

GOVERNANCE

To achieve the Bank’s strategy, vision, mission, and sustainable development, the Board of Directors and Executive Management are committed to maintaining and strengthening an effective, advanced, and sustainable governance system. They formulate strategic objectives; translate them into appropriate work programs, and strive to achieve them while adhering to transparency, disclosure, and justice standards. Governance at the Bank is defined as the rules and processes that guide and direct the bank, including systems that govern the relationship between the Board of Directors, executive management, shareholders, and stakeholders. These rules and processes are used to enhance decision-making and promote justice and transparency in financial transactions and the business environment, resulting in increased value for the bank while protecting the rights of shareholders, investors, and stakeholders.

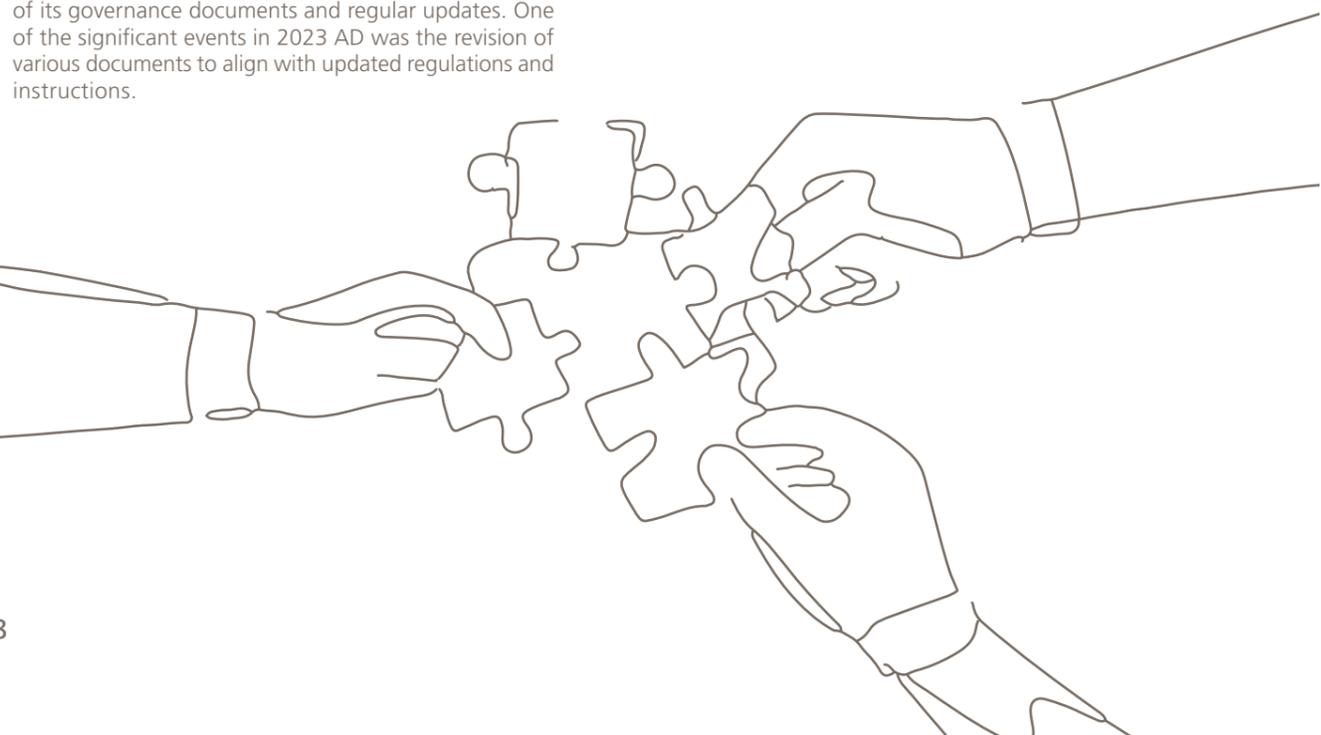
The bank’s governance relies on fair treatment based on equality of interests among various parties, such as shareholders, other investors, and other stakeholders from management, customers, suppliers, supervisory and regulatory bodies, other relevant government agencies, and society, while considering the three dimensions of sustainability (social, environmental, and economic). The Board of Directors and Executive Management constantly emphasize the need for adhering to the principles of governance as an effective means of developing values of transparency, integrity, supervision, and outstanding professional performance.

This report highlights the bank’s dedication to upholding corporate governance standards as mandated by regulatory authorities such as the Central Bank of Saudi Arabia (SAMA) and the Capital Market Authority (CMA). The bank has consistently complied with the laws, regulations, requirements, and instructions set forth by these authorities, as evidenced by the issuance of its governance documents and regular updates. One of the significant events in 2023 AD was the revision of various documents to align with updated regulations and instructions.

These revisions were approved by either the Board of Directors or the General Assembly, as required by the rules and regulations for approval. For instance, the remuneration policy for the Board of Directors, its committees, and senior management was updated based on the Board of Directors’ recommendation to the Assembly.

The Board of Directors has approved updates to the Governance Manual and its appendix. Furthermore, a new executive management committee, the “Anti-Fraud Committee,” has been formed, and its rules have been implemented in accordance with the directives from the Central Bank of Saudi Arabia and the applicable documents and controls. The Board of Directors and its committees conscientiously oversee the executive management and its committees to ensure their continuous and effective compliance with the guidelines set forth in those documents, including regulations and policies.

The Board of Directors has approved updates to the Governance Manual and its appendix.



BOARD OF DIRECTORS GOVERNANCE

The Board of Directors is composed of ten members, who were elected at the extraordinary general assembly meeting held on 2022/04/11 AD, for a three-year term starting on 2022/04/17 AD and ending on 2025/04/16 AD:

A. Members of the Board of Directors:

	Name	Post	classification
1	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Directors	Non-Executive
2	Mr. Adeb Mohammed Abanumai	Vice Chairman	independent
3	Dr. Zeyad Othman Alhekail	member	independent
4	Mr. Abdulaziz Mohammed AlOnaizan	Member - Chief Executive Officer	Executive
5	Mr. Khalid Abdulrahman AlRajhi	member	Non-Executive
6	Mr. Nasser Suleiman Al-Nasser	member	independent
7	Mr. Mohammed Abdulrahman AlRajhi	member	Non-Executive
8	Mr. Haitham Mohammed Al-Fayez	member	independent
9	Mr. Muadh Abdulrahman Al-Husseini	member	independent
10	Mr. Haytham Sulaiman AlSuhaimi	member	Non-Executive

⁶ As per Article 15 of the Bank’s bylaws, the company will be overseen by a Board of Directors comprising eleven members.

Paragraph (B-1) of Article (17) states that the Board of Directors must be composed in accordance with the provisions of the Bylaws, while also adhering to the Companies Law, relevant regulations, and mandatory instructions of the organization. This includes determining the number and classification of its members, as well as the minimum number of meetings required. In the event a position becomes vacant, the Board of Directors may choose to maintain the current number of members after the mentioned position(s) become vacant, as long as the composition and characteristics of the Board meet the necessary legal and regulatory requirements.

Following an apology from one of the members and the commencement of the current session on April 17, 2022, the board’s current membership of 10 members was deemed satisfactory.

B. Qualifications, Positions and Experience of Board Members

Mr. Nasser Mohammed AlSubeaei - Chairman - Non-Executive Member

Mr. Nasser bin Mohammed Al-Subaie brings with him an impressive 40 years of experience in the financial, banking, investment, and real estate sectors. He holds a bachelor's degree in accounting from King Saud University and has held numerous administrative positions and board memberships in various companies and entities. Some of his notable roles include:

Current membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Mohammed Ibrahim Al Subaie & Sons Investment Company (MASIC)	Board Member	Inside the Kingdom	Closed Joint-stock
Thakher Company	Board Member	Inside the Kingdom	Closed Joint-stock
ALARGAN Projects Company	Board Member	Inside the Kingdom	Closed Joint-stock
Akwan Real Estate Company	Board Member	Inside the Kingdom	Closed Joint-stock
Previous membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Dur Hospitality Company	Board Member	Inside the Kingdom	Listed Joint stock

Mr. Adeeb Mohammed Abanumai - Vice Chairman - Independent Member

Mr. Adeeb bin Mohammed Abanmi has extensive experience in various roles and has a strong educational background. He has a master's degree in accounting from the University of Miami, USA, and a bachelor's degree in accounting from King Saud University. Throughout his career, he has held numerous administrative positions and served on various boards of companies and organizations. Some notable positions include:

Current membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
National Poultry Company	Board Member	Inside the Kingdom	Closed Joint-stock
AL Maather REIT Fund	Board Member	Inside the Kingdom	Real Estate Investment Traded Fund
AlMaarefa University Company	Board Member	Inside the Kingdom	Closed Joint-stock
Soybean Crushing Company And Derivatives Limited	Board Member	Inside the Kingdom	Closed Joint-stock

Mr. Adeeb Mohammed Abanumai - Vice Chairman - Independent Member (Continue)

Previous membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Tunisian Saudi Bank	Board Member	Outside the Kingdom	Public Joint-stock Between the Kingdom of Saudi Arabia and the Republic of Tunisia
Bin Saedan Real Estate Company	Board Member	Inside the Kingdom	Closed Joint-Stock
Jazan Power and Development Company	Board Member	Inside the Kingdom	Listed Joint stock

Dr. Zeyad Othman Alhekail - Independent Member

Dr. Ziad bin Othman Al-Hogail brings a wealth of experience in various fields. He has an impressive educational background, with a doctorate and master's degree in electrical engineering from Ohio State University, USA, and a bachelor's degree in electrical engineering from King Saud University. Throughout his career, he has held numerous administrative positions and served on various boards of companies and organizations. Some notable positions include:

Current membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Makkah Construction & Development Company	Board Member	Inside the Kingdom	Listed Joint-Stock
Advanced Communication & Electronics Systems Co.	Chairman of the Board of Directors	Inside the Kingdom	Closed Joint-Stock
Knowledge Connect Company	Board Member	Inside the Kingdom	Limited liability
Sulaiman Al Rajhi Real Estate Investment Company	Board Member	Inside the Kingdom	Limited liability
Amlak Al Sabq Company	Board Member	Inside the Kingdom	Limited liability
SEDCO Holding Company	Board Member	Inside the Kingdom	Closed Joint-Stock
Al Khozama Homes Company	Board Member	Inside the Kingdom	Closed Joint-Stock
Tadweeer National Environment Recycling Co	Partner	Inside the Kingdom	Closed Joint-Stock
ARAK Company	Partner	Inside the Kingdom	Limited liability

Dr. Zeyad Othman Alhekail - Independent Member (Continue)

Previous membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
National Aquaculture Group	Chairman of the Board of Directors	Inside the Kingdom	Closed Joint-Stock
Jabal Omar Company	Chairman of the Board of Directors	Inside the Kingdom	Listed Joint-Stock
Sulaiman bin Abdulaziz Al Rajhi Holding Company	Board Member	Inside the Kingdom	Limited liability
National Information Systems Co.	Board Member	Inside the Kingdom	Limited liability
Sulaiman Al Rajhi Company for Education and Development	Board Member	Inside the Kingdom	Limited liability
Advanced Educational Company	Board Member	Inside the Kingdom	Closed Joint-Stock
Al Watania Agriculture Company	Board Member	Inside the Kingdom	Limited liability
Saudi Tabreed Company	Board Member	Inside the Kingdom	Limited liability
Saudi Grain Holding Company	Board Member	Inside the Kingdom	Limited liability

Mr. Abdulaziz Mohammed AlOnaizan – Executive Member – Chief Executive Officer

Mr. Abdulaziz bin Mohammed Al-Onaizan has an extensive banking background spanning over thirty-five years. He obtained a bachelor's degree in quantitative methods from King Saud University and has completed numerous advanced courses and programs from prestigious international institutes. Throughout his career, he has held various administrative positions and served on multiple boards of companies and other organizations. Some notable positions include:

Current membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Albilad Capital Company	Vice Chairman	Inside the Kingdom	Closed Joint-Stock
Bayan Credit Bureau	Chairman of the Board of Directors	Inside the Kingdom	Closed Joint-Stock
Enjaz Payment Services Company	Chairman of the Board of Directors	Inside the Kingdom	Closed Joint-Stock
Real Estate Development Fund	Board Member	Inside the Kingdom	Government Fund
Zakat and Tax Advisory Committee	Membership	Inside the Kingdom	
BUNA Company	Board Member	Outside the Kingdom	

Mr. Abdulaziz Mohammed AlOnaizan – Executive Member – Chief Executive Officer
(Continue)

Previous membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Alinma Investment Company	General Manager of Treasury and Investment	Inside the Kingdom	Closed Joint-Stock
Alinma Bank	General Manager of Treasury and Investment	Inside the Kingdom	Listed Joint-Stock
Arab National Bank	General Manager of Treasury and Investment	Inside the Kingdom	Listed Joint-Stock
Samba Financial Group	Assistant Treasury Manager	Inside the Kingdom	Listed Joint-Stock

Mr. Khalid Abdulrahman AlRajhi - Non-Executive Member

Mr. Khalid bin Abdulrahman Al-Rajhi has extensive experience in various fields and holds a bachelor's degree in financial management from King Fahd University of Petroleum and Minerals. Throughout his career, he has held numerous managerial positions and served on the boards of several companies and organizations. Some notable roles include:

Current membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Saudi Cement Company	Chairman of the Board of Directors	Inside the Kingdom	Listed Joint-Stock
Tanami Arabia Company	Board Member	Inside the Kingdom	Limited liability
Abdul Rahman Saleh Al Rajhi & Partners Co. Ltd.	Chairman of the Board of Directors	Inside the Kingdom	Limited liability
Previous membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Dana Gas Company	Member of the Audit Committee	Outside the Kingdom	Listed Joint-Stock
NAS Company	Board Member	Outside the Kingdom	Listed Joint-Stock
Saudi Telecom Company	Board Member	Inside the Kingdom	Listed Joint-Stock
Bahri Company	Board Member	Inside the Kingdom	Listed Joint-Stock
Walaa Company	Board Member	Inside the Kingdom	Listed Joint-Stock
Takween Advanced Industries	Board Member	Inside the Kingdom	Listed Joint-Stock
Albilad Capital Company	Board Member	Inside the Kingdom	Closed Joint-Stock

Mr. Nasser Suleiman Al-Nasser - Independent Member

Mr. Nasser bin Sulaiman Al-Nasser brings a wealth of experience in various fields. He earned a bachelor's degree in electrical engineering from King Saud University and has held numerous administrative positions and board memberships in various companies and organizations. Some notable roles include:

Current membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Pioneer Medical Solutions Company	Owner & Founder	Inside the Kingdom	One person
Abdulaziz & Saad Al-Moajil Trade & Investment Company	Chairman of the Executive Committee of the Board of Directors	Inside the Kingdom	Closed Joint-Stock
Previous membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
STC Group	CEO	Inside the Kingdom	Listed Joint-Stock
Arabian Internet and Communications Services Company SJSC	Chairman of the Board of Directors	Inside the Kingdom	Listed Joint-Stock
Etihad Telecom Company	Chief Operating Officer	Inside the Kingdom	Listed Joint-Stock

Mr. Mohammed Abdulrahman AlRajhi - Non-Executive Member

Mr. Mohammed bin Abdulrahman Al-Rajhi has accumulated over 30 years of experience in various investment fields. He obtained a bachelor's degree in business administration from King Abdulaziz University and has held numerous administrative positions and board memberships in various companies and entities. Some of his notable roles include:

Current membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Al Rajhi Real Estate Investment Company	Manager	Inside the Kingdom	Limited liability
Al-Bilad Establishment for Journalism and Publishing	Board Member	Inside the Kingdom	Limited liability
Previous membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Bank Aljazeera	Sector Manager	Inside the Kingdom	Listed Joint-Stock
Arab Financial Services	Board Member	Outside the Kingdom Kingdom of Bahrain	Closed Joint-Stock
Al Rajhi Trading Exchange Establishment	Acting CEO	Inside the Kingdom	Listed Joint-Stock

Mr. Haitham Mohammed Al-Fayez - Independent Member

Mr. Haitham bin Mohammed Al-Fayez boasts over 15 years of diverse experience in various industries. He has a master's degree in business administration from Imperial University of London - United Kingdom, and a bachelor's degree in management information systems from King Fahd University of Petroleum and Minerals. Throughout his career, he has held numerous administrative positions and served on various boards of companies and organizations. Some notable roles include:

Current membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Awqaf Investment Company	Managing director	Inside the Kingdom	Closed Joint-Stock
Kidana Company	Board Member	Inside the Kingdom	Closed Joint-Stock
Um Al-Qura Company for Development and Construction	Board Member	Inside the Kingdom	Closed Joint-Stock
Previous membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Kingdom Holding Company	Chief Local Investment Officer	Inside the Kingdom	Listed Joint-Stock
Saudi Aramco Company	Head of Direct Investments	Inside the Kingdom	Listed Joint-Stock
Jadwa Company	Head of Fund Investments	Inside the Kingdom	Closed Joint-Stock

Mr. Muadh Abdulrahman Al-Husseini - Independent Member

Mr. Moaz bin Abdulrahman Al-Husseini has a wealth of experience from his previous work in various local and international banks. He obtained a bachelor's degree in management information systems from King Fahd University of Petroleum and Minerals. Additionally, he holds a CFA certificate and is a certified financial risk manager FRM. Throughout his career, he has held numerous administrative positions and served on various boards of companies and other entities. Some of his notable roles include:

Current membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Ehata Financial Company	Managing Director Board Member	Inside the Kingdom	Limited Liability
Saudi Mining Services Co.	Board Member	Inside the Kingdom	Closed Joint-Stock
Dan Company	Board Member	Inside the Kingdom	Closed Joint-Stock
Darahim Investment Company	Board Member	Outside the Kingdom	Closed Foreign Joint-Stock
Previous membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Lendo Company	Board Member	Inside the Kingdom	Closed Joint-Stock

Mr. Haytham Sulaiman AlSuhaimi - Non-Executive Member

Mr. Haitham bin Sulaiman Al-Suhaimi brings a wealth of experience in wealth and investment management, having held various positions throughout his career. He holds a master’s degree in investment and financial risk from the University of Westminster in Britain, as well as a bachelor’s degree in business administration from the United Arab Emirates. He has held numerous management positions and served on the boards of several companies and entities. Some of his notable roles include:

Current membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
Nusaned Fund	Board Member	Inside the Kingdom	Closed-End Fund
Sharing Solutions for Information Technology	Board Member	Inside the Kingdom	Limited liability
Telad Investment Company	Board Member	Inside the Kingdom	Closed Joint-Stock
Member of the Board of Directors of Merak Technology Investment Fund	Member of the Committee of Advisors	Inside the Kingdom	Closed-End Fund
Previous membership in the boards of directors of companies and other entities or their directors	Capacity or position	Inside / Outside the Kingdom	Legal entity
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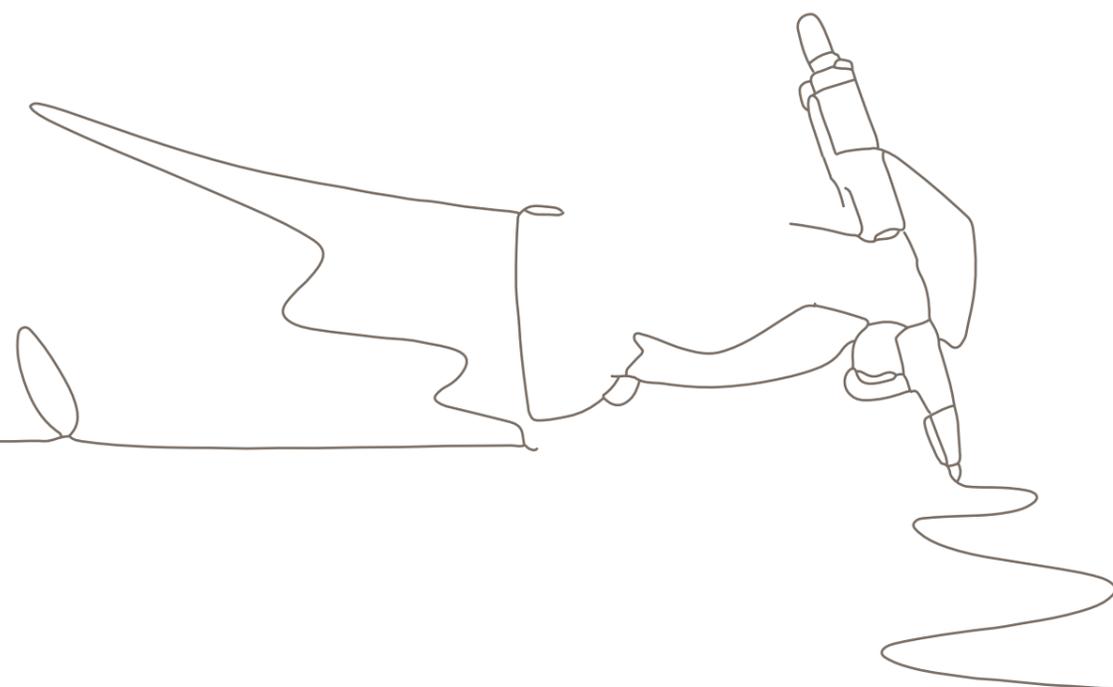
C. Record of attendance at the 2023 Board of Directors meetings

To bolster its position, the Board of Directors convened a total of seven meetings in the year 2023. Meetings of the Board of Directors held during the year 2023 and attendance record:

#	Name	Role	Date & Number of the meeting						
			22/01/2023	07/03/2023	22/03/2023	01/05/2023	12/06/2023	25/09/2023	15/12/2023
			01/23	02/23	03/23	04/23	05/23	06/23	07/23
1	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Directors	√	X(*)	√	√	√	√	√
2	Mr. Adeb Mohammed Abanumai	Vice Chairman	√	√	√	√	√	√	√
3	Dr. Zeyad Othman Alhekail	member	√	√	√	√	√	√	√
4	Mr. Abdulaziz Mohammed AlOnaizan	member	√	√	√	√	√	√	√
5	Mr. Khalid Abdulrahman AlRajhi	member	√	√	√	√	√	√	√
6	Mr. Nasser Suleiman Al-Nasser	member	√	√	√	√	√	√	√
7	Mr. Mohammed Abdulrahman AlRajhi	member	√	√	√	√	√	√	√
8	Mr. Haitham Mohammed Al-Fayez	member	√	√	√	√	√	√	√
9	Mr. Muadh Abdulrahman Al-Husseini	member	√	√	√	√	√	√	√
10	Mr. Haytham Sulaiman AlSuhaimi	member	√	√	√	√	√	√	√

(√) attended - (X) apologized

(*) The Chairman of the Board of Directors apologized for not attending this meeting in accordance with the policy and procedures for handling conflicts of interest and related party transactions.



D. Balance of shares of the Board of Directors' members, their wives, and minor children

The following table shows the number of shares owned by Board of Directors members, their wives, and minor children at the beginning and end of fiscal year 2023:

	Name of the Shareholder	Number of shares at the beginning of the year 2023	Number of shares at the end of the year 2023	Net change	Change Rate (%)
1	Mr. Nasser Mohammed AlSubeaei	3,006,676	3,080,993	74,317	2 %
2	Dr. Zeyad Othman Alhekail	-	-	-	-
3	Mr. Abdulaziz Mohammed AlOnaizan	87,448	379,022	291,574	333 %
4	Mr. Adeeb Mohammed Abanumai	-	-	-	-
5	Mr. Haytham Sulaiman AlSuhaimi	-	-	-	-
6	Mr. Khalid Abdulrahman AlRajhi	91,260,056	88,686,864	(2,573,192)	3- %
7	Mr. Mohammed Abdulrahman AlRajhi	20,869	29,611	8,742	42 %
8	Mr. Nasser Sulaiman Al-Nasser	-	-	-	-
9	Mr. Muadh Abdulrahman Al-Husseini	-	-	-	-
10	Mr. Haitham Mohammed Al-Fayez	-	-	-	-

E. Current and previous positions of senior executives, their qualifications and experience

Name	Current Position	Previous Positions	Qualifications	Experiences	Specialization
Mr. Abdulaziz Mohammed AlOnaizan	CEO	Chief Business Officer at Bank Albilad	Bachelor	36 years	Quantitative methods
Mr. Bashaar Yahya Al Qunaibit	Senior Vice President of Business	Chief Operating Officer – Saudi British Bank Takaful	Bachelor	21 years	Business Administration
Mr. Saleh Sulaiman AlHabib	Executive Vice President of Shared Services	General Manager of Corporate Banking at Bank Albilad	Bachelor	29 years	Accounting
Mr. Abdullah Mohammed AlArifi	Executive Vice President of Risk	General Manager of Credit Policies Sector Bank Albilad	Bachelor	27 years	Accounting
Mr. Hisham Ali AlAkil	Executive Vice President of Finance	Chief Financial Officer – Al Rajhi Capital	Master	22 years	Accounting

E. Current and previous positions of senior executives, their qualifications and experience (Continue)

Name	Current Position	Previous Positions	Qualifications	Experiences	Specialization
Mr. Samer Mohammed Farhoud	Executive Vice President of Treasury	Chief Executive Officer – Deutsche Gulf Finance	Bachelor	36 years	Computer Engineering
Mr. Abdullah Saad AlRuweis	Executive Vice President Retail Banking	Chief Executive Officer - Saudi Financial Lease Contract Registry Company	Bachelor	23 years	Computer Science
Mr. Haitham Medainy AlMedainy	Executive Vice President of Human Resources	Head of Recruitment at The Saudi British Bank	Bachelor	27 years	Computer Engineering
Mr. Saad Ibrahim Aldrees	Executive Vice President Corporate Banking	Head of Finance & Global Transaction Services	Master	18 years	Business Administration
Mr. Abdulaziz Saleh Alghufaili	Chief Technology Officer	Head of Technology Department - Saudi Industrial Development Fund	Master	22 years	Information Systems

F. Balance of shares of the senior executives, their wives, and minor children

	Name of the Shareholder	Post	Number of shares at the beginning of 2023	Number of shares at the end of 2023	Net change	Change rate (%)
1	Mr. Abdulaziz Mohammed AlOnaizan	CEO	87,448	379,022	291,574	333 %
2	Mr. Bashaar Yahya Al Qunaibit	Executive Vice President of Business	-	14,623	14,623	-
3	Mr. Saleh Sulaiman AlHabib	Executive Vice President of Shared Services	245,224	368,418	123,194	50 %
4	Mr. Abdullah Mohammed AlArifi	Executive Vice President of Risk	142,566	243,116	100,550	71 %
5	Mr. Samer Mohammed Farhoud	Executive Vice President of Treasury	-	88,016	88,016	-
6	Mr. Haitham Medainy AlMedainy	Executive Vice President of Human Resources	21,838	122,815	100,977	462 %
7	Mr. Hisham Ali AlAkil	Executive Vice President of Finance	64,575	152,619	88,044	136 %
8	Mr. Abdulaziz Saleh Alghufaili	Chief Technology Officer	-	2,592	2,592	-
9	Mr. Saad Ibrahim Aldrees	Executive Vice President of Corporate Banking	-	26,248	26,248	-
10	Mr. Abdullah Saad AlRuweis	Executive Vice President of Retail Banking	-	1,525	1,525	-