

BOARD COMMITTEES

The Board of Directors committees carry out their duties and responsibilities in accordance with the applicable guidelines, regulations, and governance policies approved by the Board of Directors or the General Assembly, as needed. These guidelines and policies outline the committees' authority and operating procedures. These committees were established concurrently with the current session's Board of Directors and are to serve three-year terms beginning on April 2022 ,17, and ending on April 2025 ,16.

A) Executive Committee:

The Executive Committee is accountable for ensuring the efficiency of the decision-making process at the highest levels to achieve the bank's objectives within the set timeframe. They also support the Board of Directors in carrying out their responsibilities and enhancing their role in promoting, monitoring, and implementing the bank's strategy to drive effective performance. The committee consistently reviews and monitors the bank's operations, makes decisions, and provides necessary recommendations to the Board.

The committee currently consists of five members of the Board of Directors. The committee convened a total of 13 meetings throughout the year 2023. Below is a summary of the committee meetings and the people who attended:

Meetings of the Executive Committee held during the year 2023 and attendance record:

#	Name	Role	Date & Number of the meeting												
			16/01/2023	14/02/2023	13/03/2023	19/03/2023	10/04/2023	25/05/2023	24/06/2023	17/07/2023	02/08/2023	17/09/2023	22/10/2023	13/11/2023	11/12/2023
			01/23	02/23	03/23	04/23	05/23	06/23	07/23	08/23	09/23	10/23	11/23	12/23	13/23
1	Mr. Nasser Bin Mohammed Alsubaie	Chairman of the Committee	√	√	√	√	√	√	√	√	√	√	√	√	√
2	Mr. Abdulaziz M. AlOnaizan	Member	√	√	√	√	√	√	√	√	√	√	√	√	√
3	Mr. Khalid Abdulrahman Al-Rajhi	Member	√	√	√	√	√	√	√	√	√	√	√	√	√
4	Mr. Nasser Suleiman Alnasser	Member	√	√	√	√	√	√	√	√	√	√	√	√	√
5	Mr. Haitham Suleiman Alsuhaimi	Member	√	√	√	√	√	√	√	√	√	√	√	√	√

(√) attended - (X) apologized

B) Nominations and Remuneration Committee

The committee is responsible for conducting an annual review of the necessary skills required for membership on the Board of Directors and its affiliated committees, according to their respective nature and regulations. They also periodically evaluate the structure and composition of the Board and its committees, identifying strengths and weaknesses among members and proposing solutions to address them. The committee presents its recommendations to the Board of Directors, ensuring that candidates for membership possess the appropriate qualifications and experiences. Additionally, they verify the independence of independent board members and ensure the absence of conflicts of interest on an annual basis. The committee is also tasked with studying, developing, updating, and proposing policies regarding the rewards and incentives of board members, executive management, and committee members. It additionally handles the policy and mechanism for replacing board members, committee members, and executive management. The committee then submits its recommendations to the Board of Directors for approval on the bank's organizational structure and any necessary updates or amendments.

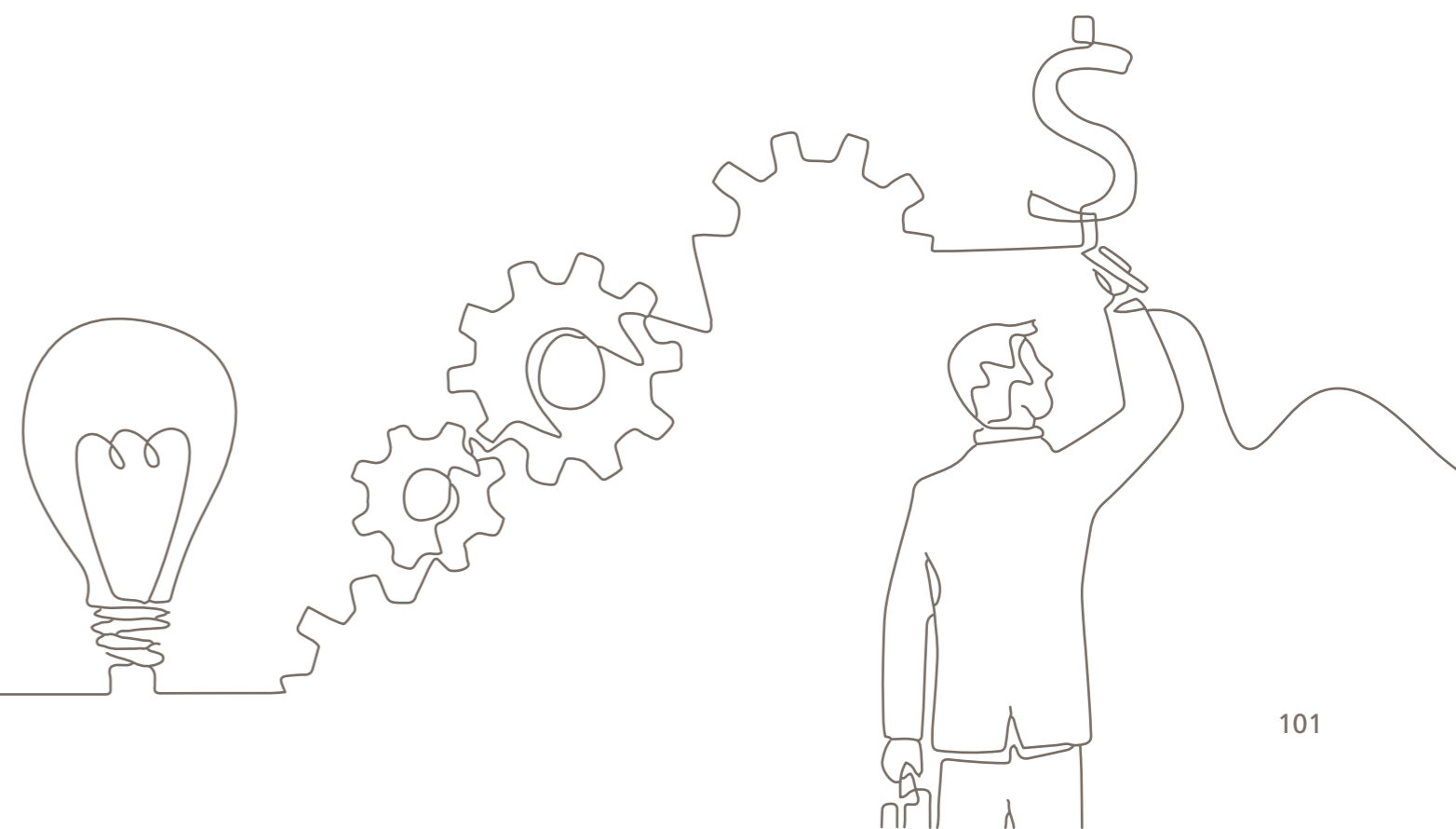
The committee currently consists of three members, one of whom is a member of the Board of Directors, while the other two are external members. The Committee held a total of 8 meetings throughout the year 2023. Below is a list of the biographies of the external members:

Mr. Khalid Bin Saleh Al-Hathal

Mr. Khalid bin Saleh Al-Hathal brings over 35 years of extensive experience in various banking and commercial sectors. He has held numerous positions throughout his career, including Executive Director of Shared Services at Al-Faisaliah Group and CEO of ANN Limited, among other companies. Currently, he serves as the CEO of Mozn Investment Company and holds memberships on several boards of directors and committees. Mr. Al-Hathal holds a master's degree and a bachelor's degree in business administration from Indiana University in the United States of America.

Mr. Samir Bin Omar Baissa

Mr. Samir bin Omar Baissa has a wealth of experience in the banking industry, with a diverse background in various roles. He has been a member of the Board of Directors at Al Bilad Bank, served as the Regional Director for the Western Region at the Saudi National Bank, and held the position of General Manager of the branch network at Banque Saudi Fransi. Additionally, he has worked as a Business Development Advisor at Riyadh Bank. currently, he holds the position of Chairman of the Board of Directors at the Saudi Tools Company (SACO). He has earned a master's degree in business administration from California State University and a bachelor's degree in business administration from King Abdulaziz University.



Meetings of the Nominations and Remuneration Committee held during the year 2023 and attendance record:

#	Name	Role	Date & Number of the meeting							
			03/01/2023	15/02/2023	14/03/2023	14/05/2023	07/06/2023	18/09/2023	02/10/2023	06/12/2023
			01/23	02/23	03/23	04/23	05/23	06/23	07/23	08/23
1	Mr. Haitham Bin Muhammad Alfayez	Chairman of the Committee	√	√	√	√	√	√	√	√
2	Mr. Khalid Bin Saleh Alhathal	Member	X (*)	√	X (*)	√	√	√	√	√
3	Mr. Samir bin Omar Baissa	Member	√	√	√	√	√	√	√	√

(√) attended - (X) apologized

(*) Committee member Mr. Khaled Al-Hathal apologized for not attending this meeting in accordance with the policy and procedures for handling conflicts of interest and related party transactions.

C) Risk Committee

The Risk Committee's primary responsibilities involve offering guidance and consultation to the Board of Directors on the bank's present and future plans and strategies, particularly in relation to risk management. They also oversee the execution of these plans and strategies by the bank's executive management. The committee's main focus is to support the Board of Directors in overseeing various aspects of risk management in the bank. This includes monitoring the performance and execution of tasks carried out by the bank's risk management group, which covers areas such as market and credit risks, investment, financial and operational risks, liquidity risks, reputation, business continuity, technical systems risk, technical and information security risks (cyber), legal risks, and strategic risks. The committee is responsible for reviewing the bank's internal risk policies and presenting them to the Board of Directors for approval. They also approve the allocation of acceptable credit risks, fulfil credit responsibilities and approved risks, periodically assess risk limits and new product risks, ensure compliance with regulatory instructions, and establish appropriate oversight systems. Additionally, they may undertake any tasks or responsibilities assigned by the Board of Directors, as long as they do not conflict with the duties of other committees.

The committee currently has four members, three of whom are part of the Board of Directors, and the other is an external member. Below is the biography of the external member

Mr. Faisal Taleb Humaid

Mr. Faisal Taleb Humaid has more than 20 years of experience in the private sector, specializing in cybersecurity, governance, risk management, and compliance. He has also gained extensive experience in various technical and leadership roles within renowned international companies across different regions, such as the United States of America, the United Kingdom, and the Middle East. These companies include Ernst & Young, Exxon Mobil, the World Bank Group, Hewlett Packard, and Kearney, where he has developed specialized expertise. He was appointed as a consultant and executive director at IBM. He obtained a master's degree in cybersecurity from George Mason University in the United States of America in 2006, and a bachelor's degree in computer science from the same university in 2003. The committee currently has four members, three of whom are part of the Board of Directors, and the other is an external member. Below is the biography of the external member:

The committee convened a total of 5 meetings throughout the year 2023.

Meetings of the Risk Committee held during the year 2023 and attendance record:

#	Name	Role	Date & Number of the meeting				
			27/02/2023	05/03/2023	22/05/2023	08/08/2023	31/12/2023
			01/23	02/23	03/23	04/23	05/23
1	Mr. Muadh Abdulrahman AlHusseini	Chairman of the Committee	√	√	√	√	√
2	Mr. Haitham Mohammed Alfayez	Member	√	√	√	√	√
3	Mr. Mohammed Abdulrahman AlRajhi	Member	√	√	√	√	√
4	Mr. Faisal Taleb Humaid	Member	√	√	√	√	√

(√) attended - (X) apologized

D) Compliance and Governance Committee

The committee is tasked with overseeing and maintaining the highest standards of governance. They act on behalf of the Board of Directors to ensure that sound governance practices are followed in all the bank's activities. The committee is responsible for ensuring that the bank complies with all approved local, regional, and international regulations, standards, and rules. They also conduct regular reviews of the overall governance framework and related mechanisms. This includes reviewing the regulations of committees associated with the Board of Directors and the Executive Management and providing recommendations to the Board of Directors. The committee is responsible for closely monitoring and ensuring that the bank has effective mechanisms in place to identify any potential conflicts of interest in all its operations and activities. The committee is responsible for approving the annual Compliance and Combating Financial Crimes Sector Program. It also reviews the annual compliance report submitted to the Central Bank of Saudi Arabia and ensures that the Compliance and Combating Financial Crimes Sector is adequately independent and effective in implementing the Compliance and Combating Financial Crimes policy and guide. The committee also reviews the periodic and annual reports for each sector and ensures that any gaps or violations are addressed. Additionally, it evaluates the sector and compliance plan/program.

The committee currently consists of three members, two of whom are members of the Board of Directors, while one is an external member. The Committee held a total of 5 meetings throughout the year 2023. Below is the biography of the external member

Mr. Samir Bin Omar Baissa

Mr. Samir bin Omar Baisa has extensive experience in the banking industry with a diverse background in various roles. He has been a member of the Board of Directors at Al Bilad Bank, served as the Regional Director for the Western Region at the Saudi National Bank, and served as the General Manager of the branch network at Banque Saudi Fransi. Additionally, he has worked as a Business Development Advisor at Riyadh Bank. He currently serves as the Chairman of the Board of Directors at the Saudi Tools Company (SACO). He has earned a master's degree in business administration 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 2023 and attendance record:

#	Name	Role	Date & Number of the meeting				
			14/03/2023	05/04/2023	06/06/2023	20/09/2023	05/12/2023
			01/23	02/23	03/23	04/23	05/23
1	Dr. Ziad Othman Alhekail	Chairman of the Committee	√	√	√	√	√
2	Mr. Muadh Abdulrahman Alhossiny	Member	√	√	√	√	√
3	Mr. Sameer Bin Omar Baissa	Member	√	√	√	√	√

(√) attended - (X) apologized

E) Audit Committee

The Audit Committee is responsible for overseeing the internal audit sector. This involves ensuring the efficiency and impartiality of the sector in carrying out its duties, confirming the adequacy of personnel, endorsing the sector's strategy, strategic plan, and annual plan for internal auditing, analyzing the reports issued by the audit sector, monitoring corrective actions, and ensuring their implementation. It guarantees that, at minimum once every five years, an independent external assessment of the internal audit sector is carried out. The committee is responsible for approving the strategic and annual Sharia review plan and ensuring its implementation. It also selects the bank's external auditors, sets their fees, oversees their activities, reviews their work plan, assesses their performance, ensures their independence, and ensures that the executive management collaborates with them. The committee discusses the auditors' observations, coordinates with the internal audit, and examines the interim and annual financial statements and recommendations before obtaining approval from the Board of Directors. The committee diligently reviews the observations made by regulatory authorities and external auditors. It also carefully examines contracts and transactions involving related parties, along with other supervisory tasks outlined in the regulations by the General Assembly.

The Committee currently has three members, one of whom is a member of the Board of Directors (Chairman of the Committee), while the other two are external members. Below are the biographies of the external members:

Mr. Mohammed bin Farhan bin Nader.

Mr. Mohammed bin Farhan bin Nader has extensive experience in banking and consulting, gained from working in both local and international consulting companies. He holds American and Saudi fellowships for certified public accountants, along with a master's degree in business administration from Heriot-Watt University in Britain, and a bachelor's degree in accounting from the University of King Saud.

Mr. Abdulaziz bin Abdullah Al-Aql.

Mr. Abdulaziz bin Abdullah Al-Aql has extensive experience from his previous roles as Vice President of Internal Auditing at the Arab Bank and Director of Information Technology Review at Riyadh Bank, Al Rajhi Bank, and Bank Al Bilad. He also has a background in computer technology from his work at the Ministry of Defense and Aviation and as a consultant for Auditor Company. He currently holds a position on the Board of Directors and serves as the Chairman of the Audit Committee at Tadweer National Environment. He is certified as an internal auditor by the Institute of Internal Auditors in America, a risk analyst by the American Academy of Financial Management, and a risk information system controller by Information Systems Audit and Control Association in USA. He earned a bachelor's degree in computer science from Monmouth University in USA.

The Committee convened a total of 7 meetings throughout the year 2023.

Meetings of the Audit Committee held during the year 2023 and attendance record:

#	Name	Role	Date & Number of the meeting						
			01/02/2023	07/03/2023	26/04/2023	06/06/2023	23/07/2023	25/10/2023	19/12/2023
			01/23	02/23	03/23	04/23	05/23	06/23	07/23
1	Mr. Adeen bin Muhammad Abanmi	Chairman of the Committee	√	X ^(*)	√	√	√	√	√
2	Mr. Mohammed bin Farhan bin Nader	Member	√	√	√	√	√	√	√
3	Mr. Abdulaziz bin Abdullah Al-Aql	Member	√	√	√	√	√	√	√

(√) attended - (X) apologized

(*) Committee member Mr. Adeen Bin Muhammad Abanmi apologized for not attending this meeting in accordance with the policy and procedures for handling conflicts of interest and related party transactions.

F) Sharia Committee

The main objective of the Sharia Committee is to support the Board of Directors in fulfilling their responsibilities and fostering confidence in a compliant environment with the Bank's Sharia provisions and principles. This is achieved by providing Sharia opinions and overseeing the Bank's operations to safeguard the interests of shareholders and stakeholders. The committee carries out its responsibilities with complete independence, ensuring that it remains unaffected by any external influences that could compromise its ability to make unbiased Sharia decisions. Its main focus is to deliberate on relevant issues and issue Sharia decisions related to the practice of Islamic banking, all in accordance with the bank's vision, mission, and values that uphold its identity. These decisions are made in accordance with the principles and provisions of Islamic Sharia, as well as the guidelines set forth by the Saudi Central Bank for Sharia governance in banks and local banks operating in the Kingdom.

The committee has a direct connection to the Board of Directors and is formed in compliance with the bank's approved guidelines for committee formation. **The Sharia Committee is comprised of three members who have extensive knowledge and expertise in the jurisprudence of financial transactions and economics; their biographies are provided below:**

His Eminence Sheikh Prof. Dr. Abdullah Bin Musa Al-Ammar (Chairman of the Committee)

Professor of Jurisprudence at the College of Sharia at Imam Muhammad ibn Saud Islamic University (IMSIU) previously, and part-time advisor at the Ministry of Islamic Affairs, Dawah, and Guidance. He worked as Undersecretary of the Department of Jurisprudence at the College of Sharia at IMSIU. His Eminence obtained a master's degree and a doctorate from the Department of Jurisprudence at the College of Sharia from IMSIU in the year 1407 AH. He has authored several publications, 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).

His Eminence Sheikh Dr. Mohammed bin Saud Al-Osaimi (Member)

Experienced as the General Supervisor of Maqasid Institute for Economic Consultations and previously served as an Associate Professor at the College of Economics and Administrative Sciences at the Imam Muhammad ibn Saud Islamic University (IMSIU). He obtained a master's and doctorate in economics from the University of Colorado - Boulder, USA in 1414 AH. He has authored several publications, 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.

His Eminence Sheikh Prof. Dr. Yousef bin Abdullah Al-Shubaily (Member)

Professor of jurisprudence at the Higher Judicial Institute at Imam Muhammad bin Saud Islamic University, and a member of the Sharia Council of the Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI). His Eminence obtained a master's and doctorate from the Department of Comparative Jurisprudence at the Higher Judicial Institute at Imam Muhammad bin Saud Islamic University in the year 1422 AH. He has authored several publications, 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 Committee convened a total of 22 meetings throughout the year 2023.

Meetings of the Sharia Committee held during the year 2023 and attendance record:

#	Name	Date & Number of the meeting										
		02/01/2023	17/01/2023	06/02/2023	19/02/2023	22/03/2023	01/05/2023	16/05/2023	07/06/2023	19/06/2023	01/08/2023	08/08/2023
		505	506	507	508	509	510	511	512	513	514	515
1	His Eminence Sheikh Prof. Dr. Abdullah bin Musa Al-Ammar	√	√	√	√	√	√	√	√	√	√	√
2	His Eminence Sheikh Dr. Muhammad bin Saud Al-Osaimi	√	√	√	√	√	√	√	√	√	√	√
3	His Eminence Sheikh Prof. Dr. Yousef bin Abdullah Al-Shubaily	√	√	√	√	√	√	√	√	√	√	√

#	Name	Date & Number of the meeting										
		22/08/2023	23/08/2023	19/09/2023	03/10/2023	17/10/2023	18/10/2023	08/11/2023	12/11/2023	27/11/2023	05/12/2023	25/12/2023
		516	517	518	519	520	521	522	523	524	525	526
1	His Eminence Sheikh Prof. Dr. Abdullah bin Musa Al-Ammar	√	√	√	√	√	√	√	√	√	√	√
2	His Eminence Sheikh Dr. Muhammad bin Saud Al-Osaimi	√	√	√	√	√	√	√	√	√	√	√
3	His Eminence Sheikh Prof. Dr. Yousef bin Abdullah Al-Shubaily	√	√	√	√	√	√	√	√	√	√	√

(√) attended - (X) apologized