

Enabling Growth with Sound Oversight

04 Corporate Governance



Governance

The Board of Directors and the Bank's Executive Management work to ensure the existence of an effective, advanced, and sustainable governance framework and to continuously strengthen it. They set strategic objectives, translate them into appropriate work programs, and strive to achieve them in line with the principles of transparency, disclosure, and fairness—supporting the Bank's strategy, vision, mission, and sustainable development. Governance at the Bank refers to the rules and procedures for leading and directing the Bank, including mechanisms that regulate the relationship between the Board of Directors, Executive Management, shareholders, and all stakeholders. These rules and procedures are applied to facilitate decision-making and promote fairness and transparency in financial transactions and the business environment, thereby creating growing value for the Bank and protecting the rights of shareholders, all investors, and other stakeholders.

The Bank's governance is founded on fair treatment based on equality among the interests of various parties, including shareholders, employees, investors, and other stakeholders such as customers, suppliers, supervisory and regulatory bodies, other relevant government entities, and society—while taking into consideration the three dimensions of sustainability (social, environmental, and economic).

The Board of Directors and Executive Management continuously emphasize the importance of adhering to governance controls as an effective means of strengthening transparency, integrity, oversight, and high professional performance.

This report affirms the Bank's compliance with applicable laws and regulations, and with the requirements and instructions of supervisory and regulatory authorities such as the Capital Market Authority and the Saudi Central Bank, through the issuance of governance documents, their updates, and the monitoring of their implementation. Among the most notable actions taken in 2025 was the update and approval of a number of documents by the Board of Directors and/or the General Assembly to align with updates to laws, regulations, and instructions. This included the General Assembly's approval of updates to the Bank's bylaws and the Corporate Social Responsibility policy, as well as the Board of Directors' approval of updates to several policies and documents, including the Governance Manual and its annex.

The Board of Directors and its committees also continuously monitor the Executive Management and its committees to ensure their ongoing and effective compliance with all laws, regulations, policies, and work procedures.



Board Governance

1) Board of Directors - Previous Term

The Board of Directors is composed of ten members , who were elected at the extraordinary general assembly meeting held on 14/04/2025 AD, for a three-year term starting on 17/04/2025 AD and ending on 16/04/2028 AD:

#	Name	Post	Classification
1	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Directors	Non-Executive
2	Mr. Adeeb Mohammed Abanumai	Vice Chairman	Independent
3	Dr. Zeyad Othman Alhekail	Member	Independent
4	Mr. Abdulaziz Mohammed AlOnaizan	Member - Cheif Excutive 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

¹⁰As per Article 15 of the Bank’s bylaws, the company will be overseen by a Board of Directors comprising (11) 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, provided that the number of Board members, its qualitative composition, and the attributes of its members remain sufficient, appropriate, and meet all statutory and regulatory requirements

2) Board of Directors - Current Term

The Board of Directors for the current term is composed of eleven (11) members, who were elected at the extraordinary general assembly meeting held on 14/04/2025 AD, for a three-year term starting on 17/04/2025 AD and ending on 16/04/2028 AD:

#	Name	Post	Classification
1	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Directors	Non-Executive
2	Mr. Adeeb Mohammed Abanumai	Vice Chairman	Independent
3	Mr. Zaid Abdulrahman Algwaiz	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
11	Mr. Abdulaziz AbdulHameed Al Bassam	Member	Independent

3) Qualifications, Positions and Experience of Board Members



Mr. Nasser Mohammed AlSubeaei
Chairman of the Board of Directors
and Chairman of the Executive
Committee - Non-Executive Member

Mr. Nasser Mohammed AlSubeaei 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:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Mohammed Ibrahim AlSubeaei & Sons Investment Company (MASIC)	Board Vice Chairman and Member of the Executive Committee	Inside the Kingdom	Closed Joint-stock
Thakher Company	Board Chairman	Inside the Kingdom	Limited liability
Alargan Projects	Board Chairman	Inside the Kingdom	Closed Joint-stock
AKWAN Group	Board Member	Inside the Kingdom	Closed Joint-stock
Saudi Authority of Accredited Valuers (TAQEEM)	Board Member	Inside the Kingdom	Governmental

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Higher Education Fund	Board Member	Inside the Kingdom	Governmental
King Fahd University of Petroleum and Minerals	Investment committee member	Inside the Kingdom	Governmental
Entrustment and Liquidation Center (Infath)	Member of the Board of Directors and Executive Committee	Inside the Kingdom	Governmental
King Salman charity housing association	Financial Supervisor, Member of the Executive Committee, and Chairman of the Remuneration and Nominations Committee	Inside the Kingdom	Governmental

Previous:			
Dur Hospitality Company	Board Member	Inside the Kingdom	Listed joint stock
General Authority of Awqaf	Board Member	Inside the Kingdom	Governmental
Al Rajhi Bank	Board Member	Inside the Kingdom	Listed joint stock
King Salman Center for Disability Research	Board Member	Inside the Kingdom	
Red Crescent Authority	Board Member		



Mr. Adeeb Mohammed Abanumai
Vice Chairman of the Board of Directors and Chairman of the Audit Committee - Independent Member

Mr. Adeeb Mohammed Abanumai has extensive professional and practical experience. He holds a master’s degree in accounting from the University of Miami in the United States and a bachelor’s degree in accounting from King Saud University. He has held numerous administrative positions and board memberships in various companies and entities, including the following:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Al Watania Poultry	Member of the Board of Directors	Inside the Kingdom	Limited liability
Almaarefa University	Member of the Board of Directors	Inside the Kingdom	Closed joint-stock
Soybean Crushing Company and Derivatives Limited – SOYA	Member of the Board of Directors	Inside the Kingdom	Limited liability
Abdullah Bin Saedan & Sons Real Estate	Member of the Board of Directors	Inside the Kingdom	Closed joint-stock
Olcom Holding	Member of the Board of the Directors	Inside the Kingdom	Closed joint-stock
AL Maather REIT Fund	Member of the Board of Directors	Inside the Kingdom	Closed joint-stock



Previous:			
Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Tunisian Saudi Bank	Board Member	Outside the Kingdom	Equitable government contribution Between the Kingdom of Saudi Arabia and the Republic of Tunisia
Abdullah Bin Saedan & Sons Real Estate	Board Member	Inside the Kingdom	Listed Joint
Jazan Development and Investment Company (JAZADCO)	Board Member	Inside the Kingdom	Listed Joint
Soybean Crushing Company and Derivatives Limited – SOYA	Board Member	Inside the Kingdom	Limited Liability



Mr. Zaid Algwaiz has extensive banking experience, and holds a bachelor’s degree in Financial Accounting from King Saud University. He has held numerous administrative positions and board memberships in various companies and entities, including the following:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Awj Holding Company	Member of the Board of Directors and Chairman of the Audit and Risk Committee	Inside the Kingdom	Closed joint-stock
Nashla Group (Al-Sharbatly)	Independent Board Member	Inside the Kingdom	Closed joint-stock
Previous:			
GIB Capital	Member of Audit and Risk Committee	Inside the Kingdom	Closed Joint-stock
Bupa Arabia for Cooperative Insurance	Member of the Board of Directors, Chairman of Audit Committee, Chairman of Investment Committee and Member of Risk Committee	Inside the Kingdom	Listed Joint
Saudi National Bank	Member of the Board of Directors, Member of the Executive Committee and Chairman of the Risk Committee	Inside the Kingdom	Listed Joint



Mr. Abdulaziz Mohammed AlOnaizan

Member of the Board of Directors,
Member of the Executive Committee
and Chief Executive Officer - Executive
Member

Mr. Abdulaziz Mohammed AlOnaizan has extensive banking experience of more than thirty-five years. He holds a bachelor’s degree in Quantitative Methods from King Saud University and has completed numerous advanced courses and programs from specialized international institutes. He has also held several administrative positions and board memberships in various companies and other entities, including the following:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Albilad Capital	Vice Chairman of the Board and Member of the Executive Committee	Inside the Kingdom	Closed Joint-stock
Human resources Development Fund	Board Member and Chairman of the Executive Committee	Inside the Kingdom	Governmental Fund
Enjaz Payment Services	Chairman of the Board	Inside the Kingdom	Closed Joint-stock
Real Estate Development Fund	Board Member and Chairman of the Governance, Risk and Compliance Committee	Inside the Kingdom	Governmental Fund
Advisory committee of Zakat, tax and customs authority	Board Member	Inside the Kingdom	Governmental
Arab Regional Payments Clearing and Settlement Organization	Board Member	Outside the Kingdom	Owned by the Arab Monetary Fund



Previous:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Alinma investment Company	General Manager of Treasury and Investments	Inside the Kingdom	Closed Joint-stock
Alinma Bank	General Manager of Treasury and Investments	Inside the Kingdom	Listed Joint
Arab National bank	General Manager of Treasury and Investments	Inside the Kingdom	Listed Joint
Samba Banking Company	Treasury Vice President	Inside the Kingdom	Listed Joint
Bayan Credit Bureau	Chairman of the Board	Inside the Kingdom	Closed Joint-stock



Mr. Khalid Abdulrahman AlRajhi

Member of the Board of Directors and
Member of the Executive Committee -
Non-Executive Member

Mr. Khalid Abdulrahman AlRajhi has extensive experience in various fields and holds a bachelor’s degree in financial management from King Fahd University of Petroleum and Minerals. He has held several administrative positions and board memberships in various companies and entities, including the following:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Saudi Cement Company	Chairman of the Board	Inside the Kingdom	Listed Joint
Tanami Arabia Company	Chairman of the Board	Inside the Kingdom	Limited Liability
Abdulrahman Saleh AlRajhi & Partners Co. Ltd.	Chairman of the Board	Inside the Kingdom	Limited Liability
Iktimal Sports School	Chairman of the Board	Inside the Kingdom	Closed Joint-stock
Medad Office Solutions Company	Chairman of the Board	Inside the Kingdom	Closed Joint-stock

Previous:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Dana Gas Company	Member of Audit Committee	Outside the Kingdom	Listed Joint
NAS Company	Board Member	Outside the Kingdom	Listed Joint
Saudi Telecom Company (STC)	Board Member	Inside the Kingdom	Listed Joint
The National Shipping Company in Saudi Arabia (Bahri)	Board Member	Inside the Kingdom	Listed Joint
United Cooperative Assurance Company (Walaa)	Board Member	Inside the Kingdom	Listed Joint
Takween Advanced Industries Company	Board Member	Inside the Kingdom	Listed Joint
Albilad Capital	Board Member	Inside the Kingdom	Closed Joint-stock



Mr. Nasser Suleiman Al-Nasser
Member of the Board of Directors and
Member of the Executive Committee -
Independent Member

Nasser Suleiman Al-Nasser has extensive experience in various fields, especially in technical fields, and holds a bachelor’s degree in electrical engineering from King Saud University. He has held several administrative positions and board memberships in various companies and entities, including the following:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Specialized by stc	Member of the Board, Member of the Executive Committee, and Chairman of the Nomination and Remuneration Committee	Inside the Kingdom	Limited Liability
NHC Innovation (National Housing Company)	Board Member and Member of the Executive Committee	Inside the Kingdom	Limited liability
Education and Training Evaluation Commission	Board Member, Chairman of Revenue Development Committee, and Member of Audit Committee	Inside the Kingdom	Governmental
Qassim University	Member of the University Council	Inside the Kingdom	Governmental
Abdulaziz & Saad Al-Mojel Trading and Investment Company	Board Member and Chairman of the Executive Committee	Inside the Kingdom	Closed joint-stock



Previous:			
Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Saudi Telecom Group (STC)	Chief Executive Officer	Inside the Kingdom	Listed Joint
Arabian Internet and Communications Services Company (solutions by stc)	Chairman of the Board	Inside the Kingdom	Listed Joint
Etihad Etisalat Company (Mobily)	Chief Operating Officer	Inside the Kingdom	Listed Joint
Turk Telecom	Board Member	Outside the Kingdom	Listed Joint



Mr. Mohammed Abdulrahman AlRajhi has over 30 years of experience in various investment fields and holds a bachelor’s degree in Business Administration from King Abdulaziz University. He has held several administrative positions and board memberships in various companies and entities, including the following:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Abdulrahman Bin Abdulaziz AlRajhi Real Estate Investment Fund Company	Consultant and Board Member	Inside the Kingdom	Simplified joint-stock
Albilad Press and publishing Institution	Vice Chairman of the Board	Inside the Kingdom	Limited Liability
Abdulrahman Bin Abdulaziz AlRajhi Endowment	Chairman of the Board	Inside the Kingdom	Endowment
Shifa Health Sustainable Development Association	Vice Chairman of the Board	Inside the Kingdom	Charity Association

Previous:			
Bank AlJazira	Sector Manager	Inside the Kingdom	Listed Joint
Arab Financial Services	Board Member	Outside the Kingdom (Kingdom of Bahrain)	Closed Joint-stock
Al Rajhi Trading Establishment for Exchange	Acting Chief Executive Officer	Inside the Kingdom	Closed Joint-stock



Mr. Haitham Mohammed Al-Fayez
Member of the Board of Directors
and Chairman of the Nomination and
Remuneration Committee - Independent
Member

Mr. Haitham Mohammed Al-Fayez has over 20 years of experience in various fields. He holds a master’s degree in Business Administration from Imperial College London, UK, and a bachelor’s degree in Management Information Systems from King Fahd University of Petroleum and Minerals. He has held several administrative positions and board memberships in various companies and entities, including the following:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Sulaiman Al Rajhi Holding Company	Chief Executive Officer	Inside the Kingdom	Holding Company
Umm Al-Qura for Development and Construction Company	Member of the Board and the Nomination and Remuneration Committee	Inside the Kingdom	Closed Joint-stock
Ikha’a Association for Orphans Care	Member of the Board and the Investment Committee	Inside the Kingdom	Charity Association
ADES Company	Board Member	Inside the Kingdom	Closed Joint-stock
Jada Fund of Funds	Member of the Board and the Nomination and Remuneration Committee	Inside the Kingdom	Development and Investment



Previous:			
Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Kadana Development and Real Estate Company	Member of the Board and the Nomination and Remuneration Committee	Inside the Kingdom	Public Company
Associations Support Fund	Board Member	Inside the Kingdom	Public Company
Awqaf Investment Company	Board Member	Inside the Kingdom	Public Company



Mr. Muadh Abdulrahman Al-Husseini
Member of the Board of Directors,
Chairman of the Risk Committee
and Member of the Compliance and
Governance Committee - Independent
Member

Mr. Muadh Abdulrahman Al-Hussaini has extensive experience gained from working at several local and international banks, and contributed to the establishment and management of a consulting house specialized in financial risk management. He holds a master’s degree in Business Administration from the University of Cambridge, UK, and a bachelor’s degree in Management Information Systems from King Fahd University of Petroleum and Minerals. He is also a Chartered Financial Analyst (CFA) and a Financial Risk Manager (FRM). He has held several administrative positions and board memberships in various companies and entities, including the following:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Ehata Financial Company	Executive Partner and Board Member	Inside the Kingdom	Limited Liability
Saudi Mining Services Company	Board Member and Member of the Executive Committee	Inside the Kingdom	Closed Joint-stock
Imam Turki bin Abdullah Royal Reserve Development Authority	Board Member	Inside the Kingdom	Governmental
Awqaf Investment Company	Board Member and Chairman of the Risk and Compliance Committee	Inside the Kingdom	Closed Joint-stock
Dan Company	Board Member and Member of the Risk and Compliance Committee	Inside the Kingdom	Closed Joint-stock



Previous:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Lendo Saudi Arabia Company	Board Member	Inside the Kingdom	Closed Joint-stock
Mohammed Ibrahim Alsubeaei & Sons Investment Company (MASIC)	ALCO Committee Member	Inside the Kingdom	Closed Joint-stock
Jeddah Development and Urban Regeneration Company (JDURC)	Member of the Audit Committee	Inside the Kingdom	Closed joint-stock
Drahim App Company	Board Member and Member of the Risk & Compliance Committee	Inside the Kingdom	Foreign Closed joint-stock



Mr. Haytham Sulaiman AlSuhaimi has experience in wealth and investment management through several positions. He holds a master’s degree in Investment and Finance Risk from the University of Westminster in the United Kingdom and a bachelor’s degree in Business Administration from the United Arab Emirates. He has held numerous administrative positions and board memberships in various companies and entities, including the following:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Albilad Capital	CEO for Business Development	Inside the Kingdom	Closed Joint-stock
Capital Market Institutions committee	Committee Member	Inside the Kingdom	(Organizing Committee)
Nusaned Fund	Board Member	Inside the Kingdom	Fund
Participation Solutions for Information and Technology Company	Board Member	Inside the Kingdom	Closed joint-stock
Talad Investment Company	Board Member	Inside the Kingdom	Closed joint-stock



Mr. Abdulaziz Abdulhamid Al-Bassam
Member of the Board of Directors
and Member of the Nomination and
Remuneration Committee - Independent
Member

Mr. Abdulaziz Al-Bassam has extensive experience in wealth and investment management, having held several senior positions. He holds a master’s degree in Business Administration from Harvard University and a bachelor’s degree in Finance, Entrepreneurship and Economics from Northeastern University in the United States, and is a Chartered Financial Analyst (CFA) charterholder. He has held several administrative positions and board memberships in various companies and entities, including the following:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Al Jomaih Holding	CEO	Inside the Kingdom	Limited liability
Manafea Almohammadiya Company	Board Member	Inside the Kingdom	Closed Joint-stock
Shell Al Jomaih	Board Member	Inside the Kingdom	Limited liability
Business Expertise Company	Board Member	Inside the Kingdom	Limited liability
Al-Darrah Company	Board Member	Inside the Kingdom	Limited liability
Al-Bassam Investment Company	Owner	Inside the Kingdom	Limited liability
Alujain Corp	Board Member	Inside the Kingdom	Listed Joint

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Saudi Re	Board Member	Inside the Kingdom	Listed Joint
Sulaiman Al Rajhi Holding Company	Board Member	Inside the Kingdom	One Person Company
Al Jomaih Energy and Water Company	Board Member	Inside the Kingdom	Closed joint-stock
GFH	Board Member	Outside the Kingdom	Foreign Company

Previous:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Itqan Capital	Independent Board Member	Inside the Kingdom	Closed joint-stock
Alawal Capital	Independent Board Member	Inside the Kingdom	Closed joint-stock
Alinma Investment	Independent Board Member	Inside the Kingdom	Closed joint-stock
Beach Real Estate Development Company	Board Chairman	Outside the Kingdom	Limited liability



Dr. Zeyad Othman Alhekail
Member of the Board of Directors
and Chairman of the Compliance and
Governance Committee - Independent
Member (Previous Term)

Dr. Zeyad Othman Alhekail has extensive experience in various fields. He holds both a Ph.D. and a master’s degree in electrical engineering from Ohio State University in the United States, as well as a bachelor’s degree in electrical engineering from King Saud University. He has held numerous administrative positions and board memberships in various companies and entities, including the following:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
Makkah Construction and Development Company	Board Member	Inside the Kingdom	Listed Joint
Advanced Communications & Electronic System (ACES)	Chairman of the Board	Inside the Kingdom	Closed Joint-stock
Knowledge Corporation	Board Member	Inside the Kingdom	Limited liability
Jorhum Company	Board Member	Inside the Kingdom	Limited liability
Amlak Al-Sabaq Company	Board Member	Inside the Kingdom	Limited liability
SEDCO Holding	Board Member	Inside the Kingdom	Closed joint-stock
Diyar Al Khuzama Company	Co-Founder	Inside the Kingdom	Closed joint-stock
Tadweer Environmental Company	Co-Founder	Inside the Kingdom	Closed joint-stock
Usus Arak Investment Company	Co-Founder	Inside the Kingdom	liability

Previous:

Membership on the boards of directors of companies and other entities or on their management	Capacity or Position	Inside / Outside the Kingdom	Legal Entity
National Aquaculture Group	Chairman of the Board	Inside the Kingdom	Closed joint-stock
Jabal Omar Company	Chairman of the Board	Inside the Kingdom	Listed Joint
Sulaiman Bin Abdulaziz AlRajhi Holding Company	Board Member	Inside the Kingdom	Limited liability
National Information Systems Company	Board Member	Inside the Kingdom	Limited liability
Sulaiman AlRajhi Real Estate Investments Company	Board Member	Inside the Kingdom	Limited liability
Advanced Educational Company	Board Member	Inside the Kingdom	Closed joint-stock
Al-Wataniya Agriculture Company	Board Member	Inside the Kingdom	Limited liability
Central Cooling Company	Board Member	Inside the Kingdom	Limited liability
Saudi Grains and Fodder Holding Company	Board Member	Inside the Kingdom	Limited liability

4) Record of Attendance of Board of Directors Meetings for 2025

To bolster its position, the Board of Directors convened a total of eight meetings in the year 2025. Meetings of the Board of Directors held during the year 2025 and attendance record:

Name	Role	Date & Number of the meeting									
		Meetings of the Previous Term			Meetings of the Current Term						
		16/01/2025	06/02/2025	17/03/2025	17/04/2025	25/05/2025	23/06/2025	22/07/2025	22/09/2025	11/12/2025	19-20/12/2025
		01/25	02/25	03/25	04/25	05/25	06/25	07/25	08/25	09/25	10/25
Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Directors	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Adeeb Mohammed Abanumai	Vice Chairman	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Zaid Abdulrahman Algwaiz ¹	Member				✓	✓	✓	✓	✓	✓	✓
Mr. Abdulaziz Mohammed AlOnaizan	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Khalid Abdulrahman AlRajhi	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Nasser Suleiman Al-Nasser	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Mohammed Abdulrahman AlRajhi	Member	✓	X	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Haitham Mohammed Al-Fayez	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Muadh Abdulrahman Al-Husseini	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Haytham Sulaiman AlSuhaimi	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Abdulaziz AbdulHameed Al Bassam ¹	Member				✓	✓	✓	✓	✓	✓	✓
Dr. Zeyad Othman Alhekail ²	Member	✓	✓	✓	✓						

Explanations:
(1) New members in the current term of the Board which commenced on April 2025 , 17.
(2) Board member for the previous term which ended on April 2025 , 16.
(3) (✓) attended (X) apologized

5) A description of any interest in, and contractual securities and subscription rights held by Board members, senior executives, and their relatives in the Bank’s shares or debt instruments, or in any of its subsidiaries, and any changes to such interests or rights during the last financial year.

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 2025:

	Name of the Shareholder	Number of shares at the beginning of the year 2025		Number of the shares at the end of the year 2025	Net Change	Change Rate (%)
1	Mr. Nasser Mohammed AlSubeaei	3,795,342		4,554,409	759,067	20%
2	Mr. Adeeb Mohammed Abanumai	-		-	-	-
3	Mr. Zaid Abdulrahman Algwaiz	-		-	-	-
4	Mr. Abdulaziz Mohammed AlOnaizan	1,240,015		1,678,858	438,843	35%
5	Mr. Khalid Abdulrahman AlRajhi	103,413,570		38,843,659	(64,569,911)	-62%
6	Mr. Nasser Suleiman Al-Nasser	-		-	-	-
7	Mr. Mohammed Abdulrahman AlRajhi	38,476		47,051	8,575	22%
8	Mr. Haitham Mohammed Al-Fayez	-		-	-	-
9	Mr. Muadh Abdulrahman Al-Husseini	-		-	-	-
10	Mr. Haytham Sulaiman AlSuhaimi	11,800		-	(11,800)	-100%
11	Mr. Abdulaziz Abdulhameed Albassam	77		92	15	19%

The following table shows the number of shares owned by senior executives, their spouses, and their minor children at the beginning and end of fiscal year 2025:

	Name	Position		Number of shares at the beginning of the year 2025	Number of the shares at the end of the year 2025	Net Change	Change Rate (%)
1	Mr. Abdulaziz Mohammed Al-Onaizan	Chief Executive Officer		1,240,015	1,678,858	438,843	35%
2	Mr. Bashar Yahya Ibrahim Al-Qunaibit	Senior Vice President – Business		46,541	73,877	27,336	59%
3	Mr. Saleh Suleiman Al-Habib	Vice President – Shared Services		524,162	691,180	167,018	32%
4	Mr. Abdullah Mohammed Al-Areifi	Vice President – Risk		363,679	500,077	136,398	38%
5	Mr. Samer Mohammed Farhood	Vice President – Treasury		73,774	160,867	87,093	118%
6	Mr. Haitham Madini Al-Madini	Vice President – Human Resources		108,986	122,424	13,438	12%
7	Mr. Mishaal Fahad Al-Shuraihi	Vice President – Finance		44,304	66,136	21,832	49%
8	Mr. Abdulaziz Saleh Mohammed Al-Ghofaily	Vice President – Technology		15,611	53,842	38,231	245%
9	Mr. Saad Ibrahim Al-Duraiss	Vice President – Corporate Banking		16,175	36,869	20,694	128%
10	Mr. Waleed Khalid Al-Dubaib	Vice President – Retail Banking		-	18,190	18,190	-

6) Current and Previous Positions of Senior Executives, Their Qualifications and Experience

Name	Current position	Previous position	Qualification	Experience	Specialization
Mr. Abdulaziz Mohammed AlOnaizan	CEO	Chief Business Officer at Bank Albilad	Bachelors	38 Years	Quantitative Methods
Mr. Bashaar Yahya Al Qunaibit	Senior Executive Vice President Businesses	Chief Operating Officer – Saudi British Bank Takaful	Bachelors	24 Years	Business Administration
Mr. Saleh Suliman Al Habib	Executive Vice President of Operations	General Manager of Corporate Banking at Bank Albilad	Bachelors	32 Years	Accounting
Mr. Abdullah Mohammed AlArifi	Executive Vice President Risk Management	General Manager of Credit Policies Sector Bank Albilad	Bachelors	30 Years	Accounting
Mr. Mishal Fahad Alshorihy	Executive Vice President of Finance	Head of Management Reporting	Masters	24 Years	Finance
Mr. Samer Mohammed Farhoud	Executive Vice President of Treasury	Chief Executive Officer – Deutsche Gulf Finance	Bachelors	40 Years	Computer Engineering

Name	Current position	Previous position	Qualification	Experience	Specialization
Mr. Waleed Khaled Al-Dhubaib	Executive Vice President Retail Banking	Executive Vice President, Riyadh Bank	Bachelors	23 Years	Finance
Mr. Haitham Medainy Al Medainy	Executive Vice President of Human Resources	Head of Recruitment at The Saudi British Bank	Bachelors	31 Years	Computer Engineering
Mr. Saad Ibrahim Al Drees	Executive Vice President Corporate Banking	Head of Finance & Global Transaction Services	Masters	21 Years	Business Administration
Mr. Abdulaziz Saleh Alghufaili	Executive Vice President of Technology	Head of Technology - Saudi Industrial Development Fund	Masters	24 Years	Information Systems

Board Committees

The Board committees discharge their duties and responsibilities in accordance with the relevant, approved governance charters, regulations, and policies—endorsed by the Board of Directors or the General Assembly, as applicable—which define their mandates and operating procedures. The committees were formed upon the establishment of the Board for the current term, for a three-year period from 17 April 2025 to 16 April 2028.

A) Executive Committee:

The Executive Committee supports the Board of Directors in discharging its responsibilities and in activating its role in strengthening, monitoring, and implementing the Bank’s strategy. It contributes to performance effectiveness by regularly reviewing and overseeing the Bank’s activities, taking decisions within its delegated authority, and submitting the required recommendations to the Board. This supports effective decision-making at the highest levels to achieve the Bank’s objectives with flexibility and in line with the approved timelines.

The committee, in both its previous and current terms, comprises five (5) members of the Board of Directors. The committee held thirteen (13) meetings during 2025.

#	Name	Capacity	Classification
1	Mr. Nasser Mohammed AlSubeaei	Chairman	Non-Executive
2	Mr. Abdulaziz Mohammed AlOnaizan	Member	Executive
3	Mr. Khalid Abdulrahman AlRajhi	Member	Non-Executive
4	Mr. Nasser Suleiman Al-Nasser	Member	Independent
5	Mr. Haytham Sulaiman AlSuhaimi	Member	Non-Executive

Name	Role	Date & Number of meetings												
		Date & Number of the meeting				Meetings of the Current Term								
		13/01/2025	10/02/2025	10/03/2025	13/04/2025	15/05/2025	16/06/2025	14/07/2025	11/08/2025	18/09/2025	06/10/2025	10/11/2025	08/12/2025	25/12/2025
		01/25	02/25	03/25	04/25	05/25	06/25	07/25	08/25	09/25	10/25	11/25	12/25	13/25
Mr. Nasser Mohammed AlSubeaei	Chairman	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Abdulaziz Mohammed AlOnaizan	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Khalid Abdulrahman AlRajhi	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Nasser Suleiman Al-Nasser	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Haytham Sulaiman AlSuhaimi	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

(✓) attended (X) apologized

B) Nominations and Remuneration Committee

The primary purpose of the Nomination and Remuneration Committee is to identify and submit recommendations to the Board of Directors on nominees for Board elections and for the Board’s committees, ensuring that the minimum required capabilities and skills for membership and composition are met. The Committee conducts an annual review of the skills and competencies required for the Board and its committees, in line with the nature and charters of each. It also periodically reviews the structure and composition of the Board and its committees, assesses strengths and gaps, and proposes measures to address them, submitting its recommendations to the Board accordingly.

In addition, the Committee verifies annually the independence of independent Directors and the absence of any conflicts of interest. It is also responsible for developing, updating, and proposing policies related to the remuneration of Board members, Board committee members, and executive management, as well as the succession policy and mechanism for the Board, its committees, and executive management. The Committee further submits the necessary recommendations to the Board for approval of the Bank’s organizational structure and any related updates or amendments.



In its previous term, the Committee comprised three members: one independent Director and two members from outside the Board. Below are the names of the Committee members and the biographies of the members from outside the Board.

#	Name	Capacity	Classification
1	Mr. Haitham bin Mohammed Al-Fayez	Member	Independent
2	Mr. Khalid bin Saleh Al-Hathal	Member	From outside the Board
3	Mr. Samir bin Omar Baissa	Member	From outside the Board

Mr. Khalid 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 previously and CEO of ANN Limited and several other companies. Currently, he serves as the CEO of Mozn Investment Company and holds memberships on

several boards of directors and committees of a number of companies. He holds a master’s degree and a bachelor’s degree in business administration from Indiana University in the United States of America.

Mr. Samir 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 Bank Albilad in its previous term, 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.

The committee in its current term consists of three members, including two independent Board members and one member from outside the Board. The committee convened six (6) meetings during the year 2025. Below are the names of the committee members, the biography of the member from outside the Board, and the meetings of the committee and names of attendees:

#	Name	Capacity	Classification
1	Mr. Haitham bin Mohammed Al-Fayez	Chairman of the Committee	Independent
2	Mr. Abdulaziz bin Abdulhamid Al Bassam	Member	Independent
3	Mr. Yasser bin Abdullah Al-Rayes	Member	From outside the Board

Mr. Yasser bin Abdullah Al-Rayes

Mr. Yasser Al-Rayes has extensive professional experience in human resources and governance, and currently serves as the Executive Director of Human Resources at the Local Content and Government Procurement Authority, where he led the establishment and development of the human resources system, including policies, organizational structures, and compensation and benefits

systems. He also holds memberships in the nomination and remuneration committees in a number of government agencies and national companies, including the National Mechanical Systems Company, the National Technology Development Program, and the General Authority for Real Estate. He holds a master’s degree in human resource development from the United States of America and a bachelor’s degree in English from King Abdulaziz University.



Meetings of the Nomination and Remuneration Committee held during the year 2025 and attendance record:

Name	Capacity	Date & Number of meetings					
		Meetings of the Previous Term			Meetings of the Current Term		
		15/1/2025	05/02/2025	13/03/2025	04/25	05/25	06/25
		01/25	02/25	03/25	04/25	05/25	06/25
Mr. Haitham bin Mohammed Al-Fayez	Chairman of the Committee	✓	✓	✓	✓	✓	✓
Mr. Yasser bin Abdullah Al-Rayes ¹	Member				✓	✓	✓
Mr. Abdulaziz bin Abdulhamid Al Bassam ¹	Member				✓	✓	✓
Mr. Khalid bin Saleh Al-Hathal ²	Member	✓	✓	✓			
Mr. Samir bin Omar Baissa ²	Member	✓	✓	✓			

(✓) attended (X) apologized

Explanations:
(1) New members in the current term of the committee which commenced on April 17, 2025.
(2) Members of the committee for the previous term which ended on April 16, 2025.



C) Risk Committee

The risk committee’s primary responsibilities involve offering guidance and consultation to the Board of Directors on the bank’s current and future plans and strategies, particularly in relation to risk management, and ensuring their alignment with the Bank’s capacity in terms of capital adequacy, liquidity, and risk appetite. 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, operational risks, liquidity risks, reputational risk, business continuity, technical systems risk, technical and information security risks (cyber), anti-fraud risks, 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. It recommends and/or approves risk-appetite levels and key risk indicators, and conducts periodic review and assessment of these limits and of new-product risks. It also ensures compliance with regulatory instructions related to risk management and adherence to supervisory frameworks.

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 in its current term consists of three members, two of whom are Board members and one an external member (Mr. Khalid Sulaiman Al-Harbi). Below is the biography of the member from outside the board:

Mr. Khalid Sulaiman Alharbi

He has more than 25 years of experience in developing and implementing strategies and information security. He has held several leadership positions in various companies, including serving as the Chief Information Security Officer at NEOM Company in Saudi Arabia and currently serving as the Head of the Strategy Office at the company. He also held the position of Head of Information Technology at Saudi Aramco - Europe - The Hague, followed by the role of Chief Information Security Officer at the company. Mr. Khalid Al-Harbi holds a Bachelor’s degree in Electrical Engineering from the Florida Institute of Technology, Melbourne, Florida, obtained in 1998, and completed the Advanced Management and Leadership Program at the University of Oxford in 2019.

The committee held a total of six meetings throughout the year 2025.

Meetings of the Risk Committee held during the year 2025 and attendance record:

Name	Role	Date & Number of the meeting					
		24/02/2025	02/06/2025	20/07/2025	25/08/2025	01/12/2025	14/12/2025
		01/25	02/25	03/25	04/25	05/25	06/25
Mr. Muadh Abdulrahman Al-Husseini	Chairman of the Committee	✓	✓	✓	✓	✓	✓
Mr. Zaid Abdulrahman Algwaiz ¹¹	Member		✓	✓	✓	✓	✓
Mr. Mohammed Abdulrahman AlRajhi ¹²	Member	✓					
Mr. Haitham Muhammad Al-Fayez ¹¹	Member	✓					
Mr. Khalid Sulaiman Alharbi	Member	✓	✓	✓	✓	✓	✓

(✓) attended (X) apologized

11-New members in the committee’s current term, which began on 17 April 2025.
12-Members whose terms ended at the conclusion of the previous committee term on 16 April 2025.

D) Compliance & Governance Committee

The committee is responsible for overseeing, upholding, and ensuring the implementation of the highest standards of governance. Acting on behalf of the Board of Directors, the committee ensures adherence to sound governance practices across all the bank’s activities. Additionally, it ensures the bank’s compliance with all relevant local, regional, and international regulations, standards, and approved rules governing its operations.

Additionally, the committee oversees the adequacy, effectiveness, and independence of the Compliance & Anti-Financial Crimes function in relation to implementing the Compliance Policy and Manual, as well as financial crimes prevention measures. It reviews periodic and annual reports, ensures the effective rectification of any identified gaps or violations, and assesses the function’s performance, plans, and compliance program.

The committee continuously reviews the overall governance framework and related mechanisms, including evaluating the charters of the Board and executive management committees and submitting recommendations to the Board of Directors. Furthermore, the committee is responsible for monitoring and ensuring that the bank has adequate mechanisms to identify conflicts of interest across all transactions and operational activities. It also approves the annual Compliance & Anti-Financial Crimes Program and is tasked with reviewing the annual compliance report submitted to the Saudi Central Bank.

The committee in its current term consists of three members of the Board of Directors. The committee convened four (4) meetings during the year 2025.

The committee in its previous term consisted of two Board members and one member from outside the Board. Below are the names of the committee members, the committee meetings, and the attendance record:

#	Name	Capacity	Classification
1	Dr. Zeyad bin Othman Alhekail	Chairman of the Committee	Independent
2	Mr. Muadh bin Abdulrahman Al-Husseini	Member	Independent
3	Mr. Samir bin Omar Baissa	Member	From outside the Board

The committee in its current term consists of three members of the Board of Directors. The committee convened four (4) meetings during the year 2025. Below are the names of the current members:

#	Name	Capacity	Classification
1	Mr. Zaid bin Abdulrahman Algwaiz	Chairman of the Committee	Independent
2	Mr. Muadh bin Abdulrahman Al-Husseini	Member	Independent
3	Mr. Mohammed bin Abdulrahman AlRajhi	Member	Non-Executive

Meetings of the Compliance and Governance Committee held during the year 2025 and attendance record:

Name	Capacity	Date & Number of meetings			
		Meetings of the Previous Term	Meetings of the Current Term		
		12/03/2025	17/06/2025	16/09/2025	07/12/2025
		01/25	02/25	03/25	04/25
Mr. Zaid bin Abdulrahman Algwaiz ¹	Chairman of the Committee		✓	✓	✓
Mr. Muadh bin Abdulrahman Al-Husseini	Member	✓	✓	✓	✓
Mr. Mohammed bin Abdulrahman AlRajhi ¹	Member		✓	✓	✓
Dr. Zeyad bin Othman Alhekail ²	Chairman / Previously	✓			
Mr. Samir bin Omar Baissa ²	Member / Previously	✓			

Explanations:
 (1)New members in the current term of the committee which commenced on April 17, 2025
 (2)Members of the committee for the previous term which ended on April 16, 2025.
 (3)(✓) attended (X) apologized

E) Audit Committee

The Audit Committee is responsible for the effective oversight over the Internal Audit function. This includes ensuring the function’s effectiveness and its ability to fulfill its responsibilities with independence and objectivity. The committee also verifies the availability of necessary human resources, approves the division’s strategy, strategic plan, and annual plan, and reviews audit reports, ensuring corrective actions are taken and implemented. Additionally, it ensures that an independent external assessment of the Internal Audit function is conducted at least once every five years.

The committee is also responsible for approving the strategic and annual Sharia audit plan and monitoring its implementation. Furthermore, it nominates the bank’s external auditors, determines their fees, supervises their activities, reviews their work plans, evaluates their performance, ensures their independence and the executive management’s cooperation with them.

The committee also discusses their findings and ensures coordination between external auditors and internal audit.

Additionally, the committee reviews interim and annual financial statements and recommends their approval to the Board of Directors. It monitors the resolution of observations raised by regulatory authorities and external auditors, reviews proposed contracts and transactions between the bank and related parties, and in addition to other supervisory tasks within its scope, as defined by its charter approved by the General Assembly.

The Committee is currently formulated of three members, one of whom is a member of the Board of Directors (Chairman of the Committee), while the other two are independent 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 Abdullah Al-Aql

Mr. Abdulaziz Abdullah Alakel has extensive experience from his previous roles as Vice President of Internal Auditing at the Arab Bank and Audit Director of Information Technology Review at Riyadh Bank, AlRajhi Bank, and Bank Albilad. 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 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 the USA. He earned a bachelor’s degree in computer science from Monmouth University in USA.

The Committee held a total of (7) meetings throughout the year 2025.

Meetings of the Audit Committee held during 2025 and attendance record:

Name	Role	Date & Number of the meeting						
		03/02/2025	04/03/2025	24/04/2025	27/05/2025	22/07/2025	23/10/2025	17/12/2025
		01/25	02/25	03/25	04/25	05/25	06/25	07/25
Mr. Adeeb Mohammed Abanumai	Chairman of the Committee	✓	✓	✓	✓	✓	✓	✓
Mr. Mohammed bin Farhan bin Nader	Member	✓	✓	✓	✓	✓	✓	✓
Mr. Abdulaziz Abdullah Alakel	Member	✓	✓	✓	✓	✓	✓	✓

(✓) attended (X) apologized

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, including taking into account the minimum number of independent members.

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 Musa Al-Ammar

(Chairman of the Committee) - Independent

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:

- Al-Qur'ah wa Majalat Tatbeeqiha fi al-Fiqh al-Islami.
- Tahqiq Kitab Tajreed al-'Aynayah.
- Al-Ihdad Ahkamuhu wa Waqi' al-Nas Fih.
- Hayat Samahat al-Shaykh Muhammad ibn Ibrahim Al Al-Shaykh (Co-authored).

His Eminence Sheikh Dr. Mohammed Saud Al-Osaimi

(Member) - Independent

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

His Eminence Sheikh Prof. Dr. Yousef Abdullah Al-Shubaily

(Member) - Non-Executive

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 1421 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 29 meetings throughout the year 2025.

Meetings of the Sharia Committee held during 2025 and attendance record:

Name	Meeting Date																												
	21/1/2025	30/1/2025	4/2/2025	12/2/2025	17/2/2025	17/2/2025	12/3/2025	17/3/2025	25/3/2025	16/4/2025	6/5/2025	14/5/2025	26/5/2025	1/6/2025	18/6/2025	24/6/2025	8/7/2025	22/7/2025	11/8/2025	2/9/2025	15/9/2025	22/9/2025	14/10/2025	22/10/2025	3/11/2025	19/11/2025	17/12/2025	23/12/2025	31/12/2025
	551	552	553	554	555	556	557	558	559	560	561	562	563	564	565	566	567	568	569	570	571	572	573	574	575	576	577	578	579
His Eminence Sheikh Prof. Dr. Abdullah Musa Al-Ammar	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
His Eminence Sheikh Dr. Mohammed bin Saud Al-Osaimi	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
His Eminence Sheikh Prof. Dr. Yousef bin Abdullah Al-Shubaily	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

(✓) attended (X) apologized

Remuneration and Compensation

The determination of remuneration and compensation policies and the disclosure of the same are based on the laws and regulations governing listed joint-stock companies. This includes the executive regulations of the companies' system, corporate governance regulations, and updates, which require disclosure of remuneration policies and their identification mechanisms. Additionally, decisions are made in accordance with the rules, principles, and regulations set by the Saudi Central Bank, approved international standards, bank policies, and related documents. Here is an overview of how the annual remuneration and compensation for members of the Board and its committees are determined, along with information on what members of the Board, its committees, and senior management receive:

Remuneration Policy for Board Members and Committees:

The remuneration of members of the Board of Directors, its committees, and senior management is determined in accordance with applicable laws and regulations, including the executive regulations of the corporate system for listed joint stock companies, updated corporate governance regulations, relevant circulars, principles and rules of the Saudi Central Bank, and the bank's bylaws. The provisions and standards are set based on the Bank's relevant policies and documents.

The following are the key provisions and mechanisms for determining the remuneration of members of the Board of Directors and its committees:

1. General Remuneration Provisions:

Based on what is stated in the policy of rewards for Board members, its committees, and senior management, as approved by the Extraordinary General Assembly meeting held on April 29, 2024, in accordance with the Circular issued by the Saudi Central Bank (SAMA) No. 45048798 dated 25/07/1445H, concerning the controls for determining and distributing rewards for Board members and their committees in financial institutions, and in accordance with the regulations, laws, and instructions of the relevant regulatory and supervisory authorities, the general provisions for rewards are summarized as follows:

1.1 The total that a Board member receives in the form of rewards, financial or in-kind benefits, should not exceed the maximum limit of 1 million Saudi Riyals.

1.2 Without being restricted by the maximum limit mentioned in the previous paragraph, the reward for the Chairman of the Board is determined by a decision from the Board of Directors, considering the general criteria for determining rewards stated in the policy and related provisions.

1.3 The actual expenses incurred by the member to attend the meetings of the Board of Directors and its committees, including accommodation expenses and travel expenses, are not subject to the maximum remuneration limits mentioned earlier. These expenses are determined in accordance with this policy and other applicable policies and documents.

1.4 A member of the Board of Directors is entitled to receive compensation for any professional work they undertake, whether it is in an executive, technical, administrative, or advisory capacity under a professional license. This remuneration is in addition to the compensation they receive as a member of the Board of Directors and any committees they serve on. These arrangements are governed by the relevant rules and regulations, the bank's bylaws, and this policy.

1.5 The report that the Board of Directors presents to the bank's General Assembly at its annual meeting must contain a detailed statement of the compensation received or entitled to be received by each board member during the bank's fiscal year. This encompasses lump-sum bonuses, attendance allowances, expense allowances, and any other monetary or non-monetary benefits. The report should also outline the payments received by the Board members who are also authorized employees of the bank, as well as any compensation they received for providing technical or administrative services or consultations. Furthermore, it should include a record of the Board meetings attended by each member. The annual report should encompass the Board of Directors' disclosure of remuneration policies, and the methods used to determine them.

1.6 Board members are not permitted to cast votes on the remuneration clause regarding members of the Board of Directors during the General Assembly.

1.7 If a member of the Board of Directors is absent from three consecutive meetings or five separate meetings without a legitimate excuse, the General Assembly has the authority to terminate their membership. In such cases, the

member will not receive any remuneration for the period after their last attended meeting, and they will be required to return any remuneration that was already disbursed to them during that period, if applicable.

1.8 The remuneration for members of the Board of Directors may vary depending on factors such as their experience, expertise, assigned tasks, level of independence, attendance at sessions, and other relevant considerations.

1.9 If it is determined by the Audit Committee, the Authority, or any relevant supervisory or controlling body that the remuneration given to a member of the Board of Directors or one of its committees is based on false or misleading information provided to the General Assembly or included in the annual report, then the individual must return the funds to the bank, and the bank is entitled to request the return of the funds.

1.10 The remuneration for independent members of the board of directors should not be tied to the bank's profits or its overall financial performance.

2. Mechanisms for determining the remuneration of members of the Board and its committees:

2.1. In accordance with the rules previously mentioned, and the regulations established by the companies' system for listed joint-stock companies, the revised corporate governance regulations, and the applicable circulars and principles of the Saudi Central Bank, the remuneration for members of the Board and its committees is determined, without exceeding the specified maximum limit, based on the policies, mechanisms, and decisions issued by the Board of Directors.

2.2. Each Board member shall receive, in addition to the fixed annual reward and attendance fee as per the guidelines mentioned above, the actual expenses incurred by the member for attending Board and committee meetings, including accommodation and air travel expenses, as determined by the Board of Directors.

2.3. Each member of the Board's committees (external members who are not Board members), in addition to the fixed reward and attendance fee as per the guidelines above, shall receive the actual expenses incurred for attending committee meetings, including accommodation and air travel expenses, as determined by the Board of Directors.

3. The remuneration policy for executive management members and the mechanisms for determining it:

Rewards for employees in general and senior management in particular should take into account the provisions of the laws, regulations, principles, and rules of the Saudi Central Bank, as well as the related documents of the bank, with particular attention to the following:

3.1 The standards and controls outlined in the "Banking Rewards Rules" issued by the Saudi Central Bank.

3.2 Policies and decisions issued by the Board of Directors - upon recommendation from the Nominations and Rewards Committee - regarding compensation, benefits, rewards, and their determination mechanisms for the bank's employees and senior management. These policies should take into account the specific standards and controls outlined in the Banking Rewards Rules issued by the Saudi Central

Bank. The policy should also specify the mechanisms the bank follows for applying, reviewing, and evaluating the effectiveness of these policies in achieving their goals.

3.3. Ensuring that the granting of rewards and their type are linked to risks, including both short-term and long-term rewards, according to specified ratios and time periods. The following should be considered:

3.3.1 Alignment with the bank's strategy and objectives.

3.3.2 Setting criteria for granting rewards and mechanisms for disclosure and verifying their implementation.

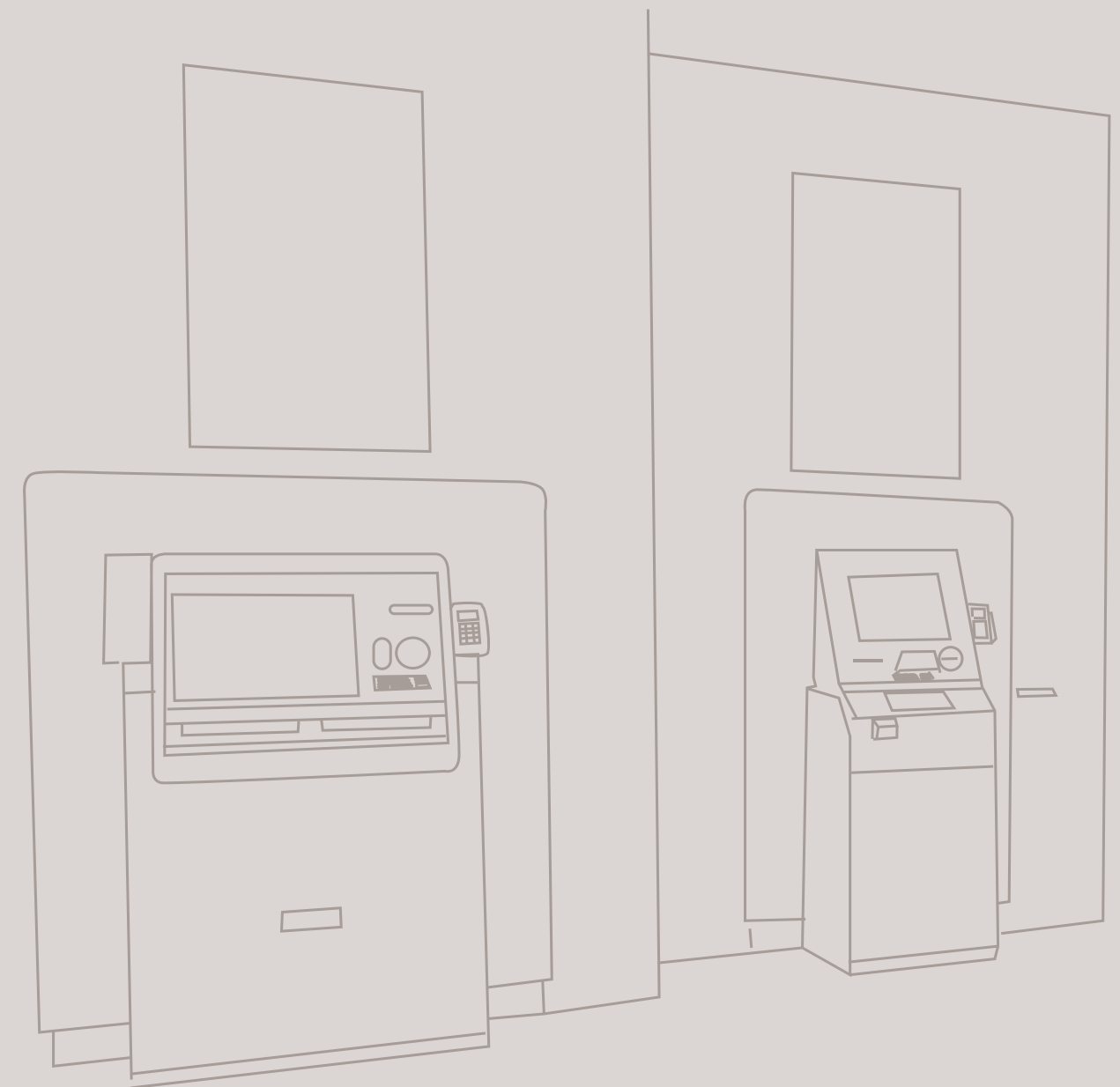
3.3.3 Linking reward criteria to performance.

3.3.4 Rewards should be determined based on the level of the job, the duties and responsibilities assigned to the position, academic qualifications, work experience, skills, and performance levels.

3.3.5 Rewards should be in line with the size, nature, and risk level of the bank.

3.3.6 The reward and incentive pool tied to performance should be based on the profit margin associated with the risk level, and follow the regulations, standards, rules, and principles of the Saudi Central Bank related to rewards and incentives, and the related principles and standards.

3.4. Disclosure in the Board of Directors' report to the General Assembly in its annual meeting regarding the rewards of the five highest-paid executives in the company, including the CEO and CFO.



Board of Directors Remuneration for the financial year 2025:

	Fixed Remunerations								Variable Remunerations								
	Certain amount	Allowance for attending Board meetings	Total allowance for attending committee meetings	In-kinbonuses	Remuneration for technical, administrative, and consulting work	Remuneration of the Chairman of the Board, Managing Director, or Secretary (member only)	Total		Profit Rate %	Periodic Remunerations (Annual rewards paid to the chairs and members of the Committees)	Short-term incentiveplans	Long-term incentive plans	Granted Shares	Total	End of service remunerations	Gross Total	Expense Allowance
First: Independent Members																	
Adeeb Muhammad Abanumai	500,000	50,000	35,000	-	-	-	585,000		-	350,000	-	-	-	350,000	-	935,000	-
Mr. Zaid Abdulrahman Algwaiz ¹	354,795	35,000	40,000	-	-	-	429,795		-	219,972	-	-	-	219,972	-	649,767	-
Nasser Suleiman Al-Nasser	500,000	50,000	65,000	-	-	-	615,000		-	250,000	-	-	-	250,000	-	865,000	-
Haitham Mohammed Al-Fayez	500,000	50,000	35,000	-	-	-	585,000		-	250,000	-	-	-	250,000	-	835,000	-
Muadh Abdulrahman Al-Husseini	500,000	50,000	50,000	-	-	-	600,000		-	310,000	-	-	-	310,000	-	910,000	-
Abdulaziz AbdulHameed Al Bassam ¹	354,795	35,000	15,000	-	-	-	404,795		-	70,959	-	-	-	70,959	-	475,754	-
Zeyad Othman Alhekail ²	145,205	15,000	5,000	-	-	-	165,205		-	72,603	-	-	-	72,603	-	237,808	-
Total	2,854,795	285,000	245,000	-	-	-	3,384,795		-	1,480,959	-	-	-	1,523,534	-	4,908,329	-

	Fixed Remunerations								Variable Remunerations								
	Certain amount	Allowance for attending Board meetings	Total allowance for attending committee meetings	In-kinbonuses	Remuneration for technical, administrative, and consulting work	Remuneration of the Chairman of the Board, Managing Director, or Secretary (member only)	Total		Profit Rate %	Periodic Remunerations (Annual rewards paid to the chairs and members	Short-term incentive plans	Long-term incentive plans	Granted Shares	Total	End of service remunerations	Gross Total	Expense Allowance

Second: Non-Executive Members

Nasser Mohammed AlSubeaei	500,000	50,000	65,000	-	-	-	615,000		-	350,000	-	-	-	350,000	-	965,000	-
Khalid Abdulrahman AlRajhi	500,000	50,000	65,000	-	-	-	615,000		-	250,000	-	-	-	250,000	-	865,000	-
Haytham Sulaiman AlSuhaimi	500,000	50,000	65,000	-	-	-	615,000		-	250,000	-	-	-	250,000	-	865,000	-
Mohammed Abdulrahman AlRajhi	500,000	45,000	20,000	-	-	-	565,000		-	100,000	-	-	-	100,000	-	665,000	59,258
Total	2,000,000	195,000	215,000	-	-	-	2,410,000		-	950,000	-	-	-	950,000	-	3,360,000	59,258

Third: Executive Members

Abdulaziz Mohammed AlOnaizan	500,000	50,000	65,000	-	-	-	615,000		-	250,000	-	-	-	250,000	-	865,000	-
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Explanations::
1. New members in the current term starting April 17, 2025,
2. Members of the previous term ending April 16, 2025

*The Board remuneration for 2025 will be paid after approval of the General Assembly

Remunerations of the Board Committee Members 2025:

Committee Members	Fixed Remuneration (Except for attendance allowance)	Allowance for Attending Meetings	Total
Members of the Nomination and Remuneration Committee:			
Yasser bin Abdullah Al-Rayes ¹	106,438	15,000	121,438
Khalid bin Saleh Al-Hathal ²	43,562	15,000	58,562
Samir bin Omar Baissa ²	43,562	15,000	58,562
Total	193,562	45,000	238,562
Members of the Audit Committee:			
Mohammed Farhan Nader	175,000	35,000	210,000
Abdulaziz Abdullah Al-Aql	175,000	35,000	210,000
Total	350,000	70,000	420,000
Members of the Risk Committee:			
Khalid Sulaiman Alharbi	150,000	30,000	180,000
Total	150,000	30,000	180,000
Members of the Compliance and Governance Committee:			
Samir Omar Baissa ²	43,562	5,000	48,562
Total	43,562	5,000	48,562
Members of the Sharia Committee:			
Sheikh Prof. Abdullah Musa Al-Ammar	350,000	145,000	495,000
Sheikh Prof. Mohammed Saud Al-Osaimi	300,000	145,000	445,000
Sheikh Prof. Yousef Abdullah Al-Shubaily	300,000	145,000	445,000
Total	950,000	435,000	1,385,000

(1) New members in the current term starting April 17, 2025
(2) Members of the previous term ending April 16, 2025

Details of remunerations, salaries, allowances, and other compensation paid to senior executives

Statement	Five senior executives, including the CEO and CFO (Thousands of ٬)
Salaries and compensation	15,233
Periodic and annual allowances and remunerations	31,855
Total	47,088

General Assemblies Held During 2025

During the financial year 2025, the Bank held an Extraordinary General Assembly (EGA) for its shareholders. This was the fifteen Extraordinary General Assembly, convened on 16 Shawwal 1446H, corresponding to 14 April 2025.

A) Attendance Record of Board Members and Committee Chairpersons at the Extraordinary General Assembly

The meeting was conducted using modern technology, with attendance from the Board of Directors as follows:

Name	Attendance
Mr. Nasser Mohammed AlSubeaei (Chairman of the Board)	✓
Mr. Adeeb Mohammed Abanumai (Vice Chairman)	✓
Dr. Zeyad Othman Alhekail	✓
Mr. Abdulaziz Mohammed AlOnaizan	✓
Mr. Khalid Abdulrahman AlRajhi	✓
Mr. Nasser Suleiman Al-Nasser	✓
Mr. Mohammed Abdulrahman AlRajhi	✓
Mr. Haitham Mohammed Al-Fayez	✓
Mr. Muadh Abdulrahman Al-Husseini	✓
Mr. Haytham Sulaiman AlSuhaimi	✓

Committee Chairpersons Present:

Name	Attendance
Mr. Nasser Mohammed AlSubeaei (Chairman of the Executive Committee)	✓
Dr. Abdullah Musa Al-Ammar (Chairman of the Sharia Committee)	✓
Dr. Zeyad Othman Alhekail (Chairman of the Compliance & Governance Committee)	✓
Mr. Adeeb Mohammed Abanumai (Chairman of the Audit Committee)	✓
Mr. Haitham Mohammed Al-Fayez (Chairman of the Nomination and Remuneration Committee)	✓
Mr. Muadh Abdulrahman Al-Husseini (Chairman of the Risk Committee)	✓

B) Results of Voting on the General Assembly Agenda Items

- 1) The Board of Directors’ report for the fiscal year ending on 31 December 2024 was viewed and discussed.

2) Approved the external auditor’s report for the fiscal year ending on 31 December 2024 after discussed.

3) The Financial Statements for the fiscal year ending on 31 December 2024 were viewed and discussed.

4) Approved on reappointment of Ernst & Young (EY) with the amount of ﷲ 2,500,000 excluding VAT and Price Water House Coopers (PwC) with the amount of ﷲ 2,500,000 excluding VAT(as the Bank external auditors among the candidates based on the Audit Committee’s recommendation, to examine, review and audit the (second, third) quarter and annual financial statements of the fiscal year 2025, and the first quarter of the fiscal year 2026, and approved their fees.
- 5) Approved on releasing the members of the Board of Directors from their liabilities for the fiscal year ending on 31 December 2024.

6) Approved on the Board of Directors recommendation to increase the capital by way of issuing bonus shares as follows:

a) Total amount of increase: **ﷲ** 2,500 Million

b) Capital before increase: **ﷲ** 12,500 Million. Capital after increase: **ﷲ** 15,000 Million. Increase percentage: 20%

c) Number of shares before increase: 1,250 Million shares. Number of shares after increase: 1,500 Million shares.

d) This recommendation aims to enhance the Bank's financial solvency and retain its resources in operational activities.

e) The capital increase will be made through the capitalization of **ﷲ** 1,500 million from the retained earnings and **ﷲ** 1,000 million from statutory reserve by granting one share for every five shares.

f) In the event of stock fractures, the fractions will be grouped into a single portfolio for all shareholders and sold at the market price and then distributed to the shareholders entitled to the grant each according to their share within 30 days of the date of the determination of the shares due to each shareholder.

g) In case the Bank's shareholders approved in the extraordinary general assembly on the increase of the capital, the shareholders registered in the Bank's shareholders' register with the Securities Depository Center Company (Edaa) by the end of the second trading day following the date of the Extraordinary General Assembly meeting, will be eligible for the bonus shares.

h) Approved on amend Article No. 7 relating to Capital, of the Articles of Association of the Bank.

7) Approval on the election of board members from among the candidates for the next term, which will start from 17 Apr 2025 for a period of three years ending on 16 Apr 2028. The following members were elected:

1) Mr. Nasser Mohammed Ibrahim Alsubaei – Non Executive

2) Mr. Adeeb Mohammed Abdulaziz Abanumi – Independent

3) Mr. Abdulaziz Mohammed Ali Alonaizan - Executive

4) Mr. Khalid Abdulrahman Saleh AlRajhi – Non Executive

5) Mr. Nasser Sulaiman Abdullah Alnasser – Independent

6) Mr. Mohammed Abdulrahman Abdulaziz AlRajhi – Non Executive

7) Mr. Haitham Mohammed Abdulrahman Alfayez – Independent

8) Mr. Muadh Abdulrahman Hasan Al-Husseini – Independent

9) Mr. Haitham Sulaiman Abdulaziz Alsuhaime – Non Executive

10) Mr. Zaid Abdulrahman Abdullah Alquaiz – Non Executive

11) Mr. Abdulaziz Abdulhameed Abdulrahman Albassam – Non Executive

8) Approved on delegating the Board of Directors to distribute interim dividends on a semi-annual or quarterly basis for the fiscal year 2025.

9) Approved on paying an amount of (**ﷲ** 3,200,000) as remuneration to the Board members by (320) thousand riyals for each member for the fiscal year ending on 31 December 2024.

10) Approved on authorizing the elected Board of Directors with the powers of the Ordinary General Assembly as stipulated in paragraph (1) of Article 27 of the Companies Law, for a period of one year from the date of the General Assembly's approval or until the end of the authorized Board's term, whichever comes first, in accordance with the controls and conditions based on the Implementing Regulations of the Companies Law related to listed joint-stock companies regarding transactions and contracts in which a Board member has a direct or indirect interest.

11) Approved on authorizing the elected Board of Directors with the powers of the Ordinary General Assembly as stipulated in paragraph (2) of Article 27 of the Companies Law, for a period of one year from the date of the General Assembly's approval or until the end of the authorized Board's term, whichever comes first, in accordance with the controls and conditions based on the Implementing Regulations of the Companies Law related to listed joint-stock companies regarding engaging in competing business activities.

12) Approved on amending Article 19 of the bank's Articles of Association related to Board Committees.

13) Approved on amending the Audit Committee Charter.

14) Approved on amending the Corporate Social Responsibility Policy.

The Bank also held an Extraordinary General Assembly (EGA) for its shareholders. This was the sixteen Extraordinary General Assembly, convened on 15 Rabi second 1447H, corresponding to 7 October 2025.

A) Attendance Record of Board Members and Committee Chairpersons at the Extraordinary General Assembly

The meeting was conducted using modern technology, with attendance from the Board of Directors as follows:

Name	Attendance
Mr. Nasser Mohammed AlSubeaei (Chairman of the Board)	✓
Mr. Adeeb Mohammed Abanumai (Vice Chairman)	✓
Mr. Zaid Abdulrahman Algwaiz	✓
Mr. Abdulaziz Mohammed AlOnaizan	✓
Mr. Khalid Abdulrahman AlRajhi	✓
Mr. Nasser Suleiman Al-Nasser	✓
Mr. Mohammed Abdulrahman AlRajhi	✓
Mr. Haitham Mohammed Al-Fayez	✓
Mr. Muadh Abdulrahman Al-Husseini	✓
Mr. Haytham Sulaiman AlSuhaimi	✓
Mr. Abdulaziz Abdulhameed Albassam	✓

Committee Chairpersons Present:

Name	Attendance
Mr. Nasser Mohammed AlSubeaei (Chairman of the Executive Committee)	✓
Dr. Abdullah Musa Al-Ammar (Chairman of the Sharia Committee)	✓
Mr. Zaid Abdulrahman Algwaiz (Chairman of the Compliance & Governance Committee)	✓
Mr. Adeeb Mohammed Abanumai (Chairman of the Audit Committee)	✓
Mr. Haitham Mohammed Al-Fayez (Chairman of the Nomination and Remuneration Committee)	✓
Mr. Muadh Abdulrahman Al-Husseini (Chairman of the Risk Committee)	✓

B) Results of Voting on the General Assembly Agenda Items

1) Approval on the Board of Directors’ recommendation to purchase a number of the Bank’s shares, with a maximum of (10,000,000) shares, for the purpose of allocating them to the Employee Shares Program and authorized the Board of Directors to complete the purchase within a maximum period of (18) months from the date of the Extraordinary General Assembly’s resolution. The purchase will be financed through the Bank’s own resources and the Bank shall retain the purchased shares for a period not exceeding (10) years from the date of the Extraordinary General Assembly’s resolution, as a maximum, until they are allocated to eligible employees. Upon the expiration of this period, the Bank shall follow the procedures and regulations stipulated in the relevant laws and regulations.

Shareholder Communication

In line with the Bank's commitment to strengthening its relationship with shareholders, investors, and customers, and in firm adherence to the principles of transparency and disclosure, the Board of Directors continuously operates in accordance with governance principles to ensure the equitable treatment of all shareholders and to clearly define and uphold its responsibilities toward them. This is carried out in compliance with the regulations and instructions issued by the Saudi Central Bank, the Capital Market Authority, the recommendations of the Basel Committee, and other relevant regulatory bodies.

The Bank is committed to providing comprehensive and accurate information on its activities and operations through its Annual Report, summarized financial statements, and disclosures published on the Saudi Exchange (Tadawul). In addition, the Bank actively participates in investor conferences both within the Kingdom and internationally. Shareholders and investors may also access information through the Bank's official website (www.bankalbilad.com), which includes further details and updates such as capital increases, cash dividends distributed to shareholders, inquiries regarding unclaimed dividends, and other relevant tools.

The Bank places significant importance on responding to shareholder inquiries in a timely and transparent manner and encourages shareholders to participate in Annual General Assembly meetings, where the Bank's performance and activities are discussed.

The Bank also continues to enhance its digital platforms and shareholder communication mechanisms to improve access to information and deliver best-in-class engagement.

Measures Taken by the Board of Directors to Inform Its Members, Particularly Non-Executive Directors, of Shareholder Proposals and Observations

The Bank continuously works to safeguard the rights of stakeholders, particularly shareholders. These rights are enshrined in the Bank's bylaws, as well as in its related policies, manuals, and governance documents. Key shareholder rights include attending Ordinary and Extraordinary General Assembly meetings, discussing agenda items, directing questions to the Board of Directors, external auditors, and executive management, and submitting proposals and observations regarding the Bank and its performance, in accordance with the approved mechanisms.

All shareholder proposals and observations are communicated to the members of the Board of Directors through established channels. This includes matters raised during General Assembly meetings, which are documented in the minutes of the General Assembly and subsequently reviewed by the Board, as well as proposals submitted through designated communication channels. Such matters are presented to the Board at its first subsequent meeting and, where applicable, are recorded in the meeting minutes.

Interests in Voting Shares

There are no interests in classes of shares carrying voting rights held by any persons who have notified the Bank of such interests, other than members of the Board of Directors, senior executives, and their relatives.

Waiver of Interests by Shareholders, Board Members, or Senior Executives

- There are no arrangements or agreements with any member of the Board of Directors or senior executives under which any salaries, remunerations, or compensations have been waived.
- There are no arrangements or agreements with any shareholders under which any dividend rights have been waived.

Information on Any Business Activities That Compete with the Company or Any of Its Lines of Business, Undertaken Currently or Previously by Any Member of the Board of Directors, Including the Names of the Individuals Involved, the Nature of Such Activities, and Their Terms

With the beginning of the current term of the Board of Directors, which commenced on April 17, 2025, Board members Mr. Zaid Abdulrahman Algwaiz and Mr. Abdulaziz AbdulHameed Al Bassam were classified as Non-Executive members, as each was considered to be engaged in activities classified as competing business with the Bank Group.

The nature of such competing activities was participation in the boards of directors and committees of financial companies or establishments competing with the Bank or its Group.

Based on Paragraph (2) of Article (27) of the Companies Law, and in accordance with Item (10) of the Controls and Conditions governing the Ordinary General Assembly's delegation to the Board to authorize a Board member to engage in competing business (approved by the General Assembly on April 14, 2025), and in line with the Bank's Conflict of Interest Management Policy and related documents, the Board issued Resolution No. (BOD/04/2025-5) approving the granting of a grace period to both members until September 30, 2025 to submit their resignation from the boards and committees of the financial companies in which they held memberships.

Both members complied, as confirmed by their updated disclosure forms and information updates. After fulfilling all legal and regulatory requirements and confirming the cessation of competing business, the Board reclassified their membership from "Non-Executive" to "Independent."

Number of the Bank’s Requests for the Shareholders’ Register, the Dates of Those Requests, and the Reasons for Them

Date of Ownership File	Reason for Request
2/1/2025	Corporate procedures
3/2/2025	Corporate procedures
3/3/2025	Corporate procedures
6/4/2025	Corporate procedures
4/5/2025	Corporate procedures
2/6/2025	Corporate procedures
2/7/2025	Corporate procedures
4/8/2025	Corporate procedures
2/9/2025	Corporate procedures
2/10/2025	Corporate procedures
3/11/2025	Corporate procedures
2/12/2025	Corporate procedures
4/1/2026	Corporate procedures

Dividend Distribution Policy

The Bank distributes its annual net profits, determined after deducting all general expenses, other costs, and allocations to reserves required to cover doubtful debts, investment losses, and contingent liabilities deemed necessary by the Board of Directors, in accordance with the provisions of the Banking Control Law, the Companies Law and its regulations, and the directives of the Saudi Central Bank. The distribution of net profits shall be as follows:

1. The amounts necessary to pay Zakat due on shareholders are calculated and paid by the Bank to the relevant authorities.
2. At least 25% of the remaining net profits, after deducting Zakat, is transferred to the statutory reserve until such reserve equals at least the paid-up capital.

3. From the remaining profits, after deducting the statutory reserve and Zakat, an amount of no less than 5% of the paid-up capital is allocated for distribution to shareholders in accordance with the Board of Directors’ proposal and the approval of the General Assembly. If the remaining profits are insufficient to cover this percentage, shareholders are not entitled to claim it in the current or subsequent years, and the General Assembly may not approve a distribution exceeding the percentage proposed by the Board.
4. The remaining, after allocating the amounts mentioned in paragraphs (1), (2), and (3), shall be utilized as recommended by the Board of Directors and approved by the General Assembly.

Subject to the provisions of paragraphs (1-4) above, the Bank may distribute interim dividends to shareholders on a semi-annual or quarterly basis, subject to meeting the following requirements:The Ordinary General Assembly shall authorize the Board to distribute interim dividends by virtue of a resolution renewed annually.

1. The Ordinary General Assembly shall authorize the Board to distribute interim dividends by virtue of a resolution renewed annually.
2. The bank has good and regular profits.
3. The Bank has reasonable liquidity and can reasonably predict its profitability.
4. The Bank shall have distributable profits in accordance with the latest audited financial statements, sufficient to cover the dividends proposed to be distributed, after deducting the dividends distributed and capitalized from those profits after the date of these financial statements.

Dividends Distributed During the Financial Year

- Pursuant to the Board of Directors’ resolution dated 22/7/2025G, interim dividends were disbursed for the first half of the fiscal year 2025 in the amount of ﷲ (675) million, at the rate of (45) Halalas per share after Zakat and at the rate of 4.5% of the nominal value of the share, pursuant to the authorization of the General Assembly of the Board of Directors to distribute semi-or quarterly interim dividends for the fiscal year 2025, and the eligibility for dividends was for the shareholders who own the shares at the end of trading on the date of eligibility corresponding to 5/8/2025, and the dividends were distributed on 20/8/2025.
- On 4/2/2026, the Board of Directors recommended to the Bank’s General Assembly the payment of dividends to shareholders for the second half of the fiscal year 2025 in the amount of ﷲ (825) million, at the rate of (55) Halalas per share after Zakat and at a rate of 5.5% of the nominal value of the shares, and the eligibility for dividends will be for the shareholders who own the shares at the end of the trading day of the Bank’s General Assembly and who are registered in the Bank’s shareholders’ register at the Securities Depository Center Company (Edaa) at the end of the second trading day following the date of the General Assembly.

Mechanisms and means for evaluating the performance of the Board of Directors, its committees, and their respective members:

The Board of Directors, in evaluating its own performance as well as the performance of its committees and members, relies on a mechanism that involves the Nomination and Remunerations Committee, which is responsible for conducting an annual evaluation of the Board and its committees. This is done either through specially designed evaluation forms and mechanisms created for this purpose by the committee and its team, or at least once every three years by an external party.

The committee oversees, studies, and discusses the evaluation results, identifying strengths and recommending actions to enhance them, as well as weaknesses and recommending actions to address them. A summary of the results and the committee's recommendations are then presented to the Board. The internal evaluation of the Board and its committees for the year 2024 was implemented under the supervision of the Nomination and Remuneration Committee. The evaluation of the Board and its committees for the year 2025 will be completed through a party specialized in evaluation during the first quarter of 2026.



Internal Audit

Internal audit is an independent and objective function that reports directly to the Audit Committee formed by a resolution of the bank's Board of Directors. It aims to provide reasonable assurances to the Audit Committee and senior management of the bank regarding the adequacy and effectiveness of the internal control system, through the application of an organized approach to evaluate and improve the effectiveness of governance, risk management, and control processes. The internal audit division follows a risk-based audit methodology in planning and conducting audit work, and it also follows-up the correction of observations raised in internal audit, external auditors, and regulatory and supervisory bodies 'reports to ensure they are closed according to the specified schedule and procedures to guarantee the integrity of internal controls. The internal audit division applies a quality assurance program that covers all internal audit activities and contributes to enhancing performance and compliance with internal audit standards, and the implementation of best practices. The scope of the Internal Audit division encompasses all activities and departments of the Bank. In 2025, the division carried out internal audit work according to the plan approved by the Audit Committee, which was based on a comprehensive study and a thorough risk assessment of the units subject to audit at the bank level.

Additionally, the Internal Audit division executed many other tasks assigned by the bank's management, the Saudi Central Bank, and other regulatory and supervisory authorities.

Results of the annual review of the effectiveness of the bank's internal control procedures, in addition to the Audit Committee's opinion on the adequacy of the bank's internal control system

The bank's executive management is responsible for establishing an appropriate and effective internal control system that includes policies and procedures prepared under the supervision of the Board of Directors to achieve the bank's strategic objectives. Accordingly, an integrated internal control system has been established as recommended by regulatory and supervisory authorities, starting with the general governance framework of the bank, which defines the roles and responsibilities assigned to the Board of Directors, its subcommittees, as well as the executive management committees, ensuring appropriate oversight at the bank level.

Additionally, all Bank's divisions perform combined and coordinated efforts to improve the control environment through continuous development and review of policies, procedures, and automated systems, to minimize any violations and to prevent and correct any deficiencies in the internal control system.

In addition to Bank's control functions activities carried out including Compliance & Anti-Financial Crimes division, the Risk Management Group, and Sharia'a division; the internal audit is considered an independent line of defense from executive management. Its scope of work includes evaluating the effectiveness of the internal control system, including compliance with approved policies and procedures.

Audit reports, which include weaknesses in the internal control system as well as corrective actions, are submitted to the CEO and the Audit Committee, which monitors the progress of corrective actions and oversees the adequacy and effectiveness of the internal control system to mitigate risks and protect the bank's interests.

Based on the results of the continuous evaluation of the internal control system during the year 2025, as well as the reasonable assurances of the Board of Directors regarding the soundness of the design and effectiveness of the implementation of the internal control system, the Audit Committee is of the opinion that the internal control system has been adequately designed, implemented, effectively and monitored on a regular basis, and that there are no control gaps or material weaknesses in the Bank's Internal operations for the year 2025. Bank's management continuously works to strengthen the internal control system, knowing that no internal control system, regardless of how soundly designed and effective its implementation, can provide absolute assurance.

Compliance & Anti-Financial Crimes

Bank Albilad places great importance on complying with regulations, standards, and instructions set by regulatory and supervisory bodies. This commitment is crucial for the bank's success and is a top priority. By doing so, the bank safeguards its reputation, credibility, and the interests of its shareholders and depositors. It also helps protect the bank from potential regulatory and legal consequences.

The Role of the Compliance and Anti-Financial Crimes Division

Compliance is an independent function that is charged with identifying, evaluating, providing advice and counsel, and following up and preparing reports on the risks of the bank's non-compliance with regulations and instructions. The objective is to shield the bank and its representatives from potential regulatory or administrative penalties, as well as any actions that could damage the bank's reputation due to its failure to follow rules, regulations, controls, or good organizational and behavioral standards and professional practices.

The Compliance and Anti Financial Crimes Division at the Bank plays a key role in ensuring that all of the Bank's policies, manuals, and procedures are in line with the regulations and instructions set by regulatory and supervisory bodies. They also ensure that these guidelines are effectively implemented by the Bank.

The division is responsible for a variety of tasks and responsibilities that are categorized into specific functions, such as:

- Combating money laundering and terrorist financing, preventing its spread, and combating commercial concealment.
- Promoting and reinforcing the concepts and culture of compliance among all bank personnel.
- Offering guidance and assistance to all administrative units inside the bank.
- Combating corruption and reporting violations.
- Identifying, analyzing, and assessing compliance risks associated with the bank's clients, services, products, geographic areas of operation, and delivery channels, and implementing relevant controls and standards.
- Building and documenting relationships, as well as communicating effectively with regulatory and supervisory organizations.
- Training and awareness.
- Creating and filing compliance risk reports, as well as implementing supervision controls for relevant departments, to guarantee that regulations and instructions are followed.
- Safeguarding the bank's reputation, workers, and other stakeholders.

Monitoring and assessing the effectiveness of implementing regulations and instructions

The Compliance and Anti Financial Crimes Division is responsible for assessing and supervising the bank's compliance with rules, regulations, and instructions established by regulatory and legislative authorities.

This involves ensuring that the bank adheres to its own policies, guidelines, processes, products, and services.

HR Policies

The bank's commitment to adhering to regulations, laws, and policies is crucial for its success, reputation, and credibility. It was essential for all the bank's ambassadors to understand and follow all necessary regulations, instructions, and policies related to their work and assigned tasks, without any transgressions or negligence.

End-of-Service Benefits

The benefits due to bank employees upon termination of their services are calculated in accordance with the Saudi Labor Law and are included under other liabilities in the consolidated statement of financial position.

Principles and Code of Professional and Ethical Conduct

The principles and code of professional and ethical conduct and related principles are fundamental to Bank Albilad Group’s business ethics and conduct. Their application is instrumental in driving the bank’s strategic goals, safeguarding its interests, and ensuring the satisfaction of all stakeholders, including investors, customers, and dealers. Additionally, it plays a vital part in fostering business growth, enhancing the bank’s reputation, and strengthening its brand.

The bank has established a strong reputation by diligently adhering to its banking principles and values, which are rooted in Islamic Sharia and comply with the regulations set forth by regulatory bodies like the Saudi Central Bank and the Capital Market Authority.

The bank’s reputation has been further solidified by the loyalty, commitment, and dedication of its employees to provide customers with the utmost level of professional and ethical banking service. Trust, responsibility, honesty, and respect are fundamental elements that form the foundation of the Bank’s reputation. They are also key in delivering value to the customers and fulfilling the bank’s obligations to all stakeholders in a view to preserve the values and principles. This requires all employees, regardless of their position, to conduct themselves in a manner that upholds the bank’s values and principles.

This commitment ensures the preservation of the bank’s reputation and protects it from any potential harm or risks arising from any improper conduct, both within and outside the bank, whether in or outside the Kingdom. Every employee is expected to maintain a high standard of conduct, treating others with dignity and respect. It is important to take responsibility for one’s actions, comply with laws and regulations, and make well-informed decisions through open, honest, and frank communication.

Employee Share Program

The Bank provides an equity-settled share-based payment plan to eligible employees, which has been approved by the central bank. Under the plan, eligible employees are offered stocks that will be deducted from their annual bonus payments.

The cost of the plan is measured by reference to the fair value at the date on which the stocks are granted. The cost of the plan is recognized over the period in which the service condition is fulfilled, ending on the date on which the relevant employees become fully entitled to the stock option (‘the vesting date’). The cumulative expense recognized for the plan at each reporting date until the vesting date, reflects the extent to which the vesting period has expired and the Bank’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of income for a year represents the movement in cumulative expense recognized as at the beginning and end of that year.

The Bank has entered into an agreement with an independent third-party, with the approval of the central bank, for custody of the shares under the plan, as well as any benefits accrued thereon.

Significant features of these plans are as follows:

Maturity Dates	Between January 2026 to December 2028
Total Number of Shares Granted	1,665,142
Grant Period	3 Years
Method of Settlement	Shares
Fair Value of Share on Grant Date	Average 36.73 ﷲ

The shares are granted only under service condition with no market condition associated with them

Fines imposed on the Bank by supervisory and regulatory authorities:

First: Saudi Central Bank (SAMA):

The following is a statement of the fines imposed on the Bank during the previous year 2024 and the current year 2025:

Subject of violation	Year 2024	
	Number of penal decisions	Total amount of fines in ﷲ
Bank Albilad violation: supplying counterfeit currency notes to the Central Bank	3	15,000
Bank Albilad violation regarding the accuracy/authenticity of data provided to the Central Bank.	1	55,500
Bank Albilad violation of the Central Bank's supervisory and regulatory instructions.	4	1,153,100
Bank Albilad violation of the Central Bank's supervisory and regulatory instructions (Implementation).	1	100,000
Bank Albilad violation of anti-fraud instructions.	1	555,000
Bank Albilad violation of the Central Bank's supervisory and regulatory instructions (Self-supervision/Oversight)	1	200,000
Bank Albilad violation of instructions related to Anti-Money Laundering (AML) and Combating the Financing of Terrorism (CFT)	1	55,000
Total	12	2,133,600

Subject of violation	Year 2025	
	Number of penal decisions	Total amount of fines in ﷲ
Bank Albilad violation of the Central Bank's supervisory and regulatory instructions (Banking Licensing).	3	230,000
Bank Albilad violation of the Central Bank's supervisory and regulatory instructions (Operational Resilience/Soundness).	4	1,704,250
Bank Albilad's violation of the Central Bank's instructions related to Customer Protection (Consumer Protection).	3	1,204,000
Bank Albilad violation of the Central Bank's instructions from the General Department of Banking Supervision and Inspection.	3	334,500
Bank Albilad violation of instructions related to Anti-Money Laundering (AML) and Combating the Financing of Terrorism (CFT).	2	2,300,000
Bank Albilad's violation of the Central Bank's instructions from the Currency Operations Control Department.	1	Notice Letter
Bank Albilad violation of the Central Bank's supervisory and regulatory instructions (For Execution Operations/Compliance).	1	60,000
Bank Albilad violation of the Central Bank's instructions regarding the safety and security of financial institutions/facilities.	1	40,000
Total	18	5,872,750

Second: Zakat, Tax and Customs Authority (ZATCA):

Supervisory Authorities	Number of fines	Total amount of fines in ﷲ	Statements of fines
Zakat, TAX and Customs Authority	17	85,000	Incomplete data provided in CRS and FATCA reports for the year 2023.
Zakat, TAX and Customs Authority	8	40,000	Incomplete data provided in CRS and FATACA reports for the year 2022.
Total	25	125,000	

Third: The following is a statement of the fines imposed on the Bank by other supervisory and regulatory authorities:

Supervisory Authorities	Number of fines	Total amount of fines in ﷲ	Statements of fines
Riyadh Region Municipality	63	877,500	Violations related to ATM locations; violations related to the presence of unlicensed screens in two Bank Albilad branches.
Madinah Region Municipality	2	12,500	The licenses have expired.
General Authority of Civil Aviation (Riyadh Airports)	1	2,000	Non-compliance with security and safety requirements.
Total	66	892,000	

The Bank seeks to avoid the recurrence of such fines by adopting the necessary policies and allocating the required resources in compliance with the instructions of the supervisory and regulatory authorities.

Outstanding Statutory Payments

(ﷲ million)		
Details	2025	2024
Legal Zakat ¹	350	322
General organization for Social Insurance ²	9.4	9.5

- (1) Legal Zakat – According to the Zakat return that will be submitted for the year 2025, the Bank estimated the Zakat due for the year 2025 at ﷲ 350 million (2024: ﷲ 322 million).
- (2) The Bank estimated the amount due to the General Organization for Social Insurance (GOSI) for the year 2025 at ﷲ 9.4 million (2024: ﷲ 9.5 million), which was paid during January 2025.

Value of statutory paid and accrued payments for the period ending on 31 December 2025:

(﷼ thousands)

Item	Paid	Accrued until the end of the annual fiscal year and not paid	Brief	Reasons
Zakat	323,486	-	Annual Zakat for 2024	Zakat for 2025 is still under process, and will be paid in April 2026
Withholding tax for non-residents	12,967	706	Withholding tax for non-residents	December 2025 tax, which was paid in January 2026
VAT	125,161	5,856	VAT	December 2025 tax, which was paid in January 2026
General Organization for Social Insurance (GOSI)	87,157	8,056	Social insurance payments paid during 2025	Social insurance payments for December 2025, which was paid in Jan 2026
Capital Market Authority	2,062	-	Fees for Capital Market Authority	Fees of the Capital Market Authority in addition to fees for registering employees with it
Municipality fees	11,887	-	Municipality fees	Annual Municipality fees

Albilad Investment Company

(﷼ thousands)

Item	Paid	Accrued until the end of the annual fiscal year and not paid	Brief	Reasons
Zakat	20,768	23,890	Zakat due for 2024	Annual Zakat for 2025
Withholding tax for non-residents	1,172	94	Tax for non-residents 2025	Tax for non-residents due for November and December 2025
VAT	35,332	3,414	VAT paid during 2025	VAT due for December 2025
General Organization for Social Insurance (GOSI)	9,507	801	Social insurance payments paid during 2025	Social insurance payments for December 2025
Visa and passport costs	25	-	Renewal of residency fees, exit and return fees, and sponsorship transfer	Renewal of foreign employee residency, exit and return fees, and sponsorship transfer
Labor office fees	189	-	Work permit fees for foreign employees	Fees of the Capital Market Authority in addition to fees for registering employees with it
Capital Market Authority	885	-	Fees for Capital Market Authority	Capital Market Authority fees in addition to fees for registering employees with it
Municipality fees	9	-	Annual Municipality fees	Annual Municipality fees
Thiqa Business Services Company	15	-	Renewal of Chamber of Commerce and Commercial Registration Fees	Renewal of Chamber of Commerce and Commercial Registration Fees

Enjaz Payment Services Company

(٠٠٠ thousands)

Item	Paid	Accrued until the end of the annual fiscal year and not paid	Brief	Reasons
Zakat	10,722	12,023	Annual Zakat for 2024	Zakat is calculated at 10.3 % of income
Withholding tax for non-residents	363	108	15-5 %of amounts paid abroad are subject to withholding tax	2025 tax
VAT	20,584	2,043	Amount due to ZATCA from VAT	VAT for December 2025
General Organization for Social Insurance (GOSI)	13,025	1,179	Social insurance dues paid during 2025	December 2025: Social insurance dues were paid in Jan 2026
Visa and passport costs	74	-	Residency renewal, exit/return fees and sponsorship transfer	Renewal of foreign workers' residencies and sponsorship transfer
Labor office fees	888	-	Work permit fees for foreign employees	Work permit fees for foreign employees
Municipality fees	513	-	Issuance and renewal of municipal licenses and other municipal fees	Annual Municipality fees



Micro, Small and Medium Enterprises

Qualitative Disclosure

During 2025, Bank Al Bilad maintained the continuous efforts towards the MSMEs focusing on this segment and continue participating in achieving the KSA vision 2030 pillars by supporting the various economical activities of MSMEs. These efforts were done to retain the momentum in terms of growth in assets and customer portfolio, through applying main approaches summarized as follows:

1. Increase the Bank’s market share by attracting more MSME’s customers.
2. Introducing additional financing programs covering various industries directed mainly to the Micro enterprises.
3. Maintaining a recognizable successful relationship with the KAFALAH program and the SME bank Co-financing agreements directed to the whole SMEs.

In the short-term, Bank Albilad plans continue to leverage the implementation of the above-mentioned approaches. Customized financing programs will be continuously enhanced and developed to widen the revenue stream and expand the targeted industries while at the same time maintain acceptable risk criteria.

2026 Plans

For 2026, based on the dynamic economy and considering the market conditions, several action plans are laid out to drive BAB’s SME business, as follows:

1. Given its success and proving to be a major source of new business, the Bank shall continue to offer innovative financing programs and services.
2. Maintain focus on the middle market segment that can provide growth and stability in the asset portfolio.
3. Streamline the credit process for Small and Micro Businesses to reduce turnaround time for processing credit applications; financing transactions and to implement credit parameters that are more suitable for MSEs.
4. Increase exposure in social media and other marketing media to raise awareness of BAB MSME products and services; and improve visibility of MSME products and programs in branches.
5. Intensify synergy with other departments particularly Retail Banking to drive cross-sell. This involves increase in awareness as well as lead generation initiatives to address the needs of MSMEs.

6. Collaborate with the Digitization and Business Innovation Division and Marketing Communications on the continuous enhancement of Business Internet Banking, Mobile Banking, and Corporate Website to widen customer reach, offer quality customer experience and create customer feedback mechanism.
7. Continue the strategic plan to Enhance iCorp system, BAB’ Platform for Supply chain Finance, RMs’ Dashboard, The Corporate’s front-end credit application system, to properly digitalize the processes.

Quantitative Disclosure

(Amounts in millions of ﷻ - 2025)

Details	Micro	Small	Medium	Total
Direct facilities for micro, small, and medium enterprises	125	1,606	9,587	11,318
Indirect facilities for micro, small, and medium enterprises (nominal value)	279	831	1,601	2,711
Direct facilities for micro, small, and medium enterprises relative to the total direct facilities	1 %	14 %	%85	%100
Indirect facilities for micro, small, and medium enterprises relative to the total indirect facilities	10 %	31 %	%59	%100
Number of customers for direct and indirect facilities				
Number of customers for direct and indirect facilities	538	729	221	1488
Number of direct and indirect facilities customers in cooperation with the MSME Bank	82	93	8	183
Total direct and indirect facilities in cooperation with the MSME Bank (amounts represent the bank’s share in financing “%20”)	3	20	5	28
Number of customers of direct, indirect, and guaranteed facilities through Kafalah program	49	101	61	211
Total direct, indirect, and guaranteed facilities through Kafalah program	20	371	838	1,229

(amounts in millions of ﷲ - 2024)

Details	Micro	Small	Medium	Total
Direct facilities for micro, small, and medium enterprises	176	1,948	10,391	12,515
Indirect facilities for micro, small, and medium enterprises (nominal value)	607	1,010	1,974	3,591
Direct facilities for micro, small, and medium enterprises relative to the total direct facilities	1 %	16 %	83 %	100 %
Indirect facilities for micro, small, and medium enterprises relative to the total indirect facilities	%17	28 %	55 %	100 %
Number of customers for direct and indirect facilities				
Number of customers for direct and indirect facilities	965	856	230	2051
Number of direct and indirect facilities customers in cooperation with Monsha’at Bank	137	120	12	269
Total direct and indirect facilities in cooperation with Monsha’at Bank (amounts represent the bank’s share in financing “%20”)	4	28	7	48
Number of customers of direct, indirect, and guaranteed facilities through Kafalah program	137	190	61	388
Total direct, indirect, and guaranteed facilities through Kafalah program	42	754	818	1,613

Financial Management & Compliance

Related Party Transactions

In the ordinary course of activities, the Group transacts business with related parties. Related party transactions are governed by limits set by the Banking Control Law and the regulations issued by Saudi Central Bank. The nature and balances of transactions with the related parties for the years ended December 31 are as follows:

A) Directors, key management personnel, other major shareholders, their affiliates balances and others:

Details	2025 (ﷲ thousand)
Financing*	3,043,989
Financing**	4,483,372
Commitments and contingencies	138,902
Deposits	93,459

* The amounts for utilized credit facilities measured according to the definition of related parties under International Financial Reporting Standards (IFRS).

** The amounts for utilized credit facilities measured according to the definition of related parties under International Financial Reporting Standards and the Saudi Central Bank regulations.

B) Group’s mutual funds:

Details	2025 (ﷲ thousand)
Customers’ deposits	4,435
Investments - units	413,736

C) Income and expense:

Directors, Key management personnel, other major shareholders and their affiliates and mutual funds managed by the Group:

Details	2025 (₪ thousand)
Income	289,898
Expense	9,466

The total amount of compensation paid to key management personnel during the year is as follows:

Details	2025 (₪ thousand)
Employee benefits	215,543

From another perspective, Major Shareholders are those who own 5% or more of the Bank's share capital, and Senior Executives are those individuals who have the authority and responsibility to plan, direct and supervise the Bank's activities, whether directly or indirectly.

Below are the details of the transactions and contracts in which the Bank was a party and in which a Board member, a senior executive, any related person, or any of the Bank's subsidiaries had an interest, and which were executed during the year 2025.



#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (S)	Contract Date		Date of Approval/Endorsement
						From	To	
1	Mr. Abdulrahman Saleh AlRajhi	Mr. Khalid Abdulrahman AlRajhi	Father of Board Member	Lease of Enjaz Center 302 – Al-Khafji, owned by Mr. Abdulrahman Saleh AlRajhi	120,000	11/04/2010	31/12/2028	09/04/2019
2	Mr. Abdulrahman Abdulaziz AlRajhi	Mr. Abdulrahman Abdulaziz AlRajhi	Major Shareholder	Lease of Branch 217 – Yanbu, owned by Mr. Abdulrahman Abdulaziz AlRajhi	180,000	09/08/2010	07/02/2028	09/04/2019
3	Procure Specialty Hospital	Mr. Khalid Abdulrahman AlRajhi	Board Member	Lease of ATM site – Riyadh	20,000	01/06/2020	31/05/2028	14/03/2022
4	Riyadh Development Co.	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Bank Albilad Father of Mr. Majid Nasser AlSubeaei, Board Member of Riyadh Development Co.	Lease of Enjaz Branch 174	96,900	02/07/2018	12/12/2026	14/03/2022
5	Masic Logistics Co.	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Bank Albilad Board Member of Masic	Lease of ATM site – Riyadh, investment return for Masic Logistics Co.	60,000	18/03/2018	17/03/2028	26/04/2020

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/ Endorsement
						From	To	
6	Abdullah Ibrahim AlSubeaei Real Estate Co.	Abdullah Ibrahim AlSubeaei Investment Co. (One Person Co.)	Major Shareholder	Lease of Branch 921 – Al-Aqrabiyah, owned by Abdullah Ibrahim AlSubeaei Real Estate Co.	2,882,600	03/01/2005	12/11/2026	14/03/2022
7	Argan Homes Co.	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Bank Albilad	Lease of ATM site – Jubail, owned by Argan Homes Co.	90,000	05/08/2018	04/08/2032	26/04/2020
			Board Member of Argan Homes Co.					
8	Argan Homes Co.	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Bank Albilad	Lease of ATM site – Yanbu, owned by Argan Homes Co.	80,000	01/09/2018	31/08/2032	26/04/2020
			Board Member of Argan Homes Co.					
9	Argan Homes Co.	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Bank Albilad	Lease of ATM site – Yanbu, owned by Argan Homes Co.	80,000	01/09/2018	31/08/2032	26/04/2020
			Board Member of Argan Homes Co.					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/Endorsement
						From	To	
10	Mohammed Ibrahim AlSubeaei & Sons Co. (Masic)	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Bank Albilad	Lease of Enjaz Center – Riyadh (Ind. 2), owned by Mohammed Ibrahim AlSubeaei & Sons Co.	519,200	15/11/2016	14/11/2026	09/04/2019
			Board Member of Masic					
		Mohammed Ibrahim AlSubeaei & Sons Co. (Masic)	Major Shareholder					
		Mr. Khalid Saleh AlHathal	Board Member of Albilad Capital					
			Board Member of Masic					
11	Kenan International Real Estate Development Co.	Mr. Abdullah AlArifi	Board Member of Kenan International representing Bank Albilad	Lease of Branch 729 – Al Dana Mall (tiered pricing structure)	133,504	01/01/2019	31/12/2028	10/02/2020
				First three years 133,504				
				Second three years 146,020				
			Senior Executive at Bank Albilad	The last four years: 158,536				
12	Riyadh Development Co.	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Bank Albilad	Car auction agreement	Unit Price	05/04/2022	04/04/2027	14/12/2020
			Father of Mr. Majid Nasser AlSubeaei, Board Member of Riyadh Development Co.					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/Endorsement
						From	To	
13	Riyadh Development Co.	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Bank Albilad	Cash transport and counting services	Unit Price	28/12/2022	27/12/2027	14/12/2020
			Father of Mr. Majid Nasser AlSubeaei, Board Member of Riyadh Development Co.					
14	Saudi Automotive Services Co. (SASCO)	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Bank Albilad	Lease of ATM site – Makkah, owned by SASCO	80,000	22/11/2022	21/08/2027	23/03/2023
			Father of Mr. Majid Nasser AlSubeaei, Board Member of SASCO					
15	Saudi Automotive Services Co. (SASCO)	Mr. Nasser Mohammed AlSubeaei	Chairman of the Board of Bank Albilad	Lease of ATM site – Taif, owned by SASCO	65,000	01/01/2021	31/12/2030	23/03/2023
			Father of Mr. Majid Nasser AlSubeaei, Board Member of SASCO					
16	Saudi Lease Registration Co. (Sijil)	Mr. Raed Mohammed Al Abdulkareem	Board Member of Sijil	Lessors agreement	375,000	17/03/2023	16/03/2027	23/03/2023
			Senior Executive at Bank Albilad					
		Mr. Abdullah Saad AlRowais	Executive Committee Member of Sijil					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (SAR)	Contract Date		Date of Approval/Endorsement
						From	To	
17	Bayan Credit Bureau	Yousef Mohammed AlKhalawi	Executive Director of Governance and Board Secretary Representing Bank Albilad at Bayan Credit Bureau	Membership agreement	Unit Price	25/09/2021	24/09/2026	23/03/2023
18	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Al Muhammadiyah – Regional Administration	50,000	1/07/2022	30/06/2055	23/03/2023
		Raed Mohammed Al Abdulkareem	Senior Executive at Bank Albilad					
			Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/ Endorsement
						From	To	
19	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Al Muannisiyah	50,000	1/09/2022	31/08/2055	23/03/2023
		Raed Mohammed Al Abdulkareem	Senior Executive at Bank Albilad					
			Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
20	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Al Wurood	50,000	1/01/2021	31/12/2053	23/03/2023
		Raed Mohammed Al Abdulkareem	Senior Executive at Bank Albilad					
			Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
21	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Ar Rawdah Branch	50,000	25/09/2018	31/12/2050	23/03/2023
		Raed Mohammed Al Abdulkareem	Senior Executive at Bank Albilad					
			Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/ Endorsement
						From	To	
22	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for An Naseem	50,000	1/01/2021	31/12/2053	23/03/2023
		Raed Mohammed Al Abdulkareem	Senior Executive at Bank Albilad					
			Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
23	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Al Hamra	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
			Vice Chairman of Albilad Real Estate					
24	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for As Safra	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
			Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/ Endorsement
						From	To	
25	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for As Safa	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
26	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for South Aziziyah Makkah	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
27	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for South Aziziyah Makkah	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/ Endorsement
						From	To	
28	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Ar Rawdah	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
29	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Ar Rabwah	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
30	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Dhahran Al Janoub	50,000	1/05/2021	30/04/2054	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/ Endorsement
						From	To	
31	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Al Hizam Road	50,000	1/05/2021	30/04/2054	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
32	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Dammam Corniche	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
33	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Al Marqab	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/Endorsement
						From	To	
34	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Al Marqab	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
35	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Al Faisaliyah	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
36	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for At Tahlia	50,000	1/01/2021	31/12/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (SAR)	Contract Date		Date of Approval/Endorsement
						From	To	
37	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Hittin	50,000	25/12/2022	24/12/2055	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
38	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Al Hada Khobar	50,000	22/01/2023	21/01/2056	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
39	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for At Takhassusi Road	50,000	22/01/2023	21/01/2056	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/ Endorsement
						From	To	
40	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Unaizah	50,000	22/01/2023	21/01/2056	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
41	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Ar Rass	50,000	1/11/2022	31/10/2056	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
42	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for An Nuzhah District	50,000	1/11/2022	31/10/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (SAR)	Contract Date		Date of Approval/Endorsement
						From	To	
43	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Ash Shifa Riyadh District	50,000	15/11/2022	14/11/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
44	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for An Naqrah Hail District	50,000	5/02/2023	04/02/2053	23/03/2023
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
45	Riyadh Holding Company	Mr. Haitham bin Mohammed Al-Fayez	Board Member of Bank Albilad	Contract for four ATM sites in Haraj bin Qasim at SAR 30,000 per contract	120,000	1/06/2023	31/05/2026	Transaction approved pursuant to Board Resolution No.: (BOD/2023/07-5a) dated 15/12/2023
			Member of Executive Committee of Riyadh Holding Company					
			Member of Executive Committee of Riyadh Holding Company					
			Member of Executive Committee of Riyadh Holding Company					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/ Endorsement
						From	To	
46	Riyadh Holding Company	Mr. Haitham bin Mohammed Al-Fayez	Board Member of Bank Albilad Chairman of NRC Member of Risk Committee	Bank Albilad Ad Dirah Branch 427 contract	329,100	1/08/2023	31/07/2026	Transaction approved pursuant to Board Resolution No.:
			Member of Executive Committee of Riyadh Holding Company					(BOD/2023/07-5a) dated 15/12/2023
47	Shifa Health Sustainable Development Association	Mr. Abdulrahman Abdulaziz Alrajhi	Major Shareholder	Enjaz Al Bukayriyah Branch contract	70,000	14/06/2023	13/06/2030	Transaction approved pursuant to Board Resolution No.:
			Chairman of the Association					(BOD/2023/07-5a) dated 15/12/2023
		Mr. Mohammed Abdulrahman Alrajhi	Board Member of Bank Albilad					
			Vice Chairman of the Association					
48	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Land contract for Jeddah Ash Shiraa, Al Amwaj district	50,000	11/06/2023	10/06/2029	Transaction approved pursuant to Board Resolution No.:
			Senior Executive at Bank Albilad					(BOD/2023/07-5a) dated 15/12/2023
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/ Endorsement
						From	To	
49	Sae Logistics Solutions Company	Haytham bin Sulaiman AlSuhaيمي	Board Member of Bank Albilad Member of Executive Committee Member of Executive Committee of Riyadh Holding Company	Customer card delivery contract	UNIT PRICE	26/03/2023	25/03/2027	Transaction approved pursuant to Board Resolution No.: (BOD/2023/07-5a) dated 15/12/2023
50	Real Estate Development Fund	Abdulaziz Mohammed AlOnaizan	CEO of Bank Albilad Board Member Chairman of Compliance and Cybersecurity Committee of the Fund	Real estate developers empowerment contract	UNIT PRICE	1/04/2024	30/03/2027	Transaction approved pursuant to Board Resolution No.:
51	Albilad Real Estate	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate Senior Executive at Bank Albilad	Al Suly – Archive contract	50,000	5/02/2024	4/02/2029	Transaction approved pursuant to Board Resolution No.:
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate Senior Executive at Bank Albilad					01/2025 dated 16/01/2025

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/ Endorsement
						From	To	
52	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Parking – Conferences contract	50,000	29/12/2024	28/12/2034	Transaction approved pursuant to Board Resolution No.: 01/2025 dated 16/01/2025 at Bank Albilad
			Vice Chairman of Albilad Real Estate					
		Raed Mohammed Al Abdulkareem	Senior Executive at Bank Albilad					
			Senior Executive at Bank Albilad					
53	Albilad Real Estate	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Al Hofuf – Al Ahsa contract	50,000	1/05/2024	30/04/2057	Transaction approved pursuant to Board Resolution No.: 01/2025 dated 16/01/2025
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Vice Chairman of Albilad Real Estate					
			Senior Executive at Bank Albilad					
54	Albilad Real Estate Co.	Saleh Suliman Al Habib	Chairman of the Board of Directors of Albilad Real Estate	Al Kharj land contract	50,000	5/05/2024	4/05/2057	Transaction approved pursuant to Board Resolution No.: 01/2025 dated 16/01/2025
			Senior Executive at Bank Albilad					
		Raed Mohammed Al Abdulkareem	Senior Executive at Bank Albilad					
			Senior Executive at Bank Albilad					

#	Related Party	Member/Person with a direct or indirect interest	Reason	Type/nature of relationship or conflict	Contract Value (ﷲ)	Contract Date		Date of Approval/ Endorsement
						From	To	
55	Albilad Capital (One Person Company)	Abdulaziz Mohammed AlOnaizan	Chairman of the Board of Directors of Albilad Real Estate	Albilad Capital Branch 422	50,675	1/01/2024	31/12/2029	Transaction approved pursuant to Board
		Haytham Sulaiman AlSuhaimi	Senior Executive at Bank Albilad					Resolution No.: 01/2025 dated 16/01/2025
		Abdullah Mohammed AlArifi	Vice Chairman of Albilad Real Estate					
		Haitham Medainy Al Medainy	Senior Executive at Bank Albilad					
56	Albilad Capital (One Person Company)	Abdulaziz Mohammed AlOnaizan	Chairman of the Board of Directors of Albilad Real Estate	Albilad Capital Branch 425	168,327	1/01/2024	31/12/2029	Transaction approved pursuant to Board Resolution No.:
		Haytham Sulaiman AlSuhaimi	Senior Executive at Bank Albilad					01/2025 dated 16/01/2025
		Abdullah Mohammed AlArifi	Vice Chairman of Albilad Real Estate					
		Haitham Medainy Al Medainy	Senior Executive at Bank Albilad					
57	Enjaz Payment Services Company	Abdulaziz Mohammed AlOnaizan	CEO of Bank Albilad Chairman of Enjaz	Enjaz Branch at the Bank Station (Metro)	135,000	1/06/2025	4/01/2035	Transaction approved pursuant to Board Resolution No.: 06/2025 dated 23/06/2025
58	Saudi Automotive Services Company (SASCO)	Mr. Nasser bin Mohammed AlSubeaei	Chairman of Bank Albilad; Relationship (Father) to Mr. Majed bin Nasser AlSubeaei (SASCO Board Member)	ATM site lease – Riyadh, Al Rimal district, owned by SASCO	100,000	21/01/2023	20/01/2028	

General Notes and Guidelines:

1. The cases included in the Register were compiled and recorded based on the data and forms received from the relevant administrative units for each case. The data captured for the purpose of approving the Register, along with the detailed information for each transaction or case, are stated or referenced in the appendices of the relevant resolution or the minutes of the meeting in which they were discussed, and in accordance with the Companies Law, corporate governance regulations, and the instructions of regulatory and supervisory authorities. This includes the recusal of the concerned member from discussion or recommendation.
2. The Register is approved by the Compliance & Governance Committee on a semi-annual basis or as needed, and is presented to the Board of Directors annually or as required.



Current and Future Risks

Exposure to risks is related to the nature of the bank’s business; however, the bank monitors and manages these risks through the risk management group responsible for managing credit risks, market risks, operational risks, information security and cybersecurity, anti-fraud, and supervising the follow-up and collection of distressed debts. The bank strictly adheres to the requirements of the Saudi Central Bank and the Basel Committee on Banking Supervision. The risks are thoroughly detailed in Notes 31 to 33 of the consolidated financial statements, serving as a supplement to the Board of Directors’ report.

Here are the most important ones:

In 2025, the Risk Management Group remained dedicated to enhancing the effectiveness of the risk management system and implementing best practices and systems to ensure that the bank’s activities achieve an appropriate balance between return and risk.

The risk management group’s framework is built upon three key pillars: solid risk management principles, a well-defined organizational structure, and risk measurement and control processes suited to banking activities to maintain an acceptable level of risk. The risk management group operates autonomously and is independent of the bank’s business groups and departments, in accordance with the Saudi Central Bank’s directives.

The bank has established frameworks to identify, measure, monitor, and manage risks. The banking risk management

process encompasses various types of risks that banks face, including credit risks, market risks, liquidity risks, operational risks, information security risks, and cybersecurity, as well as anti-fraud risks. The bank regularly reviews risk management policies and systems to keep pace with changes in markets and products, aiming to achieve international best practices. Following is a summary of the most significant risks:

Credit Risks

Credit risks are a significant concern for the bank due to its involvement in financing and investment activities. In compliance with approved credit policies and procedures, credit risk work is organized into several units that function as a single system.

Assessing credit risk:

The bank assesses credit risk through quantitative and qualitative measures to determine the risk associated with granting credit facilities. The bank uses an internal rating system to evaluate credit risk for corporate clients, medium and small enterprises, private banking and retail clients, and financial institutions, measuring the probability of default, the potential amount at default, and expected loss given default. The bank continually enhances and periodically reviews internal rating methodologies. In addition, financing for retail customers is provided through approved programs tailored to the risk profile of each product.

Credit risk mitigators and controls:

The bank employs various strategies to mitigate credit risk and ensure compliance with acceptable limits, including forward-looking analysis of financial data and cash flows to assess repayment capacity. Credit approval passes through multiple approval levels and credit committees comprising executive members of the bank or committees at the Board level, based on credit risk level, potential loss, and facility size, in line with the approved credit authority matrix. The bank also obtains appropriate collateral where necessary, including cash cover, pledges over investments and assets, mortgages over commercial and residential real estate, assignment of project proceeds for project finance, and financial, personal, or third-party guarantees. Where applicable, the bank utilizes the Kafalah Program guarantees and co-financing with the SME Bank for SME customers, subject to program criteria. The bank also monitors and limits credit concentration across single counterparties and sectors, applying internal limits to manage concentrations in the financing portfolio.

Monitoring and reports:

The bank conducts at least an annual credit review for all customers with commercial financing through Corporate and Private Banking to confirm business continuity, financing needs, and relationship quality, complemented by periodic client visits during the year. The bank monitors early-warning indicators on a regular basis to safeguard customers’ credit standing. Corporate customers with high credit-risk ratings are placed under special monitoring with semi-annual reviews to reduce exposure prudently.

Retail portfolios (consumer finance, credit cards, and real estate finance) are monitored by segment against set criteria. The bank maintains appropriate insurance for the retail financing portfolio (e.g., credit-life) and insurance on financed properties to mitigate associated risks.

The bank recognizes credit provisions in accordance with international financial reporting standards when indicators suggest expected credit losses, reviewing inputs and assumptions used in the ECL model, including macroeconomic factors and default rates, to reflect changing conditions.

Additionally, the bank issues periodic and monthly portfolio reports analyzing credit concentrations against approved ratios for senior management review and oversight, with regular reporting escalated to the Board Risk Committee.

Real Estate Finance Risk

The Bank's total outstanding residential real estate finance portfolio as of 31 December 2025 was ~~SR~~ 72,100 (in Millions). The Bank has developed adequate policies and procedures to mitigate the credit risk with ensure that the appropriate insurance coverage is in place to hedge against potential financial losses associated with residential real estate portfolio. However, risk elements which are not part of the insurance coverage are dealt with according to the Bank's internal risk management framework.

Following are the different types of insurance that the Bank has utilized to hedge various risks associated with its residential real estate finance portfolio.

(i) Life Insurance: The life insurance provides financial protection in the event of death resulting from natural or accidental events or specified cause as per the real estate financing regulations issued by The Saudi Central Bank.

(ii) Disability Insurance: The disability insurance provides financial protection to recover the outstanding financing amount in the event that the customer becomes fully and permanently disabled and is unable to work or engage in an income earning activity.

(iii) Property Insurance: Property insurance provides coverage for physical damage or loss to the property caused by events such as fire, flood, or natural disasters etc. This is aimed to mitigate the financial impact of property damage, allowing the Bank to recover the costs due to unexpected / unforeseen events.

The bank follows internationally recognized financial standards to determine credit allocations in its financial records and statements. These allocations are made when there are indications of potential losses and may impact the expected cash flows from these assets or investments. The bank carefully evaluates the inputs and assumptions utilized to calculate projected credit losses. This includes making necessary adjustments to the macroeconomic factors and inputs employed in the credit loss model, such as default rates, to account for any economic fluctuations that may arise.

In addition, the bank compiles a comprehensive monthly report that provides an in-depth analysis of the bank's portfolio. This report includes an evaluation of credit concentrations and compares them to the approved ratios. It is then reviewed and supervised by the bank's senior management.

Market Risks

Market risks pose a significant threat to the bank's activities, as they can result in unfavorable outcomes and potential losses. Fluctuations in prices, profit rates, and currencies are key factors contributing to these risks. Furthermore, any sharp and sudden movements in these factors may also affect the Bank's liquidity and funding capacity. The bank is exposed to various types of market risks, including:

Profit Rate Risk:

Profit rate risk refers to the potential impact on a bank's profitability due to fluctuations in market profit/yield rates. Price fluctuations can be attributed to various factors, such as market dynamics and economic conditions, or counterparty-specific adjustments.

Foreign Currency Risk:

This risk arises from fluctuations in exchange rates affecting the Bank's open foreign-currency positions.

The objective of the Bank's market-risk management is to manage and monitor exposures so as to optimize returns within the approved market-risk policies and the Bank's risk-appetite limits. The bank's market risk exposure is categorized into various sources:

Trading portfolios: Exposure arises from changes in market prices of instruments held for trading.

Portfolios for non-trading purposes: The exposure to market risks in portfolios for non-trading purposes is mainly caused by the mismatch between the maturities/ repricing of assets and liabilities, and by the impact of price changes upon reinvestment.

Liquidity Risk

This risk includes the possibility that the bank may be unable to meet funding requirements at a reasonable cost (funding liquidity risk) or unable to liquidate investments quickly at an appropriate price (market liquidity risk). The bank manages liquidity risk by maintaining adequate high-quality liquid assets, diversifying funding sources, regularly monitoring liquidity indicators, and complying with applicable regulatory requirements.

Governance of Market Risks and Liquidity Risks

Enterprise Risk Management and Market Risk functions set limits and monitor adherence by implementing policies and limits approved by the Board of Directors. The Assets and Liabilities Committee (ALCO) is responsible for the strategic management of market and liquidity risks under its assigned mandate. Limits for credit portfolios, products, and risk types are set with consideration for required liquidity and associated credit risk.

The Market Risk Department functions as an independent supervisory unit responsible for effective implementation of market risk policies, developing methodologies and models for market, investment, and liquidity risk measurement (including behavioral liquidity models), promptly reporting any limit breaches to senior management, and reporting market and liquidity risk exposures and limit excesses to ALCO and the Board of Directors.

The bank continued to diversify funding sources to reduce liquidity risk and concentration, maintain adequate liquid assets, and established emergency liquidity and recovery plans in line with SAMA and Basel guidance. Policies and procedures for liquidity risk management are reviewed periodically and require ALCO and Board approval.

Stress testing is performed regularly to assess the impact of changes in profit rates, foreign exchange rates, and other risk factors on profitability, capital adequacy, and liquidity. Results are shared on a regular basis with executive management and the Board of Directors.

In 2025, the Risk Management Group continued to enhance technical systems used for measuring liquidity and market risks, asset-liability management, related studies and reports, and stress testing, as part of an ongoing program to strengthen measurement capabilities.

Operational Risk

Operations risks refer to the potential losses that can occur due to deficiencies or failures in internal processes, individuals, technical systems, or external events. This definition covers legal risks while excluding strategic and reputational risks. Operations risks are inherent in all products, activities, operations, and the bank's technical systems. These risks arise from internal factors and are separate from credit risks and market risks, which are influenced by external factors. Considering this, the bank has implemented a strategy that emphasizes the active involvement of executive management in handling this kind of risk. This is due to the significant influence it has on the bank's various operations. The bank consistently strives to minimize the impact of operational risks in order to accomplish its strategic goals by:

- Thoroughly analyzing and evaluating goals and activities to minimize exposure to operations risks.

Information Security Risks

The bank's information security department is committed to minimizing the risks associated with information networks and security. As technology continues to advance, the department works diligently to ensure the highest standards of information security are upheld, including availability, integrity, and confidentiality. This is crucial in supporting the growth of the bank's technical services and safeguarding against cyber threats. The bank is always assessing cyber risks in order to guarantee the security of the technology or services it uses to give its customers the services they require. Here are the key points covered in this information security risk assessment:

- Assessing potential operational risks in current and new products and services, as well as information technology activities, processes, and systems. Utilizing operational risk management tools to identify any gaps that could result in operational losses. Developing corrective measures to prevent these losses from happening in the future. Evaluating the risks associated with the bank's different activities and implementing measures to mitigate these risks. Collecting data on key risk indicators to proactively monitor the level of exposure to operations risks as an early warning system.
- The bank's management takes a proactive approach to addressing operational risks.
- Conducting regular and comprehensive assessments of the bank's policies, procedures, and performance.
- Ensuring complete compliance to instructions from regulatory authorities and international standards when managing operations risks.
- Providing regular reports to the executive management and the Board of Directors regarding the assessment of operations risks and losses faced by the bank, along with the necessary corrective actions.
- Assessment of services, technical projects, and new initiatives implemented by the bank to enhance its electronic services.
- Regularly assess the response to cybersecurity incidents to ensure the procedure's effectiveness.
- Assessing the security level of technical services through rigorous security vulnerability assessments and breach tests on highly sensitive systems.
- Regular risk assessment focused on the business and IT departments to identify any potential security risks in the procedures or controls of security systems.
- Supervising the compliance process with regulatory guidelines and laws and ensuring the enforcement of cybersecurity controls.

Financial Fraud Risks

These are risks arising from the possibility that an individual or fraudulent entity may engage in deception and manipulation to steal personal data and commit financial fraud through electronic channels for illegal purposes. The bank continuously works through a specialized fraud-prevention function to implement measures that reduce fraud risk, applying SAMA regulatory controls and monitoring transactions based on customer behavior to limit or prevent fraudulent activity, alongside ongoing assessment of emerging fraud typologies. The key tasks include:

- Assessing financial-fraud risks by reviewing process steps and limits for products and services, particularly across digital channels.
- Continuing to deploy advanced systems to detect and prevent fraud in accordance with regulatory controls.
- Raising awareness of fraud risks and building a culture of vigilance among the bank's customers and business lines.
- Ensuring compliance with regulatory guidelines and the applicable anti-fraud framework controls.

Business Continuity

The bank is dedicated to thoroughly reviewing, updating, and developing the concept of business continuity to assess the bank's readiness in the unfortunate event of crises, God forbid. In 2025, Three comprehensive tests were conducted (Business Continuity Annual Plan Test - Disaster Recovery Annual Plan Test - Cybersecurity Annual Test) to ensure the effectiveness of the business continuity plan in accordance with the instructions of the Saudi Central Bank.

Furthermore, comprehensive disaster recovery plan tests were conducted, spanning 14 days and encompassing all critical operations and IT systems. These tests involved switching these systems to the Bank's secondary data center. The test was successfully completed.

In response to a request from the Saudi Central Bank, the Bank also conducted a sudden disaster recovery test. This test, which spanned 14 days, entailed switching all critical operations and IT systems to the secondary data center. The test was successfully completed.

The Bank provides comprehensive training to all employees and its subsidiaries on business continuity, ensuring widespread awareness among staff. By fostering employee knowledge, the Bank enhances the resilience of business continuity plans and procedures, aligning with the directives of the Saudi Central Bank.

Compliance with Corporate Governance Regulations

The Bank and its Board of Directors shall comply with the updated Corporate Governance Regulations issued by the Capital Market Authority, its updates, as well as with the Executive Regulations of the Companies Law for listed joint stock companies, the main principles of governance in financial institutions subject to the supervision of the Saudi Central Bank and their updates, the regulatory instructions and controls issued in accordance with the Companies Law, its updates and regulations, and the Bank's relevant policies and documents.

The Bank has committed to implementing all the provisions of the aforementioned Corporate Governance Regulations, with the exception of sub-paragraph (b) related to the disclosure of senior executives' remuneration of subparagraph (4) of paragraph (a) of Article (90) and related to paragraph (b) of the same article, as it was partially complied with by disclosing the total remuneration of the aforementioned senior executives.

Board Acknowledgments

The Board of Directors of the Bank affirms the following:

- The account records have been appropriately prepared.
- The internal control system has been adequately developed and effectively implemented.
- There is absolutely no doubt about the Bank's ability to continue its activities.

In conclusion, the Board of Directors, the CEO and all the ambassadors of the Bank have the honor to extend their deepest thanks and appreciation to the Custodian of the Two Holy Mosques King Salman bin Abdulaziz Al Saud - may Allah protect him, and to His Royal Highness Prince Mohammed bin Salman bin Abdulaziz, Crown Prince and the Prime Minister - may Allah protect him - for the assistance, support and encouragement received by the banking sector and financial institutions, and thanks to the Ministry of Finance, the Ministry of Commerce, the Capital Market Authority, and the Saudi Central Bank.

The Board of Directors and the CEO would also like to extend their thanks and appreciation to all the Bank's shareholders and customers for their support and trust. They also thank Albilad ambassadors for their sincere efforts to develop and improve the performance and achieve the Bank's goals and objectives.