controls

Executive management is responsible for establishing and maintaining an adequate and effective internal control system. This includes processes and procedures that the executive management, under Board supervision, has put in place to achieve its strategic aspirations, protect its assets.

NCB Management has adopted an integrated internal controls framework in accordance with SAMA guidelines. The internal controls system begins with corporate governance that defines the roles and responsibilities of the Board of Directors and its sub-committees: Executive Committee, Audit Committee, Risk Committee, and Compensation, Nomination, and Governance Committee. Also, the management committees support the Board of Directors in monitoring and addressing key risks associated with strategy, financial performance, technology, asset and liability management, credit, operations, legal and regulatory, and information security. Rigorous and integrated efforts are made by all the Bank's businesses to improve the efficiency and effectiveness of the control environment at process levels, through continuous reviews and consistent and integrated procedures to prevent and rectify control deficiencies. Each business in the Bank, under the supervision of senior executive management, is entrusted with the responsibility to oversee rectification of control deficiencies identified by its own risk and control self-assessment process and also by internal and external auditors.

The scope of Internal Audit Division (IAD) includes the assessment of the adequacy and effectiveness of the internal control system, as well as to ensure the implementation of and compliance with all applicable policies and procedures. The Compliance Division ensures adherence to the regulatory

requirements through the Compliance Monitoring. All significant and material findings from IAD reviews and corrective actions are reported to senior executive management and the Audit Committee. The Audit Committee actively monitors the adequacy and effectiveness of the internal control system to ensure that identified risks are mitigated. The Board of Directors has access to all internal audit reports, internal control reviews, risk management, and other relevant reports. These are reviewed regularly to provide an ongoing assessment of the effectiveness of the internal control system to discover any deficiency in its practical application and treat any deficiency that may arise as a result of the change of circumstances.

## - Annual Review Results of the Effectiveness of Internal Control Procedures

For 2020, audits of the effectiveness of the internal controls conducted during the year confirmed that systems and procedures for the identification, evaluation, and management of the significant risks that may be faced by the Bank were in place and applied throughout the year. In general, there were no material or significant deficiencies in the control environment. After assessing the effectiveness of the internal control procedures and ongoing evaluation of internal controls carried out during the year, management considers that the existing internal control system is operating effectively, and is monitored consistently. Management continuously strives to enhance and further strengthen the internal control system.

## - The Audit Committee's Opinion:

Based on the periodic reports presented to the Audit Committee during the fiscal year ending on December 31, 2020, by the Internal Audit Division, the Compliance Division, the Bank's Auditors, and the Compliance Committee, and based on the above of the annual audit results of the effectiveness of the internal control procedures, the Audit Committee confirms that the internal control procedures did not indicate that there are any fundamental gaps in the control environment for the Bank's business, that may affect the integrity and effectiveness of the efficiency of the financial and operating systems, controls and procedures, and that the evaluation of the controls applied by the executive management is ongoing throughout the year.



# Attachments of the Item No. 9

## CV Template for the Nominee

A) Personal Information of the Nominee						
Full Name	Ammar Abdulwahed Faleh Alkhudairy					
Nationality:	Saudi	Date of Birth:	02/07/1963			
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of the Awarding Entity		
1	Bachelor's degree	Civil engineering	1983	George Washington University (USA)		
2	Master's degree	Engineering Administration	1984	George Washington University (USA)		
C) Work Experience of the Nominee						
Term	Areas of Experience					
2021 - Present	Chairman – Saudi National Bank					
2019 –2021	Chairman - Samba Financial Group					
2014 – Present	GM - Amwal Capital Partners (Asset Management)					
2014 – 2018	Board Member – Banque Saudi Fransi					
2018 – 2019	Board Chairman – Goldman Sachs Saudi Arabia					
2008 – 2018	Board Chairman – Morgan Stanley Saudi Arabia					
2000 – 2013	Board Member - Savola 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	Nature of the membership	Committees Membership	Legal form of the company
1	Saudi National Bank	Financial & Banking	Non-executive	in personal capacity	EXCOM	Listed Company
2	Almarai	Food & Beverage	Independent	in personal	Nomination	Listed

				capacity	and Remunerat ion and the Executive committee	Company
3	Saudi Pharmaceutical Industries & Medical Appliances Corporation (SPIMACO)	Pharmaceutical	Non-executive	in personal capacity	ExCom and Investment Committee	Listed Company

# Attachments of Item No. 10

## CV Template for the Nominee

A) Personal Information of the Nominee						
Full Name	Yazeed Abdulraman I. Alhumied					
Nationality:	Saudi	Date of Birth:	16/08/1403H			
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of the Awarding Entity		
1	Bachelor's degree	Business Administration and Accounting	2004	KSU		
C) Work Experience of the Nominee						
Term	Areas of Experience					
2021 - Present	Head of Local Holdings Investments Division - PIF					
2016 -2020	Chief of Staff - PIF					
2015 -2016	Advisor - PIF					
2014 -2015	Manager - Merger and Acquisition Dep - CMA					
2013 -2014	Advisor of Governor - CMA					
2008 -2012	Senior Specialist in the Merger and Acquisition Dep - CMA					
2004 -2008	Senior Advisor at PwC					
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	Nature of the membership	Committees Membership	Legal form of the company
1	National Security Services Company	Security	nonexecutive	representative of legal person	Nomination & Remuneration	Joint Stock Company

					Committee	
2	Saudia	Aviation	nonexecutive	representative of legal person	AC	Governmental Entity
3	Flyadeal	Aviation	nonexecutive	representative of legal person	AC	Joint Stock Company
4	Civil Aviation Holding	Investment	independent	in personal capacity	Investment Committee and ExCom	Joint Stock Company
5	Tadawul	Capital Market	nonexecutive	representative of legal person	AC	Joint Stock Company
6	Richard Attias	Strategic Communication	nonexecutive	representative of legal person	-	Joint Stock Company

# Attachments of Item No. 11

Voting on amending the Policy, Criteria and Procedures for Nomination to the Membership of the Board of Directors

Article in English Before Amendment	Article in English After Amendment
<p><u>New</u></p>	<p><b>Part two:</b></p> <p><b>2. Conditions for nomination to the Board of Directors</b></p> <p>The Member of the Board is required to be professionally capable and has the required experience, knowledge, skill and independence, which enable him/her to perform his/her duties efficiently. He/she shall have the following qualifications in particular:</p> <ol style="list-style-type: none"> <li>1) The candidate for membership of the council must not have been previously convicted of a crime against honor and honesty, and he should not be insolvent or bankrupt or become unfit for membership of the council in accordance with any system or instructions in effect in the Kingdom.</li> <li>2) The member of the Board should not occupy the membership of more than five companies listed in the financial market at the same time, provided that none of those companies should have any bank licensed in the Kingdom of Saudi Arabia.</li> <li>3) That the member of the board of directors represents all the shareholders, and that he abides by what is in the interest of the bank in general and not what fulfills the interests of the group he represents or who voted for his appointment in the board of directors.</li> <li>4) The independent member must enjoy complete independence in his position and decisions, and none of the independence symptoms stipulated in Article (20) of the Corporate Governance Regulations issued by the Capital Market Authority, and independence symptoms mentioned in the main principles of banking governance issued by the Saudi Central Bank.</li> <li>5) Ability to lead: He/she shall enjoy leadership skills which enable him/her to delegate powers in order to enhance performance and apply best practices in</li> </ol>



effective management and compliance with professional ethics and values.

6) Competency: He/she shall have the academic qualifications and proper professional and personal skills as well as an appropriate level of training and practical experience related to the current and future businesses of the Company and the knowledge of management, economics, accounting, law or governance, as well as the desire to learn and receive training.

7) Ability to guide: He/she shall have the technical, leadership, and administrative competencies as well as the ability to take prompt decisions, and understand technical requirements and developments related to the job. He/she shall also be able to provide strategic guidance and long-term planning and have a clear future vision.

8) Financial knowledge: He/she shall have the ability to read and understand financial statements and reports.

9) Physical fitness: He/she shall not suffer from any health issue that may hinder him/her from performing his/her duties and responsibilities.

10) Each member of the Board shall comply with the principles of truthfulness, honesty, loyalty, and care of the interests of the Company and its shareholders, and prioritize their interests over his/her personal interests. This shall include, in particular, the following:

A. Truthfulness: is achieved when the relationship between the Board member and the Company is an honest professional relationship, and he/she discloses to the Company any significant information before entering into any transaction or contract with the Company or any of its affiliates.

B. Loyalty: is achieved when the Board member avoids transactions that may entail conflicts of interest and ensures fairness of dealing, in compliance with the provisions relating to conflicts of interest in these Regulations.

	<p>C. Care: is achieved by performing the duties and responsibilities set forth in the Companies Law, the Capital Market Law and their implementing regulations and the Company's bylaws and other relevant laws.</p> <p>11) That the candidate be a natural person who is not less than (35) years old, whether he is applying in his personal capacity or representing a legal person.</p> <p>12) The diversity in academic qualification and work experience should be taken into consideration, and priority should be given to running for the required needs of those with appropriate skills for membership in the Board of Directors.</p> <p>13) The candidate's commitment, if elected to the Board of Directors' membership, to provide the required disclosures in accordance with the Conflict of Interests Policy of the Board members and members of the committees emanating from the Board.</p>
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Article in English Before Amendment	Article in English After Amendment
<u>New</u>	<p><b><u>Part Three:</u></b></p> <p><b>3. Disclosure of Conflicts of Interest by the Nominee</b></p> <p>A person who desires to nominate himself/herself for the membership of the Board shall disclose to the Board or the General Assembly any cases of conflicts of interest, including:</p> <p>1) having direct or indirect interest in the contracts and businesses entered into for the benefit of the Company in which he/she desires to be nominated to the Board.</p> <p>2) engaging in business that may compete with the Company or any of its activities.</p>

Article in English before amendment	Article in English after amendment
<p>Article (2):</p> <p><b>Nomination procedures for membership of the Board of Directors:</b></p>	<p>Article (4.4):</p> <p><b>Nomination procedures for membership of the Board of Directors:</b></p>

<p>If the candidate has previously served on the membership of the National Commercial Bank Board of Directors or membership of one of the board committees, a statement from the General Secretariat of the Board of Directors on the details mentioned in paragraph (3) above must be attached to the application.</p>	<p>If the candidate has previously served on the membership of the Saudi National Bank Board of Directors or membership of one of the board committees, a statement from the General Secretariat of the Board of Directors on the details mentioned in paragraph (3) above must be attached to the application, In addition to a summary of the financial results achieved by the bank in every year of its membership.</p>
<p><b>Sub- section (8) of Section (4):</b> 8. The candidate must not have any interest or participate in any work that would compete with the company in its main activity according to Article (72) of the Companies Law.</p>	<p><b><u>Deleted</u></b></p>
<p>9. Fill out the Fit &amp; Proper Form issued by the Saudi Arabian Monetary Authority, which can be obtained from the bank's head office or on the website of the Saudi Arabian Monetary Authority.</p>	<p>8) Fill out the Fit &amp; Proper Form issued by the Saudi Central Bank, which can be obtained from the bank's head office or on the website of the Saudi Central Bank.</p>
<p>16. In the event that the candidate meets the necessary requirements as mentioned above, the bank's shareholders 'affairs department, after obtaining the no objection from the Saudi Arabian Monetary Authority and other regulatory bodies, will announce on the website of Tadawul the information of the candidates for membership of the Board of Directors at least ten days before the date of the General Assembly.</p>	<p>15) In the event that the candidate meets the necessary requirements as mentioned above, the bank's shareholders 'affairs department, after obtaining the no objection from the Saudi Central Bank and other regulatory bodies, will announce on the website of Tadawul the information of the candidates for membership of the Board of Directors at least 21 days before the date of the General Assembly. Provided that this information includes a description of the candidates' experiences, qualifications, skills, jobs, past and current memberships, and the Bank provides a copy of this information at its Head Office and Website.</p>

Article in English before amendment	Article in English after amendment
<p>Article (4.17): <b>Nomination procedures for membership of the Board of Directors:</b>  <u>New</u></p>	<p>Sub Article (4.17): <b>Nomination procedures for membership of the Board of Directors:</b>  17) Cumulative voting shall be used in electing the Board, in which it is not</p>

	allowed to use the voting right of a single share more than once.
19. The Bank's Shareholders Affairs Department, after the election of the members of the board of directors for the new session, notifies both the Saudi Arabian Monetary Authority and the Capital Market Authority with the names of the board members elected within five working days from the date of their election, and any changes in their membership within five working days from the date the change occurred.	19) The Bank's Shareholders Affairs Department, after the election of the members of the board of directors for the new session, notifies both the Saudi Central Bank and the Capital Market Authority and the Ministry of Commerce with the names of the board members elected within five working days from the date of their election, and any changes in their membership within five working days from the date the change occurred.

Article in English before amendment	Article in English after amendment
<u>New</u>	<p><b><u>Article (5):</u></b>  <b>5. Review, Update &amp; Maintenance</b></p> <p>This policy goes into effect as of the date of its approval by the shareholders' general assembly and distributed to the concerned departments for review. The policy is reviewed annually by the Nomination, Compensation and Governance Committee. If the NCGC decides, in the light of this review, to amend this Policy, it must submit to the Board of Directors the proposed amendments for approval, in preparation for submitting them to the general assembly of the bank's shareholders at the first meeting following its approval and this policy shall be a permanent part of the induction program provided to the new Board and Board Committee members upon their appointment. It is</p>

	the duty of the new member to understand and familiarize himself with it.
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## Attachments of Item No. 12

Voting on amending the Remuneration Policy for Board and Board Committees Members

Article in English Before Amendment	Article in English After Amendment
<p><b><u>Part one:</u></b></p> <p><b>1. The Purpose of the Policy</b></p> <p>A. The purpose of this document is to set out the National Commercial Bank policy on the remuneration and compensation of Board and Board Committees' members. The following are the Board Committees to which this policy is applied on its members:</p> <p>1- The Executive Committee.  2- The Risk Committee.  3- The Nomination, Compensation and Governance Committee.  4- Any other Board committee established by the bank's board of directors according to the nature of the work, provided that at least one of the members of that committee is a member of the board of directors, after obtaining the regulatory approvals for its formation.</p>	<p><b><u>Part one:</u></b></p> <p><b>1. The Purpose of the Policy and the Scope of its Application</b></p> <p>A. This document applies to Board of Directors and Board Committees members and sets out the Saudi National Bank policy on the remuneration and compensation of Board and Board Committees' members. The following are the Board Committees to which this policy is applied on its members:</p> <p>1. The Executive Committee.  2. The Risk Committee.  3. The Nomination, Compensation and Governance Committee.  4. Any other Board committee established by the bank's board of directors according to the nature of the work, provided that at least one of the members of that committee is a member of the board of directors, after obtaining the regulatory approvals for its formation.</p>
Article in English before Amendment	Article in English after Amendment
<p><u>New</u></p>	<p><b><u>Part two:</u></b></p> <p><b>2. Definition of Remunerations</b></p> <p>Remunerations are: Amounts, allowances, dividends and the like, periodic or annual bonuses linked to performance, long or short term incentive plans and any other in-kind benefits except the actual reasonable expenses and fees incurred by the Bank to enable the Board member to perform his/her duties.</p>

Article in English before Amendment	Article in English after Amendment
<p><b>Part Three:</b> <b>Sub- section (B) of Paragraph (3)</b></p> <p><b>3. Remuneration General Rules</b></p> <p>B. A Board member may receive remuneration for his membership in the Board Committees, or for any additional executive, technical, administrative, or advisory functions or positions (under professional license) he assumes, such remuneration should be in addition to the remuneration he/she may receive in his/her capacity as a member in the Board of Directors.</p>	<p><b>Part Three:</b> <b>Sub- section (B) of Paragraph (4)</b></p> <p><b>3. Remuneration General Rules</b></p> <p>A. A member of the Board of Directors may obtain a remuneration for his membership in the Board committees.</p>
<p><u>New</u></p>	<p><b>Sub- section (C) of Paragraph (4)</b></p> <p>C. A Board member may receive remuneration for his membership in the Audit Committee, or for any additional executive, technical, administrative, or advisory functions or positions (under professional license) he assumes, Such remuneration should be in addition to the remuneration he/she may receive in his/her capacity as a member in the Board of Directors.</p>
<p><u>New</u></p>	<p><b>Sub- section (H) of Paragraph (4)</b></p> <p>H. The remunerations combined with the meetings attendance fees of the members of the Board of Directors and/or its Committees has been fixed at a maximum of SR 500,000 per person per annum, except for the Board Chairman as per SAMA circular No. (391000083183).</p>

Article in English before amendment	Article in English after amendment
<p><b>Article (4):</b></p> <p><b>4. Remuneration of the Board of Directors and its Committees' Members</b></p>	<p><b>Article (5):</b></p> <p><b>5. Remuneration of the Board of Directors and its Committees' Members</b></p> <p>Without prejudice to the general rules for the remunerations mentioned in this</p>



<p style="text-align: center;"><b><u>New</u></b></p>	<p>policy, the bank's AoA sets out the method for remuneration of the members of the Board of Directors. This remuneration may be a certain amount or an attendance allowance for sessions or in-kind benefits or a specific percentage of the net profit, and it may be combined between two or more of these Benefits, according to the following:</p>
<p>a) The remunerations combined with the meetings attendance fees of the members of the Board of Directors and/or its Committees has been fixed at a maximum of SR 500,000 per person per annum, except for the AC members' remunerations.</p>	<p>A. A member of the Board of Directors receives a lump sum of 400,000 Saudi riyals (four hundred thousand Saudi riyals) annually for his membership in the Board of Directors.</p>
<p style="text-align: center;"><b><u>New</u></b></p>	<p>B. The Board of Directors determines the special remuneration for the Chairman of the Board for his responsibilities, based on Article (81) of the Companies Law issued by the Ministry of Commerce and Investment and any amendments that may occur to it, in addition to the circulars of the Saudi Arabian Monetary Authority in this regard.</p>
<p style="text-align: center;"><b><u>New</u></b></p>	<p>C. The Chairman of a Board Committee receives a lump sum amount of (200,000) Saudi Riyals (two hundred thousand Saudi Riyals) annually for his chairmanship of the Committee.</p>
<p style="text-align: center;"><b><u>New</u></b></p>	<p>D. A member of a board committee receives a lump sum of SR 100,000 (one hundred thousand Saudi riyals) annually for his membership in the Committee.</p>
<p>b) The Ordinary General Assembly of shareholders shall determine the annual remuneration of the members of the Audit Committee.</p>	<p>E. The Ordinary General Assembly of shareholders shall determine the annual remuneration of the members of the Audit Committee as per its approved charter.</p>
<p>c) The remuneration of the members of the Board of Directors may not exceed (5%)</p>	<p style="text-align: center;"><b><u>Deleted</u></b></p>

of the company's paid-up capital.	
<b><u>New</u></b>	F. If the remuneration is a certain percentage of the bank's profits, this percentage may not exceed (10%) of the net profits, after deducting the reserves decided by the General Assembly in implementation of the provisions of the bank's AoA, and after distributing the profit to the shareholders no less than (5%) From the paid-up capital of the bank, provided that the entitlement to this remuneration is proportional to the number of sessions attended by the member, and every estimate that contradicts that is void.
<b><u>New</u></b>	G. the calculation of bonuses paid to the independent or non-executive board members in exchange for technical or consulting work does not include the upper limit of the remuneration of board members, provided that the additional bonus does not exceed 200,000 riyals.

Article in English before amendment	Article in English after amendment
<p>Article (4.4):</p> <p><b>1. The Board of Directors and its Committees Meetings Attendance Fees</b></p> <p>Members of the Board Committees or its Committees shall receive an attendance fee of SAR 5,000 for his attendance of each Board Committee meeting deposited in his current account within a period not exceeding five (5) working days from the date of the meeting. The total attendance fee is calculated within the maximum limit prescribed for each member's remuneration.</p>	<p>Article (4.4):</p> <p><b>1. The Board of Directors and its Committees Meetings Attendance Fees</b></p> <p>Members of the Board Committees or its Committees shall receive an attendance fee of SAR 5,000 for his attendance of each Board Committee meeting The total attendance fee is calculated within the maximum limit prescribed for each member's remuneration.</p>

Article in English before amendment	Article in English after amendment
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Article (4.17):

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

A member of the Board of Directors and a member of a board committee attending the meeting is entitled to a cash amount in exchange for travel expenses allowance, provided that the meeting session is outside the city of permanent residence for that member with a total amount of 3.000 Saudi riyals (three thousand Saudi riyals) deposited in his current account in a period not exceeding five Business days from the date of the meeting. And the sum of the travel expenses allowance is not calculated within the maximum limit prescribed for the remuneration of each member, as this allowance is compensation for the actual expenses incurred by the member to attend the meeting.

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

A. A member of the Board of Directors and a member of a board committee, who is a permanent resident in the Kingdom of Saudi Arabia, attending the meeting is entitled to a cash amount in exchange for travel expenses allowance, with a total amount of 3.000 Saudi riyals (three thousand Saudi riyals) if the meeting session is held outside the city of his permanent residence in the Kingdom.

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

C. The sum of the travel, residence and transportation expenses allowance is not calculated within the maximum limit prescribed for each member's remuneration, as this allowance is compensation for the actual expenses incurred by the member to attend the session.

Article in English before amendment	Article in English after amendment
<p><b>1. Review, Update &amp; Maintenance</b></p> <p>This policy goes into effect as of the date of its approval by the shareholders' general assembly and distributed to the concerned departments for review. The policy is reviewed annually by the Nomination, Compensation and Governance Committee. If the NCGC decides, in the light of this review, to amend this Policy, it must submit to the</p>	<p><b>Review, Update &amp; Maintenance</b></p> <p>This policy goes into effect as of the date of its approval by the shareholders' general assembly and distributed to the concerned departments for review. The policy is reviewed annually by the Nomination, Compensation and Governance Committee. If the NCGC decides, in the light of this review, to amend this Policy, it must submit to the Board of Directors the</p>

Board of Directors the proposed amendments for approval, in preparation for submitting them to the general assembly of the bank's shareholders at the first meeting following its approval.

proposed amendments for approval, in preparation for submitting them to the general assembly of the bank's shareholders at the first meeting following its approval and this policy shall be a permanent part of the induction program provided to the new Board and Board Committee members upon their appointment. It is the duty of the new member to understand and familiarize himself with it.

# Attachments of Item No. 14

Resumes of the Nominees for the Upcoming Board Cycle, starting on 15/05/2021, and ends on 14/05/2024.

## CV Template for the Nominee

A) Personal Information of the Nominee				
Full Name	Ibrahim Saad I. Almojel			
Nationality:	Saudi	Date of Birth:	10/12/1399H	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Bachelor's degree	Mathematics in Electrical Engineering	2002	Vanderbilt University
2	Master's degree	Electrical engineering	2004	Stanford University
3	Master's degree	Engineering and Business Management	2010	Stanford University
3	PhD Degree	Engineering and Business Management	2010	Stanford University
C) Work Experience of the Nominee				
Term	Areas of Experience			
2018 - Present	CEO - SIDF			
2016 -2017	Head of Investment Dep. – Saudi Aramco			
2015 -2016	Head of Direct Investment – Saudi Aramco			
2014 -2015	Investment Manager - Saudi Aramco			
2013 -2014	Planning Manager - Saudi Aramco			
2011- 2014	Committee Secretary of the Local Strategic Energy Committee – Saudi Aramco			
2010 -2011	Consultant, KAPSARC			
2009 -2010	Advisor – Strategic Decisions Group			
2002	Engineer – Saudi Aramco			
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:				

#	Company name	Main activity	Membership type	Nature of the membership	Committees Membership	Legal form of the company
1	The Arabian Mining company	Mining	nonexecutive	representative of legal person	-	Joint Stock Company
2	Alraidah Investment Company	Investment	independent	in personal capacity	-	Joint Stock Company
3	Taiba Valley Company	Investment	nonexecutive	representative of legal person	-	Limited Liability Company
4	Awqaf Investmnet Company	Investment	independent	in personal capacity	-	Joint Stock Company
5	The Saudi EXIM Bank	Financial & Banking	nonexecutive	representative of legal person	-	-
6	PIF	Investment	independent	in personal capacity	Investment committee	Governmental Entity

## CV Template for the Nominee

A) Personal Information of the Nominee				
<b>Full Name</b>	Ahmed Sirag Abdulrahman Khogeer			
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	November 14, 1968	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	PhD (Doctorate)	Chemical Engineering	2005	Colorado State University
2	MBA	Business Administration	2004	Colorado State University
3	MSe Masters of Science in engineering	Chemical Engineering	1998	University of Tulsa
4	BSe Bachelor of Science in engineering	Chemical Engineering	1989	King Abdulaziz University
5	Advanced Diploma in international Finance	Finance & Investment	2005	Colorado State University
6	PE, Licensed Professional Engineer	Chemical Engineering	2006- Present	Texas board of Professional Engineers
7	PMP, Project Management Professional	Project management	2010 - Present	Project Management Institute PMI
8	Advanced Project Management certificate	Project management	2003	Colorado State University
9	Process Management	Eight courses in process management	2003	Colorado State University



	certificate			
10	CE, Consultant Engineer	Chemical Engineering	2010	Saudi Council of Engineers
11	Certified Arbitrator	International arbitration	2021	GCC Commercial Arbitration Centre( Dar Al-Qarar)
12	Fellowship	Chemical Engineering	2017	The American Institute for Chemical Engineers

### C) Work Experience of the Nominee

Term	Areas of Experience
April 2020- Oct 2020	<p>Aramco Advanced R&amp;D Center at King Abdullah University of Science and Technology KAUST project (April 2020 - current) Thuwal, Saudi Arabia</p> <p>Joined Saudi Aramco Research and Development center R&amp;DC project management to capitalize on my experience in managing mega projects to assist in the completion of the state of the art R&amp;D center at KAUST. -Responsible for the transformation of the center theme from traditional research to IR4 and AI driven theme working with world class contractors and designers such as Wipro, Jacobs and DAR. Was also responsible for other complicated commissioning issues.</p>
Jan 2011 - March 2020	<p>King Abdullah University of Science and Technology KAUST projects management (Jan 2011 - March 2020) Thuwal, Saudi Arabia</p> <p>Having both the technical knowledge and project management skills, I was requested to assist in the KAUST project from the project management side by Saudi Aramco project management business line.</p> <p>I led teams of engineers and supports staff and was the primary responsible person for design, construction and commissioning of:</p> <ul style="list-style-type: none"> <li>• 30+ Advanced Research centers and specialized research labs at KAUST Mega project.</li> </ul>

	<ul style="list-style-type: none"> <li>• KAUST premiere security system project including ditch, intrusion detection systems, sonars, radars, vessels barriers, IDAS, and crash rated fences with all control systems.</li> <li>• Thuwal town development projects including schools, roads, full utilities systems, mosques, public areas, sewage treatment plant, and heritage convention center.</li> <li>• Project Controls &amp; Support including closeouts, HSE, KPIs, scheduling, IT, and interfaces management.</li> <li>• Construction of KAUST National Guard housing complex project consisting of 500 villas, Grand mosque, four local mosques, seven schools, clinic, fire station, full infrastructure, sewage treatment, with complete services such as fire water system irrigation, security, retail, all fully equipped and furnished.</li> <li>• Passed through many claims, disputes, change orders, additional funding, approvals, contractor financial difficulties and bankruptcy, labor strikes and other issues, schedule extension and crashing.</li> </ul>
Jan 2009 - Nov 2010	<p>King Abdullah University of Science and Technology KAUST mega Project (Jan 2009 - Nov 2010) Jeddah-Thuwal, Saudi Arabia (A founding member)</p> <p>I am proud of being a Founder for King Abdullah for Science and Technology KAUST, where I led a team from Saudi Aramco, designer HOK, faculty, and contractors working on the project. I was responsible for the advanced research labs including state of the art equipment such as the Nano fabrication labs, clean room, proteomics and genomics, and clean combustion center. I had the responsibility to represent KAUST interests in front of Aramco PMT, Bin laden, Saudi Oger &amp; Oger international, HOK, and other stakeholders</p>
Aug 2006- Dec 2008	<p>Saudi Aramco New Business Development, Aramco/ ConocoPhillips YASREF export refinery Mega project (Aug 2006-Dec 2008) Houston, USA</p> <p>Joined a team from Saudi Aramco, Conoco Phillips and their contractor Kellogg Brown &amp; Root KBR in Houston, TX working on the design of a \$ 10 b state-of-the-art Joint Venture Yanbu Refinery</p>

	<p>complex. Worked at the main office in Houston on the refinery's design, configuration, feasibility study, layout, plot plan, specifications, profitability, economics, and synergies with other Aramco, Sabic and private sector industries. In addition, I was responsible of the whole gasoline processing complex and part of the configuration team, licensors selection technical and commercial teams. Participated in the bid evaluation and award processes for the whole complex. Was an instrumental member in deciding the project product slate and profitability.</p>
<p>Mar 2000 - Jul 2006</p>	<p>Saudi Aramco Research &amp; Development R&amp;D Center (Mar 2000 - Jul 2006)</p> <p>Was responsible for research and new technology development in order to enhance the profitability and decrease the running cost of the refining processes. Was leading a team of scientists and engineers for pilot plants testing, catalyst characterization, desulphurization, refinery optimization, fuels &amp; engine performance, High olefins FCC technology. Was the main advisor for the selection of deep catalytic cracking technology for high yield of plastics that was constructed in PetroRabigh. Gave technical courses to Saudi Aramco engineers. Was sponsored to pursue my PhD in USA.</p>
<p>Aug 1999 - Feb 2000</p>	<p>Saudi Aramco Facilities Planning Dept. (Aug 1999 - Feb 2000)</p> <p>FPD is responsible for preplanning of all Aramco capital projects and of planning all Saudi Aramco's facilities, capital projects and business plan. These facilities include oil production, refineries, petrochemicals, roads, residential, infrastructure, recreation, utilities, and IT. I was participated in Kingdom Refineries Upgrade program, refineries master plan, refinery excess oil utilization and profitability enhancement.</p>
<p>Nov 1995 - Jul 1996</p>	<p>Saudi Aramco Jeddah/Riyadh Refining Vice President Planning staff (Nov 1995 - Jul 1996)</p> <p>Technical Advisor &amp; Capital Project Coordinator responsible for all technical issues regarding capital projects, Operating &amp;, Business</p>

	plans, issuing accountability reports for Jeddah & Riyadh refineries and Jeddah Administrative area. Served as a consultant to the VP.
Oct 1990 - July 1999	<p>Petromin/ Samarec/Saudi Aramco Jeddah Oil Refinery (Oct 1990 - July 1999)</p> <p>Process &amp; Operation Engineer for all Jeddah refinery process units. First Saudi Specialized in FCC field. Participated in the engineering, construction and commissioning in two major Revamp Projects and 20 refinery turnarounds projects. Invented new procedures for cleaning vessels to avoid plugging saving time and money. Made necessary engineering for numerous projects and modifications. Mentored many new engineers. Invented a new program which can do daily and monthly reports, and give MIS type information way before advanced computers were available. Was selected as the presenter of the refinery deficiencies to Saudi Aramco's corporate management Committee. Was nominated for the MS degree in USA and high level assignment with the VP.</p>
Mar-Oct 1990	<p>Petromin Lubricating Oil Company (Petrolube), Jeddah (Mar-Oct 1990)</p> <p>Started my career working on Lube &amp; grease formulations, specifications and production. Obtaining performance certificates from international firms (Mobil, API, GM, Rolls-Royce, and SAE). Had the important role to advise Saudi Arabian customs whether imported lubes and lube additives meet Saudi specs and if they can be locally manufactured or not to waive import custom duties</p>
2010-now	<p>International management experience by holding several high positions in the American Institute of Chemical Engineers AIChE for more than 15 years including Division Chair, Director, Committee Chair, regional liaison, technical sessions' chair, and keynote.</p>
2009-now	<p>Renewable and Clean Energy International experience projects from being a founder KAUST responsible for clean energy advanced research labs KAUST founder, engaging in AIChE for 15 years with world top companies and national research labs such as NREL, DOW in addition to working in Aramco R&amp;D center</p>

1980-2010	Working in Haj family business for 30 years gaining valuable experience in crowd and people management and logistics.
2016-2018	Saudi building code 2018 review committee member
2016-now	Member of the board of college of engineering, king Abdulaziz university Rabigh

**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, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	None					

## CV Template for the Nominee

A) Personal Information of the Nominee						
<b>Full Name</b>	Ahmed T. Murad					
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	21/10/1961			
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of the Awarding Entity		
1	Bachelor's degree	Civil Engineering	1984	Woecester Polytechnic Institute		
2	Master's degree	Finance & Administration	1988	San Francisco University		
3	Professional accreditation with consultant rank	Civil Engineering	2020	Saudi Council of Engineers		
C) Work Experience of the Nominee						
Term		Areas of Experience				
2010 - Present		Saudi United Fertilizers Company - Executive Management				
2019 - Present		Salama Insurance Company – Insurance Sector				
2019 - Present		Anaam International – Reviewing Financial statements				
2010 - 2008		Nesma Holding Company - Financial Investments Department				
2008 – 2006		Alkhabeer Capital - Asset Management, Product Development and Research Department				
2006 – 2000		Bank of Bahrain Alshamil - Corporate Finance Group				
2000 – 1989		Murad Engineering Consulting Center - engineering consultancy, design and engineering supervision for projects				
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	Nature of the membership	Committees Members	Legal form of the company

					hip	
1	Salama Insurance Company	Insurance	Independent	in personal capacity	ExcOm/ Investment Committee	Listed Company
2	Anaam International	Retail	Outside the Board	in personal capacity	AC	Listed Company
3	Saudi United Fertilizer Co	Agriculture	Executive	in personal capacity	-	Limited Liability

## CV Template for the Nominee

A) Personal Information of the Nominee						
<b>Full Name</b>	Alwaleed Khalid Muhammed Alshiekh					
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	28/06/1978			
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of the Awarding Entity		
1	Bachelor's degree	Economics	2000	KSU		
2	Master's degree	Economics	2004	University of Manchester		
3	PhDs	Economics	2008	University of Manchester		
C) Work Experience of the Nominee						
Term	Areas of Experience					
2011 - 2012	Assistant Director – Banking Supervision Department - SAMA					
2012 - 2015	Director - Banking Supervision Department - SAMA					
2017 - 2020	Executive Secretary of the MENAFATF					
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	Nature of the membership	Committees Membership	Legal form of the company
1	None					



## CV Template for the Nominee

A) Personal Information of the Nominee				
<b>Full Name</b>	Anees A. Moumina			
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	29/9/1963	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Bachelor's degree	Civil Engineering	1984	George Washington University
2	Master's degree	Engineering Administration	1985	George Washington University
3	Senior Executive Management Program	Business Administration	1995	Columbia University
4	Executive Program for Global Leadership	Global Leadership	2000	Harvard University
5	Global CEO Program	Global Leadership	2014	Wharton
C) Work Experience of the Nominee				
Term	Areas of Experience			

2018 -2020	Group CEO at Savola Group
2013 -2018	Group CEO at Sedco Holding Group
1990 -2012	Samba Financial Group – held several positions, leading to the position of Regional General Manager for the Western Region and Chief Credit Officer

**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	Nature of the membership	Committees Membership	Legal form of the company
1	The Saudi National Bank	Banking	nonexecutive	representative of legal person)	RC	Listed Company
2	Knowledge Economic City	Real Estate	nonexecutive	representative of legal person)	-	Listed Company
3	Dr. Suliman Faqeeh Hospital Company	Medical	Independent	in personal capacity	RC	Listed Company
4	Herfy Company	Consumer commodities	nonexecutive	representative of legal person)	-	Listed Company

## CV Template for the Nominee

A) Personal Information of the Nominee						
<b>Full Name</b>	Khalid A. Alswailem					
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	12/02/1956			
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of the Awarding Entity		
1	Bachelor's degree	Industrial Engineering	1981	Arizona University		
2	Master's degree	Economics	1983	Boston University		
3	PhD	Economics	1989	University of Colorado Boulder		
4	Postdoctoral fellowship	Economics	1991	Harvard University		
C) Work Experience of the Nominee						
Term	Areas of Experience					
2014 -2017	Expert and member of the Canadian Institute For Government Studies					
2017 -2019	Visiting Scholar at Global Projects Center at Stanford University					
2014 - Present	Chairman of Ashmore Saudi					
1991 -2013	Senior Adviser and General Manager of Investment at SAMA					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type	Nature of the membership	Committees Membership	Legal form of the company
1	Ashmore Saudi	Investment	nonexecutive	in personal	-	Joint Stock

				capacity		Company
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## CV Template for the Nominee

A) Personal Information of the Nominee				
<b>Full Name</b>	Rashid Ibrahim Sharif			
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	09/12/1975	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Bachelor's degree	Finance	1998	King Fahd University for Petroleum and Minerals
2	Master's degree	Business Administration	2009	Prince Sultan University
٣	Corporate Finance Modular Program	-	2008	IMD
٤	High Performance Leadership program	-	2010	London Business School
	Credit Program	-	2000	Chase Manhattan Bank
C) Work Experience of the Nominee				
Term	Areas of Experience			
2021 - Present	CEO of NCBC			
2018 -Present	Non-Executive – Saudi National Bank			
2018 - Present	Non-Executive - Saudi Electricity Company			
2018 - Present	Non-Executive Board Member - STC			
2021- Present	Non-Executive Board Member –Accor Invest			

2020 -2021	Non-Executive Board Member - The Red Sea Company for touristic ships
2017 -2020	Head of Investment in Local Companies - PIF
2017 -2018	Non-Executive Board Member - Dar Alhijrah
2017 -2018	Non-Executive Board Member - Technology Control Company Limited
2019 -2020	Non-Executive Board Member - SABIC
2018 -2020	Board Member -KAFD Development & Management Company
2017 -2017	CEO of Riyadh Capital
2013 -2017	Corporate Investment Banking Head - Riyadh Capital
2006 -2013	Head of the Securities Listing Department at CMA
2005 -2006	Consumer Finance Relationship Manager at Bank Albilad
1999 - 2005	Credit Consultant at Saudi Industrial Development Fund (SIDF)

**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	Nature of the membership	Committees Membership	Legal form of the company
1	NCB Capital	Investment	executive	CEO & MD	RC	-
2	the Saudi Electricity Company	Energy	nonexecutive	representative of legal person	-	Listed Company – Inside the Kingdom
3	STC	Telecom	nonexecutive	representative of legal person	-	Listed Company – Inside the Kingdom
4	Accor Invest	Investment	nonexecutive	Board member	-	Listed Company – Outside the Kingdom

## CV Template for the Nominee

A) Personal Information of the Nominee						
<b>Full Name</b>	ZIAD AL-TUNISI					
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	24/09/1968			
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of the Awarding Entity		
1	Executive Education	Private Equity and Venture Capital	1991	HARVARD BUSINESS SCHOOL		
2	Executive Education	Corporate Financial Strategy in Global Markets	1996	INSEAD		
3	Master's degree	International Securities, Investment and Banking	2003	UNIVERSITY OF READING		
4	Bachelor's degree	Business Administration	2005	KING SAUD UNIVERSITY		
C) Work Experience of the Nominee						
Term	Areas of Experience					
1998–PRESENT	Chief Executive Officer - AL FAISALIAH GROUP					
2008 -2018	Vice President & Deputy CEO - AL FAISALIAH GROUP					
2002-2008	CHIEF FINANCIAL OFFICER / CHIEF INVESTMENT OFFICER- AL FAISALIAH GROUP					
1998 -2002	GROUP TREASURER- 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	Nature of the membership	Committees Membership	Legal form of the company
1	SNB	Banking	independent	in personal capacity	Nomination, remuneration, ExCom	Listed Company

2	AWJ Holding (HRH Prince Miteb Bin Abdulaziz)	Real Estate Investment	Chairman	in personal capacity	Chairman of Nomination & Remuneration Committee	Holding Company
3	Sackville Capital	Investment	independent	in personal capacity	-	Consulting Company
4	Lafana Holding	Investment	independent	in personal capacity	Nomination & Remuneration Committee/investment Committee	Holding Company
5	- Nuwa Capital	Investment	Chairman	representative of legal person	-	Investment Platform
6	Knowledge Economic City	Real Estate	independent	in personal capacity	Chairman of Nomination & Remuneration Committee	Listed Company
7	AXANTIA	Pharmaceutical	Chairman	representative of legal person	-	Investment Co.
8	Accenture Saudi Arabia Ltd.	Tech	nonexecutive	representative of legal person	-	Joint stock Company
9	Philips Saudi Arabia Ltd	Medical Equipment	Chairman	representative of legal person	-	Joint stock Company
10	AlSafi Danone Co.Ltd	Food & Beverage	Chairman	representative of legal person	-	Joint stock Company
11	Raqamyah Platform	Tech	Board member	in personal capacity	-	Limited Liability Company



## CV Template for the Nominee

A) Personal Information of the Nominee						
<b>Full Name</b>	Zaid Abdulrahman Alqwaiz					
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	18/11/1963			
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of the Awarding Entity		
1	Bachelor's degree	Financial Accounting	1987	King Saud University		
C) Work Experience of the Nominee						
Term	Areas of Experience					
1987 -1990	Sr. Accountant, Finance & planning Dep. King Faisal Specialist Hospital					
1990 -2002	Manager Credit SABB - Riyadh					
2003 -2007	Deputy Managing Director HSBC Saudi Arabia Limited					
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	Nature of the membership	Committees Membership	Legal form of the company
1	MASIC – Mohammed I. AlSubaei & Sons Investment Co	Investment	independent	in personal capacity	ALCO Chairman & RC Chairman	Joint stock company
2	New Jeddah Downtown	Real Estate	independent	in personal capacity	AC member	Joint stock company
3	State Properties General Authority	Real Estate	independent	in personal capacity	Investment	Government Entity

					committe e	
ε	Bupa Arabia for Cooperative Insurance	Medical Insurance	independent	in personal capacity	AC member	Listed Company

## CV Template for the Nominee

### A) Personal Information of the Nominee

<b>Full Name</b>	Saud Solaiman Aljuhani		
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	11/11/1977

### B) Qualifications of the Nominee

#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Master's Degree	Actuarial Science	2008	University of Kent - UK
2	Higher Diploma	Actuarial Science	2007	University of Kent - UK
3	Diploma	Actuarial Science	2003	The Muhanna Foundation - Lebanon
4	Bachelor's degree	MIS	2001	KFPMU

### C) Work Experience of the Nominee

Term	Areas of Experience
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Aug 2017- Now	PPA – Riyadh – Governor Assistant For Insurance Affairs
Feb 2010- Aug 2017	PPA – Riyadh – GM of Planning, Development & Studies
Feb 2001 – Jan 2010	PPA – Riyadh – Specialist Actuary

### 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, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
2	Tabuk Cement Company	Cement manufacturing	Non -executive	Representative of legal person(PPA)	Chairman of Board/ Chairman of Excom	Listed Company
3	National Industrialization	Industrial,	Non -executive	Representative	Chairman of	Listed

	Company (Tasnee)	chemical and petrochemical projects		of legal person(PPA)	Board/ Chairman of the nomination and compensation committee.	Company
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## CV Template for the Nominee

A) Personal Information of the Nominee				
Full Name	Saeed Muhammed Alghamdi			
Nationality:	Saudi	Date of Birth:	17/11/1963	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Bachelor's degree	Computer Engineering	1987	King Fahd University for Petroleum and Minerals
C) Work Experience of the Nominee				
Term	Areas of Experience			
2021 -Present	CEO & MD of SNB			
2018 -2021	Chairman of NCB			
2018 -2021	Chairman of NCBC			
2017 -2020	Chairman of SIMAH			
2017 - Present	Board member at General Authority for Real Estate			
2013 - present	Board member at The Institute of International Finance			
2013 - Present	Member of the MasterCard Regional Advisory Board for the Middle East and Africa			
2013 - 2018	CEO of NCB			
2015 -2020	Chairman at Türkiye Finans			
2013 -2015	Vice chairman at Türkiye Finans			
2012 -2013	Advisor at Saudi Experts , Advisor to the Governor of SAMA, Advisor to the Chairman of NCB			
2007 –2012	Deputy Chief Executive Officer at Alrajhi Bank			
2006 -2012	Board member at Alrajhi Malaysia			
2008 - 2012	Board member at Alrajhi Capital			
2009 -2012	Board member at Alrajhi Takaful			

2003 -2007	General Manager, Retail Banking Group at Alrajhi Bank					
<b>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:</b>						
#	Company name	Main activity	Membership type	Nature of the membership	Committees Membership	Legal form of the company
1	SNB	Banking	Executive	in personal capacity	Excom	Listed company
2	General Authority for Real Estate	Real Estate	independent	in personal capacity	AC Chairma n	Governme nt entity
3	Misk Foundation	Charity	nonexecutive	in personal capacity	EXCom	Charity Foundation
4	Manga Productions	Films Production	nonexecutive	in personal capacity	Chairma n	Limited Liability

## CV Template for the Nominee

A) Personal Information of the Nominee				
<b>Full Name</b>	Sultan Abdulsalam Ibrahim Abdulsalam			
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	17-03-1984	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	PhD in Law	Corporate- Insurance- Finance-Civil Liability Laws	Nov 2020	University College Dublin
2	LLM	Financial Services Law	May 2010	Illinois Institute of Technology
3	LLB	General	May 2005	King Abdulaziz University
4	Fresh Graduate Program	Intensive General and Business English, Pre Master Courses, On Job Training in CMA and LSE	2007	CMA
C) Work Experience of the Nominee				
Term	Areas of Experience			

2003-2005	Training Lawyer and Legal Advisor –Cooperator –Yasser Baker Gazzaz
2005-2007	Trainee at CMA – Fresh Graduate Program
Dec 2011 – Jun 2012	Meshal Alakeel in Association with Hourani and Associates LLP as a legal Consultant and Associate
Mar 2013 - Current	Lecturer of Law – Islamic Economics Institute – King Abdulaziz 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, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	None					

# CV Template for the Nominee

A) Personal Information of the Nominee				
Full Name	Sultan Mohammed A Garamish			
Nationality:	Saudi	Date of Birth:	18th March 1988	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	SOCPA	Certified Public Accountants	2015	SOCPA= Saudi Organization for Certified Public Accountants
2	CIA	Certified Internal Auditor	2015	Institute of Internal Auditing
3	Mater of Science in accounting	Accounting with a GPA of 4.43	2015	King Abdul Aziz University in
4	PhD Candidate in business administration	Business Administration (Accounting	2020 intel now	Jeddah (KSA)
5	Bachelor	and Finance)	2010	Morgan State
6	Intensive Academic English Program	Accounting	2019	University, Maryland State, USA
C) Work Experience of the Nominee				
Term	Areas of Experience			

September 2020 until now	Accounts Manager for United International Transportation Company (Budget) is a Saudi joint stock company, listed since September 2020 until now.
from October 2015 till October 2017	I worked as assistant manager in BDO company branch in KSA. This is one of the five prominent accounting offices in the world from October 2015 till October 2017. I also supervised consultation works of Zakat and Tax in the company in 2016.
2011 to 2014	<ul style="list-style-type: none"> <li>Practical experience in the field of accounting and finance in distinguished commercial companies. I worked as senior accountant and accounts supervisor from 2011 to 2014;</li> <li>Al-Futaim Company ;2013-2014. It is a huge company from Dubai. It is a multi-division and multi-branch company. I worked in its main office in KSA, for the Volvo Heavy Equipment Agency.</li> <li>Saudi Lebanese Factories Company (2011-2012). It is the most important factory for Chocolate in the Middle East.</li> </ul>

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, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal	Committees Membership	Legal form of the company



				person)		
I	None					

## CV Template for the Nominee

A) Personal Information of the Nominee				
<b>Full Name</b>	Sheila O. Alrowaily			
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	07/03/1966	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Bachelor's degree	Interior Architecture	1987	King Faisal University, Dammam, Saudi Arabia
2	Master's degree	MBA	1997	American University of Beirut, Lebanon
3	Master's degree	Sloan Fellow, MBA	2018	Massachusetts Institute of Technology (MIT), Boston, MA
C) Work Experience of the Nominee				
Term	Areas of Experience			
2019 – present	CEO at Wisayah Invest Management Company			
2018 -2019	Director, Global Market Analysis Department at SAUDI ARAMCO			
2016 – 2017	Head of Financial Risk Management Department, Treasury at SAUDI ARAMCO			

2008 – 2016	Head of Investment Management Department, Treasury at SAUDI ARAMCO
2006 – 2007	Treasurer at ARAMCO SERVICES COMPANY at SAUDI ARAMCO
2005 – 2006	Senior Financial Analyst at SAUDI ARAMCO
2002 -2005	Trader at Capital Markets – Aramco Saudi
2000 -2002	Financial Analyst, at SAUDI ARAMCO
1998 - 2000	Trader at Capital Markets – Aramco Saudi

**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	Nature of the membership	Committees Membership	Legal form of the company
1	Wisayah Investment Management Company	Investment	executive	representative of legal person	-	Joint stock Company
2	Board Member of Hasanah Investment Management Company, A subsidiary of GOSI.	Investment	independent	in personal capacity	-	Joint stock Company
3	Saudi Aramco for Investment Management	Investment	executive	representative of legal person	-	Joint stock Company

## CV Template for the Nominee

A) Personal Information of the Nominee				
Full Name	Abdulrahman Alodan			
Nationality:	Saudi	Date of Birth:	31/12/1959	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Bachelor's degree	Computer Science	(1982 - 1984)	Jacksonville University

2	Master's degree	Computer Science	(1984 - 1985)	Florida Institute of Technology
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### C) Work Experience of the Nominee

Term	Areas of Experience
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2015 - Present	Director - Komate Industrial Company
2013 - Present	Owner and Director - Security House Trading
2013 – 2014	IT Advisor to the DCEO - Riyadh Bank
2011 -2013	Executive VP - Riyadh Bank
2010 - 2011	Execution Manger, Performance Transformation - Riyadh Bank
2000 - 2009	Manger – Solution Support - Riyadh Bank
2000 -2000	Wholesale Program Manager - Riyadh Bank
1997 1998	Manager – Process Reengineering – United Saudi Bank
1997 - 1995	Manger – Computer Operations - SAMA
1988 - 1995	Systems Programmer - SAMA
1986 -1988	System Analyst – Saudi Aramco

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

#	Company name	Main activity	Membership type	Nature of the membership	Committees Membership	Legal form of the company
١	Tawuniya	Insurance	Independent	in personal capacity	EXCOM and RC	Listed Company
٢	Saudi National Bank	Banking	-	-	AC	Listed Company
٣	Saudi Exchange (Tadawul)	Listing and Trading of Securities	-	-	AC	Joint Stock
٤	Founding Committee for the SMEs Bank	Government Financing Bank	-	in personal capacity	Founding Committee	-

## CV Template for the Nominee

### A) Personal Information of the Nominee

Full Name	Abdullah A. AL-Rowais		
Nationality:	Saudi	Date of Birth:	25/10/1965

### B) Qualifications of the Nominee

#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Master's degree	Computer and IS	1997	University of Michigan
2	Bachelor's degree	Accounting	1992	KSU

### C) Work Experience of the Nominee

Term	Areas of Experience
13 years	CAE at Mobily
7 years	Associate General Auditor at Aramco
8 years	Internal Auditor at SAMA

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

#	Company name	Main activity	Membership type	Nature of the membership	Committees Membership	Legal form of the company
1	..Bawan Company	Industrial	independent	in personal capacity	AC	Listed Company
2	ACWA Power Company	Energy	independent	in personal capacity	-	Joint Stock company
3	New Jeddah Downtown	Real Estate	AC member	in personal capacity	AC	Joint Stock company
4	Roshn Company	Real Estate	AC member	in personal capacity	AC	Joint Stock company
5	Noon Company	E-commerce	AC Chairman	in personal capacity	AC	Joint Stock company
6	Boutique Collection Company	Hospitality	AC Chairman	in personal capacity	AC	Joint Stock company
7	Saudi Information Technology Company	Tech	AC member	in personal capacity	AC	Joint Stock company

## CV Template for the Nominee

A) Personal Information of the Nominee						
<b>Full Name</b>	Ammar Abdulwahed Faleh Alkhudairy					
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	02/07/1963			
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of the Awarding Entity		
1	Bachelor's degree	Civil engineering	1983	George Washington University (USA)		
2	Master's degree	Engineering Administration	1984	George Washington University (USA)		
C) Work Experience of the Nominee						
Term	Areas of Experience					
2021 - Present	Board Chairman – Saudi National Bank					
2019 –2021	Board Chairman - Samba Financial Group					
2014 – Present	GM - Amwal Capital Partners (Asset Management)					
2014 – 2018	Board Member – Banque Saudi Fransi					
2018 – 2019	Board Chairman – Goldman Sachs Saudi Arabia					
2008 – 2018	Board Chairman – Morgan Stanley Saudi Arabia					
2000 – 2013	Board Member - Savola 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	Nature of the membership	Committees Membership	Legal form of the company
1	Saudi National Bank	Financial & Banking	Non-executive	in personal capacity	EXCOM	Listed Company
2	Almarai	Food & Beverage	Independent	in personal capacity	Nomination and	Listed Company

					Remuneration	
3	Saudi Pharmaceutical Industries & Medical Appliances Corporation (SPIMACO)	Pharmaceutical	Non-executive	in personal capacity	ExCom and Investment Committee	Listed Company

## CV Template for the Nominee

A) Personal Information of the Nominee						
<b>Full Name</b>		Ghassan Mohammed Kashmeeri				
<b>Nationality:</b>		Saudi		<b>Date of Birth:</b>		01/11/1969
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of the Awarding Entity		
1	Bachelor's degree	Accounting	1998	King Saud University		
C) Work Experience of the Nominee						
Term		Areas of Experience				

2017 -Present	Founder and MD at Governance Experts Firm" (GEF)
2007 -2017	Executive Advisor, Corporate Governance Department at CMA
2006 -2007	Anti-Money Laundering Compliance Officer, Compliance Department at Banque Saudi Fransi
1998 -2006	Supervising Auditor at PwC

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	Nature of the membership	Committees Membership	Legal form of the company
1	Board of Directors Member in Gulf Union Alahlia Cooperative Insurance Company,	Investment	independent	in personal capacity	RC member	Joint stock Company

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## CV Template for the Nominee

### A) Personal Information of the Nominee

<b>Full Name</b>	Fahad A. Al Hoymany		
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	31/12/1959

### B) Qualifications of the Nominee

#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Ph.D	Computer Science	1997	University of Pittsburgh, PA, U.S.A),.
2	M.Sc	Business Administration (MBA)	1992	(University of Dayton, Oh, U.S.A),
3	M.Sc	computer science (software engineering),	1996	(University of Pittsburgh, PA, U.S.A)
4	B.Sc degree	computer science	1985	(University of Cincinnati, Oh, U.S.A),

### C) Work Experience of the Nominee

Term	Areas of Experience
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Present	CEO of Bab Platform for Marketing
2004 -2018	Senior advisor for the minister of communications and IT, and head of the National Center for Digital Certification
2000 -2001	VP for Data and IT Services, and acting CEO at Zajoul Communications Co.
1985 -2000	Director General of the Internet Services Unit at KACST)

### 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	Nature of the membership	Committees Members	Legal form of the company
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					hip	
1	None					

## CV Template for the Nominee

A) Personal Information of the Nominee				
Full Name	Mujtaba Alkhonaizi			
Nationality:	Saudi	Date of Birth:	26/04/1987	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Bachelor's degree	Business Administration	2009	Western Michigan University
2	Master's degree	Accounting	2014	University of Michigan
C) Work Experience of the Nominee				
Term	Areas of Experience			

2019- Present	Chief Internal Auditor at American Express
2018- 2019	Audit Manager/Senior Manager at Alawwal Bank
2016-2017	General Manager at Life World Trading Est
2015- 2015	Auditor in Charge at Deloitte
2014-2015	Experienced Auditor at PricewaterhouseCoopers LLP
2010-2014	Auditor at Deloitte and Touche

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	Nature of the membership	Committees Members hip	Legal form of the company



I	None					
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## CV Template for the Nominee

A) Personal Information of the Nominee				
<b>Full Name</b>	H.E. Dr. Nabeel A. Koshak			
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	04/06/1970	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Bachelor's degree	Architectural Engineering	1993	Umm Al-Qura University
2	Master's degree	Architecture (Computers in Design)	1997	University of Colorado at Denver
3	PhD	Computational Design	2002	Carnegie Mellon University
ε	Executive Education	International Board Directors Program	2021	INSEAD
ο	Executive Education	Venture Capital and Private Equity Program	2019	Harvard University
γ	Executive Education	Advanced Certificate for Executives	2017	Massachusetts Institute of Technology
ν	Executive Education	The MIT Regional Entrepreneurship Acceleration Program (MIT REAP)	2016	Massachusetts Institute of Technology
∧	Executive Education	Development Finance Program	2014	Harvard University
C) Work Experience of the Nominee				
Term		Areas of Experience		

2019 – Present	CEO at Saudi Venture Capital Company (SVC)
2018 – Present	Founder and Angel Investor at Athaal Angel Investors Group
2019 -Present	Chairman at GEN Saudi Arabia
2019 -Present	Board Member at Middle East Venture Capital Association
2020 - Present	Investment Committee Member, Innovation Fund at KAUST
2020 - Present	Board Member -Arab Fund for Economic & Social Development (The Arab Fund)
2017 - Present	ExCom Member for Training Program – Misk Foundation
2017 -2021	International Advisory Board Member at Small and Medium Enterprise General Authority (Monshaat)
2016 -2020	King Faisal Prize – Committee member
2017 -2021	Advisory Board Member -Business Incubator and Accelerator Co. (BIAC), a subsidiary of Saudi Technology Development and Investment Co. (TAQNIA)
2017 -2021	Board Member and Chairman of Investment Committee - King Abdul-Aziz and his Companions Foundation for Giftedness and Creativity (Mawhia)
2018 – 2019	Senior Advisor at Monitor Deloitte
2018 -2019	Advisor – Ministry of Economy
2017 -2019	Founding Dean - Prince Muhammad Bin Salman College of Management and Entrepreneurship
2017 -2021	Member of the Board of Directors - Emaar Al Maaref Company, affiliated to Emaar Economic City
2017 – 2018	President at Baha University
2012 - 2018	Vice Chairman and Chairman of the Investment Committee - Wadi Makkah Technology 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	Nature of the membership	Committees Membership	Legal form of the company
1	Saudi Venture Capital Company (SVC)	Investment	executive	in personal capacity	-	Listed company

## CV Template for the Nominee

A) Personal Information of the Nominee				
<b>Full Name</b>	Walid Sulaiman Abanumay			
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	16/10/1966	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Bachelor's degree	Computer Science	1988	University, Carbondale, Illinois, USA
2	Masters Degree	Management Information System	1990	University of Illinois (formerly known as Sangamon States University)
3	PhD	Business Administration (Majoring in Finance)	1997	Southern Illinois University
C) Work Experience of the Nominee				
Term	Areas of Experience			

Oct. 1997 - till date	General Manager at Al Mareefa Al Saudia Company
1993 -1997	Portfolio Manager at Abanumay Commercial Center,
1993 -1994	M.I.S. Manager at Abanumay Industrial Corporation

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	Nature of the membership	Committees Membership	Legal form of the company
1	Saudi Ashmore Investment	Investment	nonexecutive	in personal capacity	-	Joint Stock Company

2	Rawafd Aljoud	Investment	nonexecutive	in personal capacity	-	Joint Stock Company
3	Arabian Waterproofing Company "Awazel",	Waterproofing	nonexecutive	in personal capacity	-	Joint Stock Company
4	Abanumay Industrial Company	Sponge Production	nonexecutive	in personal capacity	-	Joint Stock Company

## CV Template for the Nominee

A) Personal Information of the Nominee				
Full Name	Yazeed Abdulraman Alhumied			
Nationality:	Saudi	Date of Birth:	16/08/1403	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Bachelor's degree	Business Administration and Accounting	2004	KSU
C) Work Experience of the Nominee				
Term	Areas of Experience			

2021 - Present	Head of Local Holdings Investments Division - PIF
2021 -Present	Vice chairman of the Board of SNB
2019 -2021	Vice chairman of the Board of SAMBA
2016 -2020	Chief of Staff - PIF
2015 -2016	Advisor - PIF
2014 -2015	Manager - Merger and Acquisition Dep - CMA
2013 -2014	Advisor of Governor - CMA
2008 -2012	Senior Specialist in the Merger and Acquisition Dep - CMA
2004 -2008	Senior Advisor

**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	Nature of the membership	Committees Membership	Legal form of the company
1	SNB	Banking	nonexecutive	in personal capacity	-	Listed Company
2	National Security Services Company	Security	nonexecutive	representative of legal person	Nomination & Remuneration Committee	Joint Stock Company
3	Saudia	Aviation	nonexecutive	representative of legal person	AC	Governmental Entity
4	Flyadeal	Aviation	nonexecutive	representative of legal person	AC	Joint Stock Company
5	Civil Aviation Holding	Investment	independent	in personal capacity	Investment Committee and ExCom	Joint Stock Company
6	Tadawul	Capital Market	nonexecutive	representative of legal person	AC	Joint Stock Company
7	Richard Attias	Strategic Communication	nonexecutive	representative of legal person	-	Joint Stock Company

## Attachments of Item No. 15

Resumes of the members of the Audit Committee for the upcoming cycle, which starts on 15/05/2021 and ends on 14/05/2024.

## CV Template for the Nominee

A) Personal Information of the Nominee			
<b>Full Name</b>	Dr. Abdulrahman M. Albarrak		
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	13/04/1976
B) Qualifications of the Nominee			
#	Degree	Major	Name of the Awarding Entity
1	Bachelor's degree	Accounting	King Faisal University
2	Master's degree	Finance	University of Colorado at Denver
3	PhD	Finance	University of Newcastle upon Tyne (UK)
C) Work Experience of the Nominee			
Term	Areas of Experience		

11/2017-Present	President of Thara Consulting					
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	Nature of the membership	Committees Membership	Legal form of the company
1	The Health Holding Co. owned by the Health Ministry	Health	independent	in personal capacity	Governance Committee and Chairman of the Nomination & Remuneration Committee	Government Project
2	Agricultural tourism project. owned by the PIF	Agricultural tourism	-	in personal capacity	Founding committee	Government Project
3	Alandalus Property Co	Real Estate	independent	in personal capacity	Chairman of AC	Joint stock Company
4	BinDawood holding Co.	Retail	independent	in personal	Chairman of Governance	Listed Company

				capacity	Committee	
5	Saudi Credit Bureau Co. (SIMAH)	Insurance	independent	in personal capacity	Chairman of AC	Joint stock Company
6	Thiqah Business Services Co.	Business Services	-	in personal capacity	Corporate Governance Committee Chairman	Governmental company
7	National Security Center	Security	-	in personal capacity	Audit Committee Member	Governmental Center
8	Local Content and Government Procurement Authority	Content and governmental procurement	-	in personal capacity	Audit Committee Member	Governmental authority
9	Non-Oil Revenue Development Center	energy	-	in personal capacity	Audit & risk Committee	Governmental Center
10	Al-Elm Co.	Information Security	-	in personal capacity	AC	Governmental company
11	General Authority of Zakat and Tax	Zakat & VAT	-	in personal capacity	AC	Governmental authority
12	Saudi National Bank	Banking	-	in personal capacity	AC	Listed Company
13	Saudi Airlines Cargo Co.	Aviation	-	in personal capacity	Audit Risk and compliance Committee	Limited Liability
14	Saudi Arabian Logistics (SAL)	Logistics	-	in personal capacity	Audit Risk and compliance Committee	Limited Liability
15	National Center for privatization	privatization	-	in personal capacity	Audit and Risk Committee	Governmental Center
16	Etihad Etisalat Co. "Mobily"	Telecom	-	in personal capacity	AC	Listed Company
17	Saudi Royal Aviation	Aviation	-	in personal capacity	AC	Governmental
18	Decision Support Center	Information	-	in personal capacity	AC	Governmental Center



## CV Template for the Nominee

A) Personal Information of the Nominee				
<b>Full Name</b>	Dr. Khalid M. Altawil			
<b>Nationality:</b>	Saudi	<b>Date of Birth:</b>	18/11/1963	
B) Qualifications of the Nominee				
#	Degree	Major	Date of the Degree	Name of the Awarding Entity
1	Bachelor's degree	Computer Science	1986	Texas A& M University, College Station
2	Master's degree	Computer Science	1989	King Fahd University of Petroleum and Minerals
3	Executive Master's degree	Business Administration	2006	Edinburgh Napier University
4	PhD	Computer Science and Engineering	1994	King Fahd University of Petroleum and Minerals
C) Work Experience of the Nominee				
Term	Areas of Experience			

2002 -2011	Founder & Establisher of Al-EIM company in Saudi Arabia
2009 – Nov. 2010	Program Director ,OPM-MOI at Ministry of Interior
Dec. 2000 – Jan 2009	Director General, National Information Center at Ministry of Interior
Sep. 1998 – Nov. 2000	Dean, College of Computer Science and Engineering at King Fahd University of Petroleum and Minerals
Sep. 1996 – Aug. 1998	Chairman, Dept. of Computer Engineering at King Fahd University of Petroleum and Minerals
Sep. 1992 – Dec. 1994	Research Associate, Fault Tolerant Computing Laboratory, Texas AM University

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

#	Company name	Main activity	Membership type	Nature of the membership	Committees Membership	Legal form of the company
1	Simah Saudi Credit Bureau "SIMAH"	Credit	nonexecutive	in personal capacity	-	Joint stock company
2	Naqel Company	Cargo	independent	in personal capacity	-	Joint Stock Company
3	SIMAH Rating Agency (TASSNIEF)	Credit	nonexecutive	in personal capacity	-	Agency
٤	Tasheel Company	Financing	independent	in personal capacity	-	Joint Stock Company

## CV Template for the Nominee

A) Personal Information of the Nominee						
Full Name	Ali S. Alayed					
Nationality:	Saudi		Date of Birth:	02/02/1957		
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of the Awarding Entity		
1	Bachelor's degree	Accounting	1979	King Saud University		
C) Work Experience of the Nominee						
Term	Areas of Experience					
2013 - 2017	Saudi Arabian Monetary Agency – “Director General Insurance Control”					
2008 -2013	Malath Insurance and Reinsurance – “Chief Executive Officer and Member of Executive and Investment Committees”					
2006 -2008	Saudi Electricity Company – “Executive Vice President and Chief Financial Officer”					
1994 - 2006	The Company for Cooperative Insurance (Tawuniya) – “Chief Financial Officer”					
1990 - 1994	Al Maward Company Ltd. – “Finance & Admin Manager”					
1980 -1990	Saudi Basic Industries Corporation (SABIC) – “Director L/C Documentation”					
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	Nature of the membership	Committees Membership	Legal form of the company
1	Alinma Tokio Marine Company	Financial	independent	in personal capacity	Investment Committee/	Listed Company

					Excom	
2	Tabuk Cement Company.	Cement	independent	in personal capacity	AC member	Listed Company

## CV Template for the Nominee

A) Personal Information of the Nominee						
Full Name	ABDULAZIZ AL-ATIQUI					
Nationality:	Saudi		Date of Birth:	30/04/1968		
B) Qualifications of the Nominee						
#	Degree	Major	Date of the Degree	Name of the Awarding Entity		
1	Bachelor's degree	Accounting	1990	King Saud University		
C) Work Experience of the Nominee						
Term	Areas of Experience					
2016 -Present	Founder of Abdulaziz Alatiqi Office					
2009 -2015	Director of Market Supervision Department at Capital Market Authority "CMA"					
18 years	Manager of shares Department at Saudi Basic Industries Corporation (SABIC)					
D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:						
#	Company name	Main activity	Membership type	Nature of the membership	Committees Membership	Legal form of the company
1	FIPCO	Manufacturing of Packaging Materials	-	in personal capacity	AC	Listed Company

Attachments of Items No. 17 –38

## Business and Contracts

Dear esteemed shareholders of the Saudi National Bank.

In reference to Article 71 of the Companies Law issued by the Ministry of Commerce 1437 AH / 2015 AD, and with reference to Article 25 of the Bank's Articles of Association, we would like to inform you of the transactions and contracts in which the members of the Board of Directors will have a direct or indirect interest in and in which the Bank seeks to obtain an authorization from the General Assembly, and they are as follows:

1. The business and contracts concluded between the Bank and Bupa Arabia for Cooperative Insurance Co "Bupa" and with which a member of the Board of Directors Mr. Zaid bin Abdulrahman Al-Qwaiz has an indirect interest as he holds the position of board member at Bupa, which is a contract to provide medical insurance services to the National Commercial Bank's employees for the year 2021. This contract was made through competition without any preferential treatment or conditions with a total amount of 189.680.265 Saudi riyals.
2. The business and contracts concluded between the Bank and the ELM information security company (related party) in which the following members of the Board of Directors representing the Public Investment Fund:  
Mr. Saeed bin Muhammad Al-Ghamdi; Mr. Rashid bin Ibrahim Sharif; Mr. David Meek; Mr. Marshall Bailey. have indirect interest in it, where the ELM information security company (related party) is wholly owned by one of the major shareholders of the Bank (the Public Investment Fund), it is a Customers Mobile Number Validation through Tahqoq Service, for a period of one year, and this contract was made without any preferential conditions or benefits, at a cost of 18,400,000 Saudi riyals.
3. The business and contracts concluded between the Bank and Saudi Credit Bureau Company (SIMAH), with which a member of the Board of Directors, Mr. Saeed Muhammad Al-Ghamdi, has an indirect interest, was where he serves the Chairman of (SIMAH) until 07/04/2020., which is a contract for through subscribing in the SIMAH Check for Credit Limit Increase Lead of Customers, this contract was made any preferential conditions or benefits, at a cost of 131,429 Saudi riyals.
4. The business and contracts concluded between the Bank and the Saudi Telecom Company (STC), with which a member of the Board of Directors, Mr. Rashid bin Ibrahim Sharif, has an indirect interest, where he is a member of the Board of Directors in the Saudi Telecom Company, which is a contract to Renewal of the Bulk SMS Contract for 2021, this contract was made through competition without any preferential conditions or benefits, at a cost of 96,410,250 Saudi riyals.
5. The business and contracts concluded between the Bank and Saudi Telecom Company Solutions, with which a member of the Board of Directors Mr. Rashid bin Ibrahim Sharif, has an indirect interest, where he serves as a member of the board of directors of STC, which is a contract for Renewal of Microsoft License Agreement", for a period of three years, and this contract was made by competition without any preferential conditions or benefits, at a cost of 63,247,258 Saudi riyals.
6. The business and contracts concluded between the Bank and Saudi Telecom Company Solutions, with which a member of the Board of Directors Mr. Rashid bin Ibrahim Sharif, has an indirect interest, where he serves as a member of the board of directors of STC, which is a contract for Renewal of Arbor Cloud for DDoS, for

- 3 years (28 March 2020 – 27 March 2023) this contract was made by competition without any preferential conditions or benefits, at a cost of 2,116,446 Saudi riyals.
7. The business and contracts concluded between the Bank and the Saudi Telecom Company (STC), with which a member of the Board of Directors, Mr. Rashid bin Ibrahim Sharif, has an indirect interest, where he is a member of the Board of Directors in the Saudi Telecom Company, which is a contract to the renewal of the IP-VPN Services Contract for 3 years (01/01/2021 – 31/12/2023), this contract was made through competition without any preferential conditions or benefits, at a cost of 73,153,989 Saudi riyals.
8. The business and contracts concluded between the Bank and Saudi Telecom Company Solutions, with which a member of the Board of Directors Mr. Rashid bin Ibrahim Sharif, has an indirect interest, where he serves as a member of the board of directors of STC, which is a contract for Renewal of POS Communication Network contract for a period of one year, and this contract was made by competition without any preferential conditions or benefits, at a cost of 24,840,000 Saudi riyals.
9. The business and contracts concluded between the Bank and the Saudi Telecom Company (STC), with which a member of the Board of Directors Mr. Rashid Sharif has an indirect interest as he holds the position of a board member at STC, which is a rental contract of four multiple automated teller machine (ATM) location, for a period of five years, and this contract was made by competition without any preferential conditions or benefits, at a cost of 550,000 Saudi riyals.
10. The business and contracts concluded between the Bank and the Saudi Telecom Company (STC), with which a member of the Board of Directors Mr. Rashid Sharif has an indirect interest as he holds the position of a board member at STC, which is a rental contract of seven multiple automated teller machine (ATM) location, for a period of three years, and this contract was made by competition without any preferential conditions or benefits, at a cost of 765,000 Saudi riyals.
11. The business and contracts concluded between the Bank and Panda Retail Company, with which a member of the Board of Directors Mr. Anees Mounina has an indirect interest as he holds the position of Vice Chairman at Panda Retail Company, which is a rental contract of Twenty-three multiple automated teller machine (ATM) location, for a period of three years, and this contract was made by competition without any preferential conditions or benefits, at a cost of 9,070,000 Saudi riyals.
12. The business and contracts concluded between the Bank and the Saudi Arabian Military Industries Company (related party) in which the following members of the Board of Directors representing the Public Investment Fund:  
Mr. Saeed bin Muhammad Al-Ghamdi; Mr. Rashid bin Ibrahim Sharif; Mr. David Meek; Mr. Marshall Bailey, have indirect interest in it, where the Saudi Arabian Military Industries Company (related party) is wholly owned by one of the major shareholders of the Bank (the Public Investment Fund), which is the sale of the entire share of shares amounting to (10%) in the Advanced Electronics Company, to the Saudi Military Industries Company (related party) with a total amount less than (1%) of the Bank's total revenues according to the latest financial statements.
13. The business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Makki Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of agreement for (Digital Vision Program), this contract was made by competition without any preferential conditions or benefits, for a period of 12 months, at a cost of 42,550,000 Saudi riyals.
14. The business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of agreement to provide



consulting services related to AlAhli Esnad, for a period of 2.25 months (01/09/2020 until 09/11/2020), this contract was made through competition without any preferential conditions or benefits, at a cost of 1,725,000 Saudi riyals.

15. The business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of Signing a Consultancy Services Agreement to support the merger project with "Samba" for IT Integration, for a period of 3.5 months (22/07/2020 until 21/11/2020), this contract was made through competition without any preferential conditions or benefits, at a cost of 5.635.000 Saudi riyals.
16. The business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of agreement for NCB Mobile App Performance Remediation, this contract was made through competition without any preferential conditions or benefits, for a period of four months, at a cost of 1,530,000 Saudi riyals.
17. The business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of agreement for Support Services for NCBC's Charles River System, for a period of 60 months, this contract was made through competition without any preferential conditions or benefits, at a cost of 9,293,438 Saudi riyals.
18. The business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract for consultancy services related to the Bank's Data Strategy, for a period of three months, this contract was made through competition without any preferential conditions or benefits, at a cost of 2,167,000 Saudi riyals.
19. The business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Makki Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of signing an agreement for (Digital Vision Program - Additional Scope) for a period of 6 months, this contract was made by means of competition without any preferential conditions or benefits, with a total amount of 8,326,000 Saudi riyals.
20. The business and contracts concluded between the Bank and Saudi Accenture, with which a member of the Board of Directors, Mr. Ziad bin Mohammed Makki Al-Tunisi, has an indirect interest, as he holds the position of a member of the Board of Directors in Saudi Accenture, which is a contract of signing an agreement for IT Integration Program - NCB/Samba Merger for a period of 4 months, this contract was made by means of competition without any preferential conditions or benefits, with a total amount of 2,518,500 Saudi riyals.
21. The business and contracts concluded between the Bank and Etihad Etisalat Company (Mobily), with which a member of the Board of Directors, Mr. Zaid bin Abdulrahman Al- Qwaiz, has an indirect interest where the member's brother holds the position of Chairman of the Board of Directors of Etihad Etisalat Company (Mobily) as a representative of the General Organization for Social Insurance, which is a contract to process the pending invoice payment of Mobily Bulk SMS to Etihad Etisalat Co. (Mobily), for the period from 13 Sep 2019 till Dec 2019, this contract was made by competition without any preferential conditions or benefits, at a cost of 7,168,535 Saudi riyals.

22. The business and contracts concluded between the Bank and Alkhaleej Training & Education, with which a member of the Board of Directors, Mr. Zaid bin Abdulrahman Al- Qwaiz, has an indirect interest where the member's brother holds the position of the Board of Directors of Alkhaleej Training & Education, which is a contract to Training Course - ITIL 4 Managing Professional Transition for NCB employees, this contract was made by competition without any preferential conditions or benefits, at a cost of 51,750 Saudi riyals.

We also attach to you the special report on these transactions issued by the Bank's external auditors, Ernst & Young and partners.

Best Regards.

Ammar Abdulwahid Alkhudairy  
Chairman of the Board of Directors





**Ernst & Young & Co. (Certified Public Accountants)**  
**General Partnership**  
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**LIMITED ASSURANCE REPORT  
TO THE SHAREHOLDERS OF THE SAUDI NATIONAL BANK  
(A SAUDI JOINT STOCK COMPANY)  
(FORMERLY THE NATIONAL COMMERCIAL BANK)**

We have carried out a limited assurance engagement in order to state whether anything has come to our attention that causes us to believe that the subject matter detailed below ("Subject Matter"), has not been reported and presented fairly, in all material respects, in accordance with the applicable criteria mentioned below.

**Subject Matter:**

The subject of the limited assurance engagement is related to the declaration as attached in (Appendix 1), which was prepared by the Chairman of the Board of Directors (the "BOD") of The Saudi National Bank (formerly The National Commercial Bank) (the "Bank") to be submitted to the Ordinary General Assembly Meeting, in respect of the transactions and contracts in which any of the members of the BOD of the Bank has a direct or indirect personal interest, occurred during the period from 28 January 2020 to 28 March 2021, in order to comply with the requirements of Article (71) of the Companies' Law.

**Applicable Criteria:**

1. Article (71) of the Companies' Law issued by Ministry of Commerce ("MOC") (1437H -2015).
2. Declaration submitted by the Chairman of the BOD to the Ordinary General Assembly Meeting (Appendix 1).
3. The declarations submitted by the members of the Bank's BOD in respect to the transactions and contracts in which any of the members of the Bank's BOD has a direct or indirect personal interest.
4. The Bank's accounting records for the period from 28 January 2020 to 28 March 2021.

**Management Responsibility:**

The management of the Bank is responsible for the preparation and presentation of the Subject Matter above in accordance with the applicable criteria and is also responsible for the selection of methods used in the applicable criteria. Further, the Bank's management is responsible for applying internal controls relevant to the preparation and presentation of the information stated in the Subject Matter above that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate criteria; maintaining adequate records and making estimates that are reasonable in the circumstances.



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

**Our Responsibility:**

Our responsibility is to express a limited assurance conclusion on the Subject Matter above based on our assurance engagement conducted in accordance with **International Standard on Assurance Engagements (3000)** "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" endorsed in the Kingdom of Saudi Arabia, and the terms and conditions for this engagement as agreed with the Bank's management.

Our procedures were designed to obtain a limited level of assurance on which to base our conclusion, and, as such, do not provide all of the evidence that would be required to provide a reasonable level of assurance. The procedures performed depend on our professional judgement including the risk of material misstatement of the Subject Matter, whether due to fraud or error. While we considered the effectiveness of internal controls when determining the nature and extent of our procedures, our engagement was not designed to provide assurance on effectiveness of those controls.

**Independence and Quality Controls:**

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants ("IESBA") which was founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies International Standard on Quality Control (1) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Summary of Procedures Performed:**

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

As per the engagement letter, our procedures included, but were not limited to:

- Obtaining the BOD Chairman's declaration that includes the financial information about the transactions and contracts in which any of the members of the Bank's BOD has a direct or indirect personal interest, occurred during the period from 28 January 2020 to 28 March 2021, according to the requirements of Article (71) of the Companies Law (Appendix 1).

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

**Summary of Procedures Performed (continued):**

- Reviewing the BOD resolution that indicate the BOD member's notification to the BOD on the transactions and contracts for the period from 28 January 2020 to 28 March 2021.
- Obtaining the declarations submitted by the Bank's BOD in respect to the transactions and contracts in which any of the members of the Bank's BOD has a direct or indirect personal interest.
- Comparing the financial information in Appendix 1 to the Bank's accounting records for the period from 28 January 2020 to 28 March 2021.

**Limited Assurance Conclusion:**

Based on our limited assurance procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Subject Matter above has not been reported and presented fairly, in all material aspects, in accordance with the applicable criteria.

**Other Matters:**

The attached (Appendix 1) has been stamped by us for identification purposes only.

for Ernst & Young



Hussain Saleh Asiri  
Certified Public Accountant  
License No. 414

2 Ramadan 1442H  
14 April 2021 G

Jeddah

