

BOARD COMMITTEES

The committees of the Board of Directors exercise their duties and responsibilities based on the relevant governance documents, regulations and policies approved by the Board of Directors - or the General Assembly, as the case may be - which determine their authority and work procedures, and these committees were formed with the formation of the Board of Directors for the current term for a period of three years from 17/04/2022 until 16/04/2025.

A. EXECUTIVE COMMITTEE

The responsibilities of the Executive Committee are to ensure the effectiveness of the decision-making process at the highest levels to achieve the Bank's objectives flexibly and according to the scheduled schedule, assist the Board of Directors in carrying out its responsibilities, activate its role in promoting, following up and implementing the Bank's strategy to support the effectiveness of performance, review and monitor the Bank's business on a regular basis, take decisions and submit the necessary recommendations to the Board.

The Committee in its current session consists of five members of the Board of Directors, and the Committee has met fourteen meetings during the year 2022, and the following is a statement of the meetings of the Committee and the names of the attendees:

MEETINGS OF THE EXECUTIVE COMMITTEE HELD DURING THE YEAR 2022 AND ATTENDANCE RECORD

#	Name	Position	Meeting Date and number													
			02/01/2022	17/01/2022	24/01/2022	08/02/2022	10/03/2022	05/04/2022	13/05/2022	06/06/2022	04/07/2022	15/08/2022	10/09/2022	23/10/2022	14/11/2022	04/12/2022
			01/22	02/22	03/22	04/22	05/22	06/22	07/22	08/22	09/22	10/22	11/22	12/22	13/22	14/22
1	Mr. Nasser bin Mohammed Al-Subaie	Chairman of the Committee	√	√	√	√	√	√	√	√	√	√	√	√	√	√
2	Mr. Abdulaziz Mohammed Al-Onaizan	Member	√	√	√	√	√	√	√	√	√	X	√	√	√	√
3	Mr. Khalid Abdulrahman Al-Rajhi	Member	√	√	√	√	√	√	√	√	√	√	√	√	√	√
4	Mr. Nasser bin Suleiman Al-Nasser	Member	-	-	-	-	-	-	√	√	√	√	√	√	√	√
5	Mr. Haitham bin Suleiman Al-Suhaimi	Member	-	-	-	-	-	-	√	√	√	√	√	√	√	√
1	Mr. Fahad bin Abdullah bin Dakhil	Member	√	√	√	√	√	√	-	-	-	-	-	-	-	-
2	Mr. Khalid bin Abdulaziz Al-Muqairen	Member	√	√	√	√	√	√	-	-	-	-	-	-	-	-

(1) New members of the current term of the Committee, which began on 17/04/2022. (√) Attended - (X) apologize

(2) Members whose membership expired at the end of the previous term of the Committee on 16/04/2022.

B. NOMINATION AND REMUNERATION COMMITTEE

The responsibility of the Committee is to review annually the required needs of appropriate skills for the membership of the Board of Directors and its committees in proportion to their nature and regulations, as well as to review the structure and composition of the Board of Directors and its committees from time to time, make recommendations on the strengths and weaknesses of the members, submit proposals to overcome them, submit its recommendations in this regard to the Board of Directors and regarding candidates for membership of the Board and its committees, qualifications and experience appropriate for membership, and ensure on an annual basis the independence of the independent members of the Board and the absence of conflicting interests, as well as The Committee is responsible for studying, developing, updating and proposing policies related to the remuneration and incentives of the members of the Board, its committees and the executive management, as well as the policy and mechanism of replacement for the members of the Board of Directors, its committees and the executive management, and submitting the necessary recommendations to the Board of Directors to approve the organizational structure of the Bank and the related updates and amendments.

The Committee consists in its current session of three members, including one member of the Board of Directors and two members from outside, and the Committee met (6) meetings during the year 2022, and the following are the biographies of members from outside the Board and they are:

Mr. Khalid Saleh Al-Hathal

Mr. Khalid bin Saleh Al-Hathal has more than 30 years of experience in a number of diverse fields, banking and commercial, through holding many positions, including the position of Executive Director of Shared Services in Al-Faisaliah Group previously and CEO of Ann Company Ltd. and many other companies, and currently holds the position of CEO of Muzn Investment Company and many memberships in the boards of directors and committees of a number of companies, and holds a master's degree and a bachelor's degree in business administration from Indiana University in United States of America.

Mr. Samir Omar Baissa

Mr. Samir Omar Baissa has a long experience in the banking field, including Regional Manager for the Western Region at the National Commercial Bank, General Manager of the Branch Network at Banque Saudi Fransi, Business Development Consultant at Riyadh Bank, and is currently a member of the Board of Directors of the Saudi Company for Tools and Tools SACO. He holds an MBA from California State University and a Bachelor's degree in Business Administration from King Abdulaziz University.

MEETINGS OF THE NOMINATION AND REMUNERATION COMMITTEE HELD DURING THE YEAR 2022 AND ATTENDANCE RECORD

#	Name	Position	Meeting Date and number				
			23/01/2022 01/22	09/03/2022 02/22	07/06/2022 03/22	25/08/2022 04/22	06/12/2022 05/22
1	Mr. Haitham M. Al-Fayez	Chairman of the Committee	-	-	√	√	√
2	Mr. Samir Omar Baissa	Member	√	√	√	√	√
3	Mr. Khalid bin Saleh Al-Hathal	Member	√	√	√	√	√
4	Mr. Amr Hosni Altaher	Member	√	√	-	-	-

(1) A new member in the current term of the Committee, which began on 17/04/2022 (√) Attended - (X) apologize

(2) A member whose membership expired at the end of the previous term of the Committee on 16/04/2022.

A. RISK COMMITTEE

The Risk Committee is one of the committees at the same level as the Board of Directors. Its main purpose is to provide advice and consultation to the Board on current and future overall plans and strategies in relation to the Bank's capacity and ability to bear risks. The Committee also supervises the Executive Management's implementation of these plans and strategies. In general, the Committee assists the Board in overseeing all the activities and decisions related to the Risk Management Group at the Bank. Such activities and decisions include market, credit, investment, financial, Information technology & Cybersecurity and operating risks as well as liquidity, reputation, business continuity and technical systems risks. In addition, the Committee is to review the Bank's internal risk policies and present them to the Board of Directors for approval. The Committee also seeks approval on the distribution amount of acceptable credit risks, responsibilities and other approved risks from the Board of Directors in a manner that does not conflict with the duties and responsibilities of other committees of the Board of Directors, as well as supervising the approved risk limitations and ensuring that the bank has adequate policies and procedures approved by the competent authorities.

The current Committee consists of 3 Board members, and held 4 meetings during 2022.

The following is the attendance record of Committee Members' meetings in 2022:

No.	Stakeholder name	Position	27/02/2022 (01/21)	23/05/2022 (02/21)	29/08/2022 (03/21)	28/11/2022 (04/21)
1	Mr. Muath bin Abdulrahman Al-Husseini	Chairman of the Committee	√	√	√	√
2	* Mr. Haitham M. Al-Fayez	Member	-	√	√	√
3	Mr. Mohammed Abdulrahman Al-Rajhi	Member	-	√	√	√
4	** Mr. Faisal bin Talib Humaid	Member				
5	*** Mr. Ahmed Abdulrahman Al-Hussan	Former Chairman of the Committee	√	-	-	-
6	* Mr. Haitham bin Suleiman Al-Suhaimi	Member	√	-	-	-

* New members in the current session of the Committee, which began on 17/04/2022 (√) Attended - (X) apologize

** New member of the Risk Committee in December 2022.

Members whose membership expired at the end of the previous session of the Committee on 16/04/2022.

B. COMPLIANCE AND GOVERNANCE COMMITTEE

The responsibility of the Committee is to supervise and maintain the strengthening and application of the highest standards of governance by ensuring on behalf of the Board of Directors that sound governance practices are followed in all the Bank's activities, and the Committee also works to ensure that the Bank complies with all approved local, regional and international laws, regulations and rules related to its activities, and to conduct a permanent review of the general governance framework and related mechanisms, and the responsibility of reviewing the regulations of the committees of the Board of Directors and the Executive Management and submitting recommendations to the Board of Directors thereon. Monitor and ensure that the Bank has sufficient mechanisms to identify cases of conflict of interest in all transactions and operational activities. The Committee also approves the annual Compliance and Anti-Financial Crime Sector plan/program, and is responsible for reviewing the annual compliance report submitted to the Saudi Central Bank, following up on the adequacy, effectiveness and independence of the Compliance and Combating Financial Crimes Sector with regard to the implementation of the compliance policy and manual, combating financial crimes, reviewing the periodic and annual reports of each of them, ensuring the effective correction of any gaps or violations that are monitored or identified, and evaluating the sector and the compliance plan/program.

The Committee consists in its current session of three members, including two members of the Board of Directors and a member from outside it, and the Committee met (5) meetings during the year 2120, and below is the biography of a member of the Committee from outside the Board in the current session:

Mr. Samir Omar Baissa

Mr. Samir Omar Baissa has a long experience in the banking field, including Regional Manager for the Western Region at the National Commercial Bank, General Manager of the Branch Network at Banque Saudi Fransi, Business Development Consultant at Riyadh Bank, and is currently a member of the Board of Directors of the Saudi Company for Tools and Tools SACO. He holds an MBA from California State University and a Bachelor's degree in Business Administration from King Abdulaziz University.

Meetings of the Compliance and Governance Committee held during the year 2022 and attendance record

#	Name	Position	Meeting Date and number				
			23/01/2022	09/03/2022	07/06/2022	25/08/2022	06/12/2022
			01/22	02/22	03/22	04/22	05/22
1	Doctor Ziad Bin Othman Alhogail	Chairman of the Committee	√	√	√	√	√
2	Mr. Samir Omar Baissa	Former Chairman of the Committee and a current member	√	√	√	√	√
3	Mr. Muath bin Abdulrahman Al-Husseini	Member	√	√	√	√	√

* Mr. Abdulaziz bin Abdullah Al-Akel joined the membership of the Committee on 17/04/2022 (√) Attended - (X) apologize

** The membership of Mr. Jasser bin Abdul Karim Al-Jasser in the Committee ended on 16/04/2022

F. AUDIT COMMITTEE

The Audit Committee is responsible for the supervision of the internal audit division. This includes ensuring the independence and effectiveness of the Internal Audit division in undertaking its responsibilities, ascertaining the availability of its required human resources, approving its strategic and annual audit plans and monitoring its implementation, reviewing reports issued by the internal Audit Division, following up the corrective action plans provided by the business, and ensuring that external quality assessment is conducted over Internal Audit work activities at least once every 5 years. In addition, the committee approves the strategic and annual plan of the Sharia Internal Audit. The committee also nominates the bank's external auditors, determine their Fees, supervises their activities, reviews their audit plan, evaluates their performance, verifies their independence and the level of cooperation of the bank's management with them, discusses their observations, studies the interim and annual financial statements, and recommends their approval to the Board of Directors. The Committee also, reviews the contracts and transactions proposed by the Bank with related parties. In addition to the other supervisory duties that fall within the scope of the Committee duties as stipulated in its charter approved by the General Assembly.

The Committee currently consists of 3 Members, 1 from the Board (Committee Chairman) and 2 non-board Members. The biographies of the current Non-Board Members are as follows:

Mr. Mohammed Farhan bin Nader

Mr. Mohammed bin Farhan bin Nader has a variety of experiences in banking and consultancy through his work experiences in local and international consulting firms. He holds the American and Saudi Fellowship of Certified Public Accountants and holds a master's degree in Business Administration from Heriot-Watt University, Britain, and a bachelor's degree in Accounting from the King Saud University.

Mr. Abdulaziz bin Abdullah Al-Akel.

Mr. Abdulaziz bin Abdullah Al-Akel has a long experience through his previous work as Deputy Chief Internal Auditor at Arab Bank and Director of Information Technology Audit at Riyadh Bank, Al Rajhi Bank and Bank Albilad, in addition to his work in the field of Information Technology at the Ministry of Defense and Aviation and as a consultant to Auditor company, Mr. Abdulaziz is currently a member of the Board of Directors and Chairman of the Audit Committee of the National Environment Recycling Company. He is a certified internal auditor from the Institute of internal Control in America, a certified risk analyst from the American Academy of Financial Management, a certified risk information system controller from the audit and Control of Information Systems in America and holds a bachelor's degree in computer science from Monmouth University, USA.

The Committee held (7) meetings during the year 2022, and the following below a list of these meetings and members attendance:

#	Name	Adjective	Meeting Date and number						
			First meeting 01/02/2022	Second meeting 08/03/2022	Third meeting 19/04/2022	Fourth meeting 07/06/2022	Fifth meeting 26/07/2022	Sixth meeting 14/10/2022	Seventh meeting 20/12/2022
1	Mr. Adeeab Mohammed Abanumai	President	√	√	√	√	√	√	√
2	Mr. Mohammed bin Farhan bin Nader	Member	√	√	√	√	√	√	√
3	Mr. Abdulaziz A. Al-Akel	Member*	-	-	√	√	√	√	√
4	Mr. Jasser bin Abdulkarim Al-Jasser	Former Member **	√	√	-	-	-	-	-

* Mr. Abdulaziz bin Abdullah Al-Akel joined the membership of the Committee on 17/04/2022

** The membership of Mr. Jasser bin Abdul Karim Al-Jasser in the Committee ended on 16/04/2022

(√) Attended - (X) apologize

G. SHARIA COMMITTEE

The main purpose of the Sharia Committee is to assist the Board of Directors in performing its duties and responsibilities by enhancing confidence in the compliance with the Sharia provisions and principles prescribed by the bank. The committee provides Sharia consultation and supervises the bank's business in a manner that ensures the protection of shareholders and all stakeholders interests. The committee exercises its duties independently, not affected by any influence that may hinder it from issuing objective Sharia decisions while discussing sharia matters put before it, and issuing Sharia decisions with regards

to practicing Islamic banking, in order to achieve the bank's vision, mission and values that preserve its identity, in accordance with the principles and provisions of the Islamic law. Upon the issuance of the Sharia Governance Framework by the Saudi Central Bank.

The committee works closely with the Board of Directors and is formed in accordance with the general regulations and conditions for forming approved committees prescribed by the bank. The Sharia committee consists of 3 specialized and competent members who are well-versed in the jurisprudence of financial transactions and economics, according to the approved formation in the General Assembly on 09-10-1443 AH corresponding to 04-11-2022 AD, The members are:

H.E. Sheikh Prof. Dr. Abdullah Musa Al-Amar (Chairman of the Committee)

H.E. Sheikh Prof. Dr. Abdullah Musa Al-Amar was an ex-professor of Jurisprudence, the College of Sharia, Imam Muhammad bin Saud Islamic University, a part-time advisor at the Ministry of Islamic Affairs, Dawah and Guidance, and an undersecretary of the Jurisprudence Department, College of Sharia, Imam Muhammad bin Saud Islamic University. He holds a Master's degree and Doctorate degree from the Jurisprudence Department, College of Sharia, Imam Muhammad bin Saud Islamic University in 1407 AH. He has a number of books, including:

- Lottery and its areas of application in Islamic jurisprudence.
- Study of abstraction of carefulness book.
- Rules of mourning
- The life of H.E. Sheikh Muhammad bin Ibrahim Al Sheikh (in cooperation with others).

H.E. Sheikh Dr. Muhammad Saud Al-Osaimi (Member)

H.E. Sheikh Dr. Muhammad bin Saud Al-Osaimi is the General Supervisor of Maqased Economic Advisory, and was previously an Associate Professor at the College of Economics and Administrative Sciences, Imam Muhammad bin Saud Islamic University. He holds a Master's degree and Doctorate degree in economics from the University of Colorado, Boulder, USA in 1414 AH. He has several books, including:

- How commercial banks work for non-specialists?
- Credit cards, the economic aspects of different payment cards.
- Translation of the book "Death of Money", by Joel Curtisman.
- The economic aspects of traffic accidents.

H.E. Sheikh Prof. Dr. Yusuf Abdullah Al-Shubaili (Member)

H.E. Sheikh Prof. Dr. Yusuf bin Abdullah Al-Shubaili is a professor of Jurisprudence at the Higher Judicial Institute, Imam Muhammad bin Saud Islamic University. He is a member of the Sharia Board of the Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI), he holds a Master's Degree and Doctorate degree from the Department of Comparative Jurisprudence, the Higher Judicial Institute, Imam Muhammad bin Saud Islamic University in 1422 AH. He has several books, including:

- Credit cards and the related provisions in Islamic jurisprudence.
- Investment services in banks and their provisions in Islamic jurisprudence.
- Purposes of Islamic legislation.
- Financial transactions.

The Sharia committee held 17 meetings in 2022, and below is a statement of the committee's meetings and the names of the attendees:

Name	Nature of Membership	Meeting number and date																
		31/03/2022	20/04/2022	18/05/2022	24/05/2022	07/06/2022	29/06/2022	27/07/2022	31/08/2022	18/09/2022	27/09/2022	18/10/2022	01/11/2022	07/11/2022	06/12/2022	11/12/2022	20/12/2022	26/12/2022
H.E. Sheikh Abdullah Suleiman Al-Manea	Committee Chairman (prior)	√	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
H. E Sheikh Prof. Dr. Abdullah Muhammad Al-Mutlaq	Vice Chairman (prior)	√	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
H.E. Sheikh Prof. Dr. Abdullah Musa Al-Amar	Committee Chairman	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√
H.E. Sheikh Dr. Muhammad Saud Al-Osaimi	Member	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√
H.E. Sheikh Prof. Dr. Yusuf Abdullah Al-Shubaili	Member	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√	√

- The committee was reconstituted in the General Assembly on 09-10-1443 AH corresponding to 04-11-2022 AD to include the membership of each of the committee members His Eminence Sheikh Abdullah Al-Ammar, Sheikh Yusef Al-Shubaili, Sheikh Muhammad Al-Osaimi.

(√) Attended - (X) apologize