

**Bank Albilad invites its Shareholders to attend the Ordinary General Assembly by Means of Modern Technology (First Meeting)**

Explanation	Close
Does the Meeting agenda contain the cash dividend that has not yet qualified? *	yes
Meeting type *	Ordinary General Assembly
Number of invitations for the General Assembly's Meeting *	First Meeting
Announcement Title *	Bank Albilad invites its Shareholders to attend the Ordinary General Assembly by Means of Modern Technology (First Meeting)
Introduction	The Board of Directors is pleased to invite the Bank's shareholders to participate and vote in the Ordinary General Assembly Meeting (First Meeting) to be held, at 07:30 pm on Tuesday 18-11-1447H corresponding to 5-5-2026G, by means of modern technology.
City and Location of the General Assembly's Meeting	Riyadh- by means of modern technology.
Hyperlink of the Meeting Location	<a href="https://login.tadawulaty.com.sa/ir/user/login.xhtml">https://login.tadawulaty.com.sa/ir/user/login.xhtml</a>
Date of the General Assembly's Meeting	2026-5-5 Corresponding to 1447-11-18
Time of the General Assembly's Meeting	19:30
Methodology of Convening the General Assembly's Meeting	Via modern technology means
Attendance Eligibility, Registration Eligibility, and Voting End	Each shareholder registered in the bank's shareholder register at the Securities Depository Center (Edaa) by the end of the trading session preceding the General Assembly meeting is entitled to attend the meeting in accordance with the applicable laws and regulations. The shareholder has the right to delegate whomever other than the members of the board of directors. The right to register attendance for the General Assembly meeting ends at the time of the meeting's commencement. Additionally, the right to vote on the agenda items for attendees expires once the ballot counting committee completes the vote counting process.

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<p><b>Quorum for Convening the General Assembly's Meeting</b></p>	<p>The Ordinary General Assembly meeting shall be valid if attended by shareholders representing at least Quarter of the capital. In the event that the legal quorum is not met in the first meeting, a second meeting will be held one hour after the scheduled time of the first meeting. The second meeting shall be considered valid regardless of the number of shares represented.</p>
<p><b>Meeting Agenda</b></p>	<ol style="list-style-type: none"> <li>1) Review and discuss the Board of Directors' report for the fiscal year ending on 31 December 2025.</li> <li>2) Vote on the auditors' report for the fiscal year ending on 31 December 2025, after discussion.</li> <li>3) Review and discuss the financial statements for the fiscal year ending on 31 December 2025.</li> <li>4) Vote on the appointment of the bank's external auditors from among the nominated candidates, based on the recommendation of the Audit Committee, to examine, review, and audit the bank's financial statements for the second and third quarters, the annual financial statements for the fiscal year 2026, and the first quarter of the fiscal year 2027, and determine their fees.</li> <li>5) Vote on the discharge of the Board of Directors from liability for the fiscal year ending on 31 December 2025.</li> <li>6) Vote on authorizing the Board of Directors to distribute interim dividends to the bank's shareholders on a semi-annual or quarterly basis for the fiscal year 2026.</li> <li>7) Voting on the Board of Directors' recommendation to distribute cash dividends of SAR 825 million to shareholders for the second half of the fiscal year 2025, at a rate of SAR 0.55 per share, equivalent to 5.5% of the nominal value of the share, with the entitlement being for shareholders who own shares at the end of trading on the date of the General Assembly</li> </ol>

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meeting and who are registered in the bank's shareholder register at the Securities Depository Center Company (Edaa) at the end of the second trading day following the date of the General Assembly meeting, with the distribution of dividends to begin on Thursday, 4 June, 2026.

- 8)** Vote on the disbursement of remuneration to the Board members in the amount of SAR 5,354,795, for the fiscal year ending on 31 December 2025.
- 9)** Vote on authorizing the 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. (Attached)
- 10)** Vote on authorizing the 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. (Attached)
- 11)** Voting on amending the replacement policy for members of the Board of Directors and its committees (attached)
- 12)** Voting on amending the policy of rules and regulations for nomination and appointment to the Board of Directors and its committees (attached)

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	<b>13) Voting on amending the policy for remuneration of members of the Board of Directors, its committees and senior management (attached)</b>
<b>Proxy Form</b>	<b>N/A</b>
<b>The shareholder right in discussing the assembly agenda topics, asking questions, and exercising the voting right</b>	Shareholders have the right to discuss the topics listed on the General Assembly's agenda and to raise questions. Additionally, shareholders registered in the Tadawulaty services can vote electronically on the assembly's agenda items remotely.
<b>Details of the electronic voting on the Assembly's agenda</b>	Shareholders registered in Tadawulaty services can vote electronically on the General Assembly's agenda items remotely, starting from 1:00 AM on Friday, 14 Dhul-Qi'dah 1447H (according to the Umm Al-Qura calendar), corresponding to 1 May, 2026, until the end of the assembly meeting. Registration and voting through Tadawulaty services will be available and free of charge for all shareholders via the following link: <a href="https://login.tadawulaty.com.sa/ir/user/login.xhtml">https://login.tadawulaty.com.sa/ir/user/login.xhtml</a>
<b>Method of Communication in Case of Any Enquiries</b>	Please be informed that the General Assembly meeting will be broadcast live through the link available on the Tadawulaty system. Shareholders will also have the opportunity to submit their questions and inquiries during the meeting.  For any inquiries, please contact Investor Relations during business hours through: Phone: +966 11 479 8585 Email: <a href="mailto:Shareholders@bankalbilad.com.sa">Shareholders@bankalbilad.com.sa</a>
<b>Additional Information</b>	We would like to draw the attention of non-resident foreign investors to the fact that cash dividends transferred through the resident financial broker are subject to a withholding tax of 5%, in accordance with Article (68) of the Income Tax Law and Article (63) of its Implementing Regulations.  We kindly request shareholders to update the information related to the investment account linked to their investment portfolio through their financial broker in order to avoid any delay in receiving the announced dividends.

## مرفقات اجتماع الجمعية العامة العادية

### Attachments to the Ordinary General Assembly Meeting

5 May 2026

#### Attachments

#### المرفقات

- Audit committee report	- تقرير لجنة المراجعة
- Statement of the Recommended Dividends Distribution	- بيان توزيعات الأرباح الموصى بها
- Controls for the Delegation to the BoD for Authorizing a Board Member with a Direct or Indirect Interest 2026	- ضوابط وشروط تفويض الجمعية العامة العادية لمجلس الإدارة بالترخيص لعضو المجلس بالمصلحة المباشرة وغير المباشرة 2026م
- Controls for the Delegation to BoD for Authorizing a Member to Engage in Competitive Activities 2026	- ضوابط وشروط تفويض الجمعية العامة العادية لمجلس الإدارة بالترخيص بأعمال المنافسة 2026م
- Table of Amendments of replacement policy for members of the Board of Directors and its committees	- جدول التعديلات على سياسة الإحلال لأعضاء مجلس الإدارة ولجانه
- Table of Amendments of policy of rules and regulations for nomination and appointment to the Board of Directors and its committees	- جدول التعديلات على سياسة قواعد وضوابط الترشيح والتعيين في مجلس الإدارة ولجانه
- Table of Amendments of policy for remuneration of members of the Board of Directors, its committees and senior management	- جدول التعديلات على سياسة مكافآت أعضاء مجلس الإدارة ولجانه والإدارة العليا

**Audit Committee Annual Report to the  
General Assembly for the fiscal year 2025**

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2. Committee Meetings
3. Committee's Activities
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## 1. Introduction

The Audit Committee is an independent committee formed by a resolution of the bank's Board of Directors, with the objective of enhancing the bank's Shareholders and other stakeholders' confidence in the fairness of the bank's financial statements and enhancing the bank's control environment. The bank's Corporate Governance Charter requires the Audit Committee to prepare an annual report to the bank's General Assembly detailing its activities that has been taken to satisfy its roles and responsibilities as stated in the committee charter. Accordingly, the Audit Committee prepared this report to the General Assembly of the bank with the aim to provide the bank's shareholders and other stakeholders with an overview of the Audit Committee's key activities that has been undertaken within the scope of its set roles and responsibilities.

## 2. Committee Meetings

The Audit Committee held seven meetings during the year and submitted its minutes of meetings and periodic activities reports to the Board of Directors to provide reasonable assurances on the effectiveness of bank's control environment.

## 3. Committee 's Activities

The audit committee performed its activities in accordance with its charter and implemented all the items of its annual plan, and the following is a summary of the audit committee key activities during the year:

### a) Financial statements

According to its responsibilities regarding the bank's financial statements the audit committee undertook this role by reviewing the bank's quarterly and annual financial statements, discussing the important matters with the bank's Finance Division and External Auditors, ensuring that the financial statements disclosures are adequate and in line with accounting policies and standards, ensuring external auditors independence. Accordingly, and upon external auditors confirmation that there were no material misstatements in the Bank's consolidated financial statements, as well as reasonable assurances from external auditors and the Finance division on the fairness of those financial statements, the Committee articulate its opinion and recommendations to the Board of Directors on it.

### b) External auditors

The Audit committee overseen the external auditors work, monitored their performance and ensured their independence. Below is a summary of the audit committee's activities in this regard:

- Recommending to the Board of Directors the appointment of the bank's external auditors based on its study of the financial and technical analysis of the offers submitted by the nominated offices.
- Review and approve the external auditors' yearly audit plan.
- Verify the independence of external auditors in accordance with professional regulations and standards.

- Evaluating the performance of external auditors in accordance with the evaluation criteria adopted by the Committee.
- Discussing the external auditors annual management letter and ensuring that Internal Audit is following up the implementation of the corrective plan submitted by the relevant departments in accordance with the set target dates.

### **c) Internal audit**

The Audit committee directly supervised the work of the internal audit division and ensured its objectivity, independence, effectiveness of its working practices, as well as availability of the resources required by the division to carry out its functions effectively. The Committee's key activities that relate to internal audit division include the following:

- Approval of the annual Internal Audit Plan that considers the Bank's strategic plans, Governance and compliance requirements, and the risks associated with the Bank's business.
- Monitoring Internal Audit Divisions activities through the Internal audit periodic progress reports, Audit reports, and reported audit issues.
- Follow-up on the progress in closing the Internal Audit reported observations contained in their reports. As a result of such follow-up good progress in closing audit observations and non-existence of any overdue issues were reported, which contributed to the strengthening of the Bank's Internal control environment.
- Evaluating the performance of the Chief IA for 2025, and approval of his KPIs for 2026.
- Approval of the budget of the internal audit Division.
- Support the Audit division value-added initiatives and actives that have contributed to the improvement of the bank's performance and compliance levels.

### **d) Sharia audit**

Monitoring the Sharia audit work, and the committee's work included the following:

- Approval of the annual Sharia Audit Plan 2026.
- Follow up on the progress in implementing the Sharia audit plan through periodic reports, which include a detailed presentation of the extent of progress in implementing the plan the Sharia audit reports issued and the most prominent observations contained therein.
- Follow up on the progress in closing the observations contained in the Sharia audit reports.

### **e) Compliance**

The Committee contributed to improving the Bank's level of compliance with relevant roles, regulations, policies and procedures by providing its comments and recommendations on the received reports from the Compliance and Anti-financial Crime Division. The committee's key activities that relate to compliance include the following:

- The Committee discussed with the Chief Compliance Officer the periodic reports received from Compliance & Anti-Financial Crime Division which include the bank's compliance activities, Anti Money

Laundering activities, penalties and violations, actions taken by the bank to address the root causes of penalties & violation and improve the level of compliance by the bank.

- Review reports received from the Central Bank and follow up on the progress in closing the observations contained in those reports.
- In accordance with the requirements the Corporate Governance Charter, Review the proposed contracts and transactions with related parties that have been referred to the Committee and provide their opinions to the Board of Directors.

#### **4. Opinion of Audit Committee on internal control system**

The Bank's executive management is responsible for creating an appropriate and effective internal control system that includes development of policies and procedures under the supervision of the Board of Directors to achieve the Bank's strategic objectives. Accordingly, the bank has established an integrated internal control system as recommended by regulatory bodies within the kingdom of Saudi Arabia. This system starts by setting the general governance framework that sets the roles, authorities, and responsibilities to the board of directors and its sub committees as well as the bank's management committees to ensure existence of the required monitoring at the bank's overall level. In addition, all the bank's Divisions and Departments are working continuously to improve the internal control environment within the bank through continues review and update of its policies and procedures to fix any discovered issues in the bank's internal control environment. Taking in consideration, internal audit reports, regulatory bodies reports, meetings with external auditors and the bank's executive management, as well as other topics discussed during the Committee's meetings, the Audit Committee considers that the current internal control environment is adequately designed, functions effectively, regularly monitored and that there is no fundamental weakness in the Bank's internal control system for fiscal year 2025. However, its is worth to mention that any internal control system regardless of its design and effectiveness cannot provide an absolute assurance.

**Chairman of the Audit Committee**



**Adeeb Mohammed Abanumai**

### **Dividends details distributed to shareholders for the first half of the fiscal year 2025G**

Element List	Explanation
Date of the board's decision	2025-07-22 Corresponding to 1447-01-27
The Total amount distributed	675,000,000 SAR
Number of Shares Eligible for Dividends	1,500,000,000 Shares
Dividend per share	0.45 SAR after Zakat deduction
Percentage of Dividend to the Share Par Value (%)	4.5
Eligibility date	2025-08-05 Corresponding to 1447-02-11
Distribution Date	2025-08-20 Corresponding to 1447-02-26

### **Dividends details that will be distributed to shareholders for the second half of the fiscal year 2025G**

Element List	Explanation
Date of the board's recommendation	2026-02-04 Corresponding to 1447-08-16
The Total amount distributed	825,000,000 SAR
Number of Shares Eligible for Dividends	1,500,000,000 Shares
Dividend per share	0.55 SAR after Zakat deduction
Percentage of Dividend to the Share Par Value (%)	5.5
Eligibility date	The eligibility for dividend shall be for the bank's shareholders who own the shares at the end of the trading day of the General Assembly meeting date, 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 meeting.
Distribution Date	Effective from 2026-6-04 Corresponding to 1447-12-18

**DISCLAIMER:** The English version is made for information purposes only, In case of a discrepancy, the Arabic version shall prevail.

Controls and Conditions for the Delegation of the Ordinary General Assembly to the Board of Directors  
for Authorizing a Board Member with a Direct or Indirect Interest – 2026

Based on the provisions of the Executive Regulations of the Companies Law applicable to listed joint-stock companies, as issued by the Capital Market Authority, and in accordance with the Companies Law, the updated Corporate Governance Regulations, and the Key Principles of Governance in Financial Institutions issued by the Saudi Central Bank, as well as best practices, the following are the controls and conditions governing the delegation of the Ordinary General Assembly to the Board of Directors for authorizing a board member with a direct or indirect interest:

1. The total value of the transaction or contract, or the aggregate value of transactions and contracts within the financial year, must not exceed 1% of the revenues according to the latest audited financial statements, provided that it does not exceed ten (10) million Saudi Riyals. The board member with the interest shall bear the responsibility of calculating the value of such transactions within a single financial year.
2. The transaction or contract must fall within the bank's ordinary business activities.
3. The transaction or contract must not include preferential terms for the board member and must be conducted under the same conditions and terms applied by the bank to the general clientele and contracting parties.
4. The transaction or contract must not fall under advisory services provided by the board member under a professional license in favor of the bank, in accordance with Article 8 of the Executive Regulations of the Companies Law.
5. The authorization shall be valid for a maximum period of one year from the date of approval by the Ordinary General Assembly or until the end of the term of the authorized Board of Directors, whichever comes first.

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Controls and Conditions for the Delegation of the Ordinary General Assembly to the Board of Directors  
for Authorizing a Board Member with a Direct or Indirect Interest – 2026

6. Any board member is prohibited from voting on the authorization or its revocation during the Ordinary General Assembly meeting.
7. The board member with a direct or indirect interest is not entitled to participate in any discussions or voting related to the matter.
8. The Board of Directors may add or remove any of these conditions and controls included in this authorization in the event of the issuance of amended statutory or regulatory provisions, provided that such amendments are presented to the General Assembly for approval at its next meeting.

## Controls and Conditions for the Delegation of the Ordinary General Assembly to the Board of Directors for Authorizing a Board Member to Engage in Competitive Activities – 2026

In compliance with the provisions of the Companies Law, its Executive Regulations applicable to listed joint-stock companies, the updated Corporate Governance Regulations, and relevant principles and guidelines, if a board member wishes to engage in an activity that competes with the bank or in any branch of its business, the following must be observed:

1. The competition must not be prohibited by any law, regulation, or binding regulatory rule, such as a board member holding a board position at another bank in violation of the Banking Control Law, the Key Principles of Governance in Financial Institutions issued by the Saudi Central Bank, or any equivalent regulation.
2. The competition must not be substantial in a way that negatively affects the banking group or makes it difficult or impossible to manage conflicts of interest arising from it, as determined by the Board of Directors.
3. The board member must notify the Board of Directors of the competing activities they wish to engage in, and this notification must be recorded in the minutes of the board meeting.
4. The existence of competing activities must be reviewed and verified annually.
5. The board member with an interest in the competing activity must not participate in voting on any decision related to this matter.
6. The authorization period shall be a maximum of one year from the date of approval by the Ordinary General Assembly or until the end of the term of the authorized Board of Directors, whichever comes first.
7. No board member is allowed to vote on the authorization or its revocation during the Ordinary General Assembly meeting.

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Controls and Conditions for the Delegation of the Ordinary General Assembly to the Board of Directors for Authorizing a Board Member to Engage in Competitive Activities – 2026

8. The Board of Directors may introduce any additional standards or conditions that serve the best interests of the bank, its investors, and stakeholders, provided that they do not conflict with statutory rules or regulatory instructions issued by supervisory and regulatory authorities.
9. The Board of Directors may amend or remove any of these conditions and guidelines in the event of modifications to statutory or regulatory provisions, provided that such changes are presented to the General Assembly for approval in its next meeting.
10. The Board of Directors shall handle cases of competition based on these conditions and guidelines, as well as in accordance with the conflict-of-interest management policy and related documents. If the Board rejects the request for authorization of a competing activity, the board member must choose one of the following options:
  - a. Cease the competing activities or adjust their position in accordance with the Companies Law and its Executive Regulations within a period specified by the Board.
  - b. Submit their resignation within the period specified by the Board; otherwise, their board membership shall be considered terminated at the end of that period.

## Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
<p><b>1. Introduction:</b></p>	<p>Bank Albilad and its Board of Directors in particular and its Board of Directors seek to ensure the continuity and effectiveness of its business and the development and sustainability of its role and management, through its adoption of several strategies, the most important of which are the plans and programs of the replacement for its cadres in general and for its members and members of its subordinate committees in particular, in order to ensure the continuity and gradual process of replacement and succession. to exercise its duties and responsibilities efficiently and effectively, and to support the Council and its committees with renewed and diverse experiences and skills that increase their vitality, effectiveness and efficiency, and the process of replacement and succession and the preparation of the appropriate alternative works to overcome all difficulties and obstacles that may hinder the Council in its performance for its role, mission and responsibilities, especially in the event of an emergency or a situation that requires the change or replacement of one of its members or members of its committees and the appointment of a new member.</p>	<p>Bank Albilad and its Board of Directors <del>in particular and always seek</del> to ensure the continuity and effectiveness of its business and the development and sustainability of its role <del>and management,</del> through its adoption of several strategies, the most important of which are the plans and programs of the replacement of its cadres in general <b>and the members of the Board of Directors, its committees,</b> <del>its members and members of its subordinate committees</del> in particular, in order to ensure the continuity and graduality of the replacement and succession process, <del>in accordance with the best practices, applications and experiences</del>. The process of replacement and succession with an efficient and appropriate replacement in <b>accordance with the best practices, applications and experiences</b> to ensure that the Board of Directors is assisted in the efficient and effective exercise of its duties and responsibilities , and supports the Board and its committees with renewed and diverse experiences and skills that increase their vitality, effectiveness and efficiency, <del>and the process of succession</del></p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
		and succession Preparing the appropriate alternative to overcome all difficulties and obstacles that may stand in the way of the Council in performing its role, mission and responsibilities, <del>especially in the event of an emergency or the existence of a situation that requires the change or replacement of one of its members or members of its committees and the appointment of a new member.</del>	
<b>2. The purpose of the policy and the importance of the replacement plans .</b>	<p>Ensure the continuity, effectiveness, updating and permanent development of the Board of Directors and its committees, and ensure:</p> <p>2.1 The availability, development and development of the basic qualifications and competencies or competencies of the current members.</p> <p>2.2 Qualifying and developing the skills and capabilities of members to occupy leadership positions in the Council and its committees.</p>	<p>Ensure the continuity, effectiveness, updating and permanent development of the Board of Directors and its committees, and ensure:</p> <p>2.1 The availability , development and development of the basic-qualifications and competencies or competencies of the current members.</p> <p>2.2 Qualifying and developing the skills and capabilities of the members <b>to carry out their duties</b> <del>to occupy leadership positions</del> in the Council <b>and committees.</b></p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>2.3 Increasing the opportunities to provide the Bank with its Board of Directors and Committees with the best qualified elements with the best scientific and professional competencies in the financial and banking fields, to meet its needs, future aspirations and strategic plans.</p> <p>2.4 Identify potential members who are likely to leave the Board and its committees and identify suitable replacement candidates.</p> <p>2.5 Ensure the readiness and readiness of the Council to fill the shortfall in its members and committees as a result of the existence of unplanned vacancies.</p> <p>2.6 Identify the most important cases in which the replacement and replacement process must be carried out.</p> <p>2.7 Determine the rules and mechanisms of the replacement process for the members of the Board of Directors and its subordinate committees.</p>	<p>2.3 Increasing the opportunities to provide the Bank with its Board of Directors and Committees with the best qualified elements with the best scientific and professional competencies in <b>the dysfunctional fields related to financial and banking</b> relations, to meet its needs, future aspirations and strategic plans.</p> <p>2.4 Identify potential members who are likely to leave the Board and its committees and identify suitable replacement candidates.</p> <p>2.5 Ensure the readiness and readiness of the Council to fill the shortfall in its members and committees as a result of the existence of unplanned vacancies.</p> <p>2.6 Identify the most important cases in which the replacement and replacement process must be carried out.</p> <p>2.7 Determine the rules and mechanisms of the replacement process for the members of the Board of Directors and its subordinate committees.</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>2.8 Clarify the role and responsibilities of the Board of Directors, its members, committees, and members in the processes of rehabilitation, replacement, and replacement.</p> <p>2.9 Clarifying the role of the Nomination and Remuneration Committee in the qualification, replacement and replacement processes.</p>	<p>2.8 Clarify the role and responsibilities of the Board of Directors, its members, committees, and members in the processes of rehabilitation, replacement, and replacement.</p> <p>2.9 Clarifying the role of <b>of the Nomination</b> and Remuneration Committee in the qualification, replacement and replacement processes.</p>	
<p><b>3. Definitions and Terms:</b></p>	<p><b>1.3 Replacement planning:</b> It is a strategic planning process that seeks to ensure that the Bank's Board of Directors and Committees have a group of qualified and highly skilled and competent members and leaders, ready to be in leadership positions and assume the responsibilities of the Board and its committees, and other important roles in the future or whenever needed.</p> <p><b>2.3 Talent and Competency Management:</b> A well-documented process to develop the capabilities, skills, and competencies of members or potential candidates for</p>	<p><b>1.3 Replacement planning:</b> It is a strategic planning process that seeks to ensure that <b>the composition</b> of the Bank's Board of Directors and Committees <b>includes</b> a group of qualified and highly skilled and competent members and leaders, <del>ready to be in leadership positions and assume the responsibilities of the Board and its committees, and other important roles in the future or whenever the need</del> arises.</p> <p><b>2.3 Talent and Competency Management:</b> A well-documented process to develop the capabilities, skills, and competencies of members or potential candidates</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>positions within the Council and its committees commensurate with their skills, competencies, qualifications, and interests, if necessary or in a timely manner.</p> <p><b>3.3 Emergency Replacement Planning:</b> It focuses on the contingency need that results from a sudden development within the Council and its committees, whether voluntary or involuntary, and for whatever reason, where contingency replacement planning works to provide/retain positions as well as skills or competencies that are about to disappear or disappear within the Council and its committees.</p>	<p>for positions within the Council and its committees commensurate with their skills, competencies, qualifications, and interests, if necessary <del>or in a timely manner.</del></p> <p><b>3.3 Emergency Replacement Planning:</b> It focuses on the contingency need that results from a sudden development within the Council and its committees, whether voluntary or involuntary, and for whatever reason, where contingency planning works to provide/retain positions as well as potentially lost skills or competencies <del>that are about to disappear or disappear</del> within the Council and its committees.</p>	
<p><b>4. Cases to be replaced:</b></p>	<p><b>1.4 Emergency replacements: The most important of which are the following:</b></p> <p>1.4.1 The member's resignation or death.</p> <p>1.4.2 A member shall be absent from attending the sessions of the Council or the committees emanating from the</p>	<p><b>1.4 Emergency replacements: The most important of which are the following:</b></p> <p>1.4.1 The member's resignation or death.</p> <p>1.4.2A member shall be absent from attending the sessions of the Council or <b>its committees emanating from the</b></p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>Council, as the case may be, three consecutive times during the term of the Council without a legitimate excuse that requires it.</p> <p>1.4.3 If the member is convicted of a crime of cheating, a crime of dishonesty, or a crime of dishonor.</p> <p>1.4.4 If the member is ruled bankrupt or has made arrangements or reconciliation with his creditors.</p> <p>1.4.5 If the member becomes ineligible for membership in accordance with the provisions of any binding law or rule in force in the Kingdom of Saudi Arabia.</p> <p>1.4.6 If he becomes a member of the Board of Directors of any other commercial bank in the Kingdom of Saudi Arabia.</p> <p>1.4.7 If the member is dismissed due to the disclosure of the bank's secrets in non-meetings of the general assembly, or the exploitation of what he knew – by virtue of his membership – to achieve the benefit of himself, one of his relatives or others, which</p>	<p><del>Council,</del> as the case may be, three consecutive times during the period of the Council's session without a legitimate excuse that requires it.</p> <p>1.4.3If the member is convicted of a crime of cheating, a crime of dishonesty, or a crime of dishonor.</p> <p>1.4.4 If the member is ruled bankrupt or has made arrangements or reconciliation with his creditors.</p> <p>1.4.5If the member becomes ineligible for membership in accordance with the provisions of any binding law or rule in force in the Kingdom of Saudi Arabia.</p> <p>1.4.6If he becomes a member of the Board of Directors of any other commercial bank in the Kingdom of Saudi Arabia.</p> <p>1.4.7If the member is dismissed due to the disclosure of the bank's secrets in non-meetings of the general assembly, or the exploitation of what he knew – by virtue of his membership – to achieve the benefit of himself, one of his relatives or others, which</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>necessitates dismissal and compensation in accordance with the Companies Law.</p> <p>1.4.8 The loss or loss of any of the conditions that must be met by a member of the Board of Directors or a member of the Committee in general.</p> <p>1.4.9 The elimination or loss of any of the conditions that must be met by an independent member or the change of status from an independent to a non-independent within the Council or one of its committees , which necessitates the replacement of an independent alternative in cases that require it.</p> <p>2.4 Scheduled/planned replacements: The most important of which are the following:</p> <p>2.4.1 The expiration of the term or life of the Board.</p>	<p>necessitates dismissal and compensation in accordance with the Companies Law.</p> <p>1.4.8The loss or loss of any of the conditions that must be met by a member of the Board of Directors or a member of the Committee in general.</p> <p>1.4.9The elimination or loss of any of the conditions that must be met by an independent member or the change of status from an independent to a non-independent within the Council or one of its committees , which necessitates the replacement of an independent alternative in cases that require it.</p> <p><b>1.4.10 The General Assembly dismissal of some or all of the members of the Board of Directors.</b></p> <p>2.4 Scheduled/planned replacements: The most important of which are the following:</p> <p>2.4.1 The expiration of the term or <del>life</del> of the Board.</p> <p>2.4.2 The member shall exhaust the period prescribed for his stay <b>whenever he applies</b> <del>in one of the</del></p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p><b>2.4.2</b> The member shall exhaust the period prescribed for his stay in one of the committees of the Council In general, and the Audit Committee in particular, in accordance with the rules and regulations governing it.</p> <p><b>2.4.3</b> A member shall be absent from attending the sessions of the Council or the committees emanating from the Council, as the case may be, five consecutive times during the duration of the Council's session without a legitimate excuse that requires it.</p> <p><b>2.4.4</b> Notify the Council /Committee member that he or she will not run again relatively well in advance of the end of the Council session.</p> <p><b>2.4.5</b> Any health-related factors or any other event likely to occur after a relatively long period of time for the remainder of the Board's session are likely to result/result in the termination of a member of the Board or a committee of the Board.</p>	<p><del>committees of the Council in general, and the Audit Committee in particular,</del> in accordance with the rules and regulations governing it.</p> <p><b>2.4.3</b> A member shall be absent from the sessions of the Council <b>or any of its committees</b> <del>and committees emanating from the Council</del>, as the case may be, five consecutive times during the duration of the Council's session without a legitimate excuse that requires it.</p> <p><b>2.4.4</b> Notify the Council /Committee member that he or she will not run again relatively well in advance of the end of the Council session.</p> <p><b>2.4.5</b> Any health-related factors or any other event likely to occur after a relatively long period of time for the remainder of the Board's session are likely to result/result in the termination of a member of the Board or a committee of the Board.</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p><b>2.4.6</b> Any factors related to the loss or disappearance of one or some of the conditions of membership in general or membership in particular (e.g. independent membership) or any other event that is likely to occur after a relatively large period of time for the remainder of the session of the Board are likely to lead to/result in the termination of the membership of the Board or one of its committees or a change in the status of the membership, such as independence.</p> <p><b>3.4</b> Cases of full system force replacement:</p>	<p><b>2.4.6</b> Any factors related to the loss or disappearance of one or some of the conditions of membership in general or membership in particular (e.g. independent membership) or any other event that is likely to occur after a relatively large period of time for the remainder of the session of the Board are likely to lead to/result in the termination of the membership of the Board or one of its committees or a change in the status of the membership, such as independence.</p> <p><b>3.4</b> Special Cases and Associated Provisions <del>Full Substitution of the Strength of the System:</del> Subject to the Bank's Statute, the relevant laws and regulations including the Banking Control Law, and the relevant Central Bank instructions.</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>3.4.1 In the event that the Chairman and members of the Board of Directors submit their resignations, or the General Assembly is unable to elect a Board of Directors, the Board of the Capital Market Authority shall form a temporary committee with experience and competence in such number as it deems appropriate, and appoint a Chairman and Deputy from among its members, to supervise the management of the Bank, and invite the General Assembly to meet within a period not exceeding three months from the date of the formation of the said Committee to elect a new Board of Directors of the Bank. The Chairman and members of the Committee shall be granted remuneration on the Bank's account. As decided by the Authority's Board.</p>	<p>3.4.1 <del>In the event that the Chairman and members of the Board of Directors do not submit their resignations, or the General Assembly is unable to</del> elect a Board of Directors <del>for a new session, or the number of members of the Board of Directors necessary for its convening is not completed, in accordance with the regulations and in the cases specified in the Companies Law and Bylaws, each interested party may request the competent judicial authority to appoint, where the Board of the Capital Market Authority shall appoint, a temporary committee</del> with experience and competence <del>and shall appoint a chairman and vice president from among its members to supervise the management of</del> the company (the bank), and shall convene the General Assembly <del>to convene within ninety days for a period not exceeding three months from the date of the formation of the</del></p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	3.4.2 If the General Assembly dismisses all members of the Governing Council.	<p><del>aforementioned committee</del> to elect a new <b>board of directors</b> Or complete the necessary number of directors members, as the case may be, or request the dissolution of the company (the bank).<del>to the Bank. The Chairman of the Committee and its members shall be granted remuneration on the Bank's account, as determined by the Board of the Authority.</del></p> <p><b>3.4.2</b> <del>If the General Assembly dismisses all members of the Governing Council.</del></p>	
<b>5. General rules related to the substitution process , the most important of which are:</b>	<p>1.5 The member has the right to resign/retire from the board before the completion of the board session, provided that this is done in a timely manner, otherwise he will be liable by the bank for the damages resulting from the resignation/retirement.</p> <p>2.5 In the event of a vacancy in the position of a member of the Board of Directors or one of its committees, the Board of Directors shall, upon the recommendation <b>of the</b></p>	<b>No Modification</b>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p><b>Nomination</b> and Remuneration Committee, temporarily appoint a member of the vacant position to complete the term of his predecessor, and in accordance with the regulations specified therefor.</p> <p>3.4 In the event of termination or termination of the membership of any member of the Board or one of its committees, the regulatory and supervisory authorities shall be notified on time and in accordance with the regulations specified in the Law and Regulations, such as notifying the Authority and the Market immediately and stating the reasons for this.</p> <p>4.5 If the necessary conditions for the meeting of the Board of Directors are not met due to the lack of the number of its members below the minimum stipulated in the Articles of Association (<b>seven</b> or seven members), the remaining members shall convene the Ordinary General Assembly within sixty days to elect the necessary number of members.</p>	<p><b>No Modification</b></p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
6. Determinants and controls of substitution mechanisms:	<p><b>1.6 Key elements of the replacement plan:</b></p> <p>1.6.1 Identify critical and important centers in the Council and its committees.</p> <p>1.6.2 Identify the core competencies.</p> <p>1.6.3 Identify the target current members.</p> <p>1.6.4 Identify potential candidates (as replacements) targeted.</p> <p>1.6.5 Preparing a development/qualification plan for the targets.</p>	No Modification	
	<p><b>2.6 Basic steps of a replacement plan:</b></p> <p>Here are the most important basic steps to follow to implement the replacement process:</p> <p><b>2.6.1</b> After determining the members and positions targeted by the replacement process in the Board and its committees, one or more alternative candidates shall be appointed or selected for each member or position, if possible, based on the process of examining and sorting the files submitted for nomination according to</p>	No Modification	

### **Proposed Amendments to the replacement policy for members of the Board of Directors and its committees**

Material	Text before modification	Text after the proposed amendment	Notes
	<p>the specified mechanism and the criteria and rules contained in this policy, and the guide and appendix of the Governance Manual of Bank Albilad, which can be among its most important indicators and criteria as follows:</p> <p>2.6.1.1 Preference in the level of scientific and professional qualification in the fields of finance, commerce and banking.</p> <p>2.6.1.2 Membership status in terms of independence and the like in accordance with the statutory and organizational requirements.</p> <p>2.6.1.3 The need for certain specializations within the Council and its committees in accordance with the regulatory and regulatory requirements.</p> <p>2.6.1.4 Ranking in getting votes.</p> <p>2.6.1.5 Duration, variety, and appropriateness of work experience.</p>		

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
7. Mechanism for Counting Votes and Selecting the Elected/ Winning Members of the General Assembly:	When counting the votes and determining the winning members elected by the General Assembly, it shall be taken into account to ensure that there is a minimum number of independent members required in the formation of the Council, and other mandatory requirements, so that a non-independent member should not be elected, even if he obtains higher votes and a better ranking, if this results in the absence of the mandatory minimum number of independent members required by the Council in accordance with the relevant mandatory laws, regulations and controls. 4 independent members) even if their number of votes is less than other non-independent members, according to the mechanism approved by the bank.	No Modification	
8. Classification and Eligibility of Candidates :	Candidates can be classified based on the controls specified in the aforementioned mechanism into two levels: 1.8 <b>The first level:</b> It includes the most suitable candidates for membership or position, and includes those who have the ability to contribute to the development, modernization	Candidates can be classified based on the controls specified in the aforementioned mechanism into two levels: 11.7.6.2.2.1 <b>Level I:</b> It includes the most suitable candidates for membership or position, and includes those who have the ability to contribute to the development,	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>and growth in their role and responsibilities in order to achieve the Bank's strategic objectives, based on scientific, practical, professional and behavioral experiences and qualifications, as well as health and age status.</p> <p>2.8 <b>The second level:</b> Candidates who may have sufficient skills and experience to fill the membership or position, but they do not amount to the desired effective contribution to the development, modernization, and growth of its role and responsibilities in order to achieve the Bank's strategic objectives and business development.</p> <p>2.9 The candidate must be subjected to intensive and focused training, preparatory and awareness programs appropriate to his case, if necessary, to qualify and prepare him in accordance with the Bank's policies, procedures and requirements in order to help him carry out his role and responsibilities in the future.</p>	<p>modernization and growth in their role and responsibilities in order to achieve the Bank's strategic objectives, based on scientific, practical, professional and behavioral experiences and qualifications, as well as health and age status.</p> <p>11.7.6.2.2.2 <b>Level II:</b> Candidates who may have sufficient skills and experience to fill the position or position, but do not amount to the desired effective contribution to the development, modernization and growth of the Bank's role and responsibilities in order to achieve the Bank's strategic objectives and business development.</p> <p>11.7.6.2.2.3 <b>Candidates on the replacement list shall be provided with programs</b> <del>that must be subjected to intensive and focused training, preparatory and awareness programs</del> appropriate to his/her situation, if necessary, to qualify and prepare him in accordance with the Bank's policies, procedures and requirements in order to help him carry out his role and responsibilities in the future.</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
<p>9. Practical requirements for the replacement plan:</p>	<p><b>1.9 Requirements and steps for planned replacement:</b></p> <p>1.9.1 An effective replacement process entails continuous work on evaluating the effectiveness of the Board, reviewing the performance and contribution of each member, and making the necessary recommendations to the Board of Directors by the Nomination and Remuneration Committee, in order to develop and develop the capabilities of the Board members and its committees in general and with the aim of preparing and implementing the replacement plan in particular, including but not limited to:</p> <p>1.9.1.1 Identify the weaknesses and strengths of the Council and propose to address them.</p> <p>1.9.1.2 Determine the extent of the failure, incompetence or competence of any member, or his inability or failure to perform his duties to the fullest, such as non-compliance with the mandatory controls and instructions.</p>	<p><b>Requirements and steps for planned replacement:</b></p> <p>1.9.1 An effective replacement process entails continuous work on evaluating the effectiveness of the Board, reviewing the performance and contribution of each member, and making the necessary recommendations to the Board of Directors by the Nomination, <b>Remuneration and Remuneration</b><del>Committee</del>, in order to develop and develop the capabilities of the members of the Board and its committees in general and with the aim of preparing and implementing the replacement plan in particular, including but not limited to:</p> <p>1.9.1.1 Identify the weaknesses and strengths of the Board and propose to address them.</p> <p>1.9.1.2 Determine the extent of any member's failure, incompetence or competence, inability or failure to perform his duties to the fullest, such as non-compliance with mandatory controls and instructions.</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>9.2 In the event that a member or occupant of a position in the Council or one of its committees is found incompetent, in accordance with the specified criteria, the following shall be followed:</p> <p>2.9.1 The Nomination and Remuneration Committee shall meet to submit its recommendations to the Board of Directors for the dismissal or dismissal of the Member in the event of the existence of any and/or some of the reasons that permit the dismissal as stipulated in the relevant Regulations, Regulations and Rules, with the nomination of a name or names to replace the member whose position became vacant within the two levels of the classification of candidates specified in Clause 8 in accordance with the approved mechanism and based mainly on the standards and rules set forth in this Policy and the Annex to the Corporate Governance Manual of Bank Albilad.</p>	<p>9.2 In the event that a member or occupant of a position in the Council or one of its committees is found incompetent, in accordance with the specified criteria, the following shall be followed:</p> <p>2.9.1 The Nomination, Remuneration <b>and Remuneration Committee shall meet</b> to make recommendations to the Board of Directors for the removal or dismissal of the Member in the event of any and/or some of the reasons that permit the dismissal in accordance with the relevant Rules, Regulations and Rules, with the nomination of a name or names to replace the member whose position has become vacant <b>in accordance with the approved mechanism within the two levels of classification of candidates specified in clause 11.7.6.2.2</b> In accordance with the approved mechanism for this purpose, which is based mainly on the standards and rules set forth in this policy and the annex to the Governance Manual of Bank Albilad.</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>2.9.2 The matter shall be submitted to the Board of Directors to select the name of the candidate for membership and submit it to the Saudi Central Bank for NOC.</p> <p>2.9.3 Appointment as an interim member shall be made after obtaining the No Objection of the Saudi Central Bank, and shall then be notified to the Capital Market Authority and the Ministry of Commerce and Investment within five days from the date of appointment.</p> <p>4.9.2 The appointment shall be submitted to the nearest General Assembly of the Bank for vote and approval in order for the Member to complete the term of his advance.</p> <p><b>3.9 Requirements and steps for emergency (unplanned) replacement:</b></p> <p>3.9.1 Subject to the provisions of the Articles of Association and the provisions contained in this Policy, and in a manner that does not contravene the Companies Law and the mandatory regulations, regulations and instructions regulating the</p>	<p>2.9.2 The matter shall be submitted to the Board of Directors to select the name of the candidate for membership and submit it to the Saudi Central Bank for NOC.</p> <p>2.9.3 Appointment as an interim member shall be made after obtaining the No Objection of the Saudi Central Bank, and shall then be notified to the Capital Market Authority and the Ministry of Commerce <del>and Investment</del> within five days from the date of appointment.</p> <p>4.9.2 The appointment shall be submitted to the nearest General Assembly of the Bank for vote and approval in order for the Member to complete the term of his advance.</p> <p><b>3.9 Requirements and steps for emergency (unplanned) replacement:</b></p> <p>3.9.1 Subject to the provisions of the Articles of Association and the provisions contained in this Policy, and in a manner that does not contravene the Companies Law and the mandatory regulations, regulations and instructions</p>	

### **Proposed Amendments to the replacement policy for members of the Board of Directors and its committees**

Material	Text before modification	Text after the proposed amendment	Notes
	<p>composition of the Board of Directors in terms of the number and classification of its members, the minimum meeting time, and after obtaining the No Objection of the Central Bank, etc., if the position of a member of the Board of Directors becomes vacant, the Board of Directors may, at its discretion, adopt one of the following two options:</p> <p>3.9.1.1 The existing number of the Board shall be sufficient after the vacancy of the aforementioned center(s), provided that the number of members of the Council, its qualitative composition and the qualities of its members shall be sufficient and appropriate and meet the statutory and organizational requirements.</p> <p>3.9.1.2 To temporarily appoint a member of the vacant position, in accordance with the approved mechanism , the most important of which are:</p>	<p>regulating the composition of the Board of Directors in terms of the number and classification of its members, the minimum meeting time, and after obtaining the No Objection of the Central Bank, etc., if the position of a member of the Board of Directors becomes vacant, the Board of Directors may, at its discretion, adopt one of the following two options:</p> <p>3.9.1.1 The existing number of the Board shall be sufficient after the vacancy of the aforementioned center(s), provided that the number of members of the Council, its qualitative composition and the qualities of its members shall be sufficient and appropriate and meet the statutory and organizational requirements.</p> <p>3.9.1.2 To temporarily appoint a member of the vacant position, in accordance with the approved mechanism , the most important of which are:</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>3.9.1.2.1 The Committee shall meet urgently in the event of a vacancy in the position of a member of the Board of Directors or one of its committees to nominate a name or names to replace the member whose position became vacant within the two levels of classification of candidates specified under Clause 8 and in order and in accordance with the approved mechanism thereof, which is based mainly on the standards and rules set forth in this Policy and the Annex to the Corporate Governance Manual of Bank Albilad.</p> <p>3.9.1.2.2 The rest of the aforementioned steps/procedures shall be completed until the appointment of the Member and the appointment shall be submitted to the nearest General Assembly of the Bank for a vote.</p> <p>3.9.1.2.3 In the event of a change in the membership status of a member (emergency) and the result is a breach and non-compliance with statutory or organizational regulations or rules, such as a change in the member's status from independent to</p>	<p>3.9.1.2.1 The Committee shall meet <del>urgently in the event of a vacancy in the position of a member of the Board of Directors or one of its committees</del> to nominate a name or names to replace the member whose position has become vacant <del>within the two levels of classification of candidates specified under clause 11.7.6.2.2 and in the order</del> and in accordance with the approved mechanism thereof, <del>which is based mainly on the standards and rules set forth in this Policy and the Annex to the Corporate Governance Manual of Bank Albilad.</del></p> <p>3.9.1.2.2 The rest of the aforementioned steps/procedures shall be completed until the appointment of the Member and the appointment shall be submitted to the nearest General Assembly of the Bank for a vote.</p> <p>3.9.1.2.3 In the event of a change in the membership status of a member (emergency) and the result is a breach and non-compliance with statutory or organizational regulations or rules, such as a change in the member's</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>non-executive or executive, in violation of the mandatory proportion of freelancers in the Board of Directors, shall:</p> <p>3.9.1.2.4 The Committee shall make recommendations to the Board of Directors to correct the structure of the Board of Directors and comply with the statutory requirements.</p> <p>3.9.1.2.5 The rest of the aforementioned steps/procedures shall be completed until the appointment of the Member and the appointment shall be submitted to the nearest General Assembly of the Bank for a vote in respect of the membership of the Board or one of the committees that require it, and the new Member shall complete the term of his predecessor.</p>	<p>status from independent to non-executive or executive, in violation of the mandatory proportion of freelancers in the Board of Directors, shall:</p> <p>3.9.1.2.4 The Committee shall make recommendations to the Board of Directors to correct the structure of the Board of Directors and comply with the statutory requirements.</p> <p>3.9.1.2.5 The rest of the aforementioned steps/procedures shall be completed until the appointment of the Member and the appointment shall be submitted to the nearest General Assembly of the Bank for a vote in respect of the membership of the Board <del>or one of the committees that so requires,</del> and the new Member shall complete the term of his predecessor.</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
10. Roles and Responsibilities	<p><b>1.10 Role and Responsibilities of the Board of Directors</b></p> <p>1.10.1 Recommend to the General Assembly the adoption of this policy and amendments and updates made thereto upon the recommendation of the Nominating and Remuneration Committee, and/or the Compliance and Governance Committee.</p> <p>1.10.2 Decide on the recommendations submitted to it by the Nomination and Remuneration Committee or issue a decision on its own in matters related to the replacements of the members of the Board and its committees.</p> <p>1.10.3 Take the appropriate decision to support the effectiveness of the Board and follow the replacement program in any case necessary.</p> <p><b>2.10 Responsibilities of the Nominating and Remuneration Committee:</b></p> <p>In addition to the responsibilities and duties of the Committee as set forth in its bylaws in the Appendix to the Governance</p>	<p><b>1.10 Role and Responsibilities of the Board of Directors</b></p> <p>1.10.1 Recommend to the General Assembly the adoption of this Policy and amendments and updates made thereto upon the recommendation of the Nominating and Remuneration Committee and/or the Compliance and Governance Committee.</p> <p>1.10.2 Decide on recommendations submitted to it by <b>the Nominations, Remuneration,</b> <del>Nomination and Remuneration Committee</del> or issue a decision on its own in matters related to the replacements of Board members and committees.</p> <p>1.10.3 Take the appropriate decision to support the effectiveness of the Board and follow the replacement program in any case necessary.</p> <p><b>2.10 Responsibilities of the <b>Nomination</b> and Remuneration Committee:</b></p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>Manual, the relevant documents and policies , and its other responsibilities specified in this Policy, one of the tasks and responsibilities of the Committee shall be to adopt the mechanism, procedures and forms for the implementation and implementation of the replacement plans, including the identification and submission of recommendations regarding the composition of the Board of Directors in accordance with the controls specified in this Policy and the controls related to the Governance Manual and the Annex to the Governance Manual in accordance with the relevant laws, regulations and principles.</p>	<p>In addition to the responsibilities and tasks of the Committee <b>as set forth</b> in its bylaws <del>in the Appendix</del> to the Governance Manual and the related documents and policies <b>and these</b> <del>and other responsibilities specified in this Policy</del>, one of the tasks and responsibilities of the Committee shall be to adopt the mechanism, procedures and forms for the implementation and application of the replacement plans, including the identification and submission of recommendations regarding the composition of the Board of Directors in accordance with the controls specified in this Policy and the controls related <del>to the Governance Manual and the Annex to the Governance Manual</del>. In accordance with the relevant laws, regulations and principles.</p>	

### Proposed Amendments to the replacement policy for members of the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
11. Policy Issuance and Amendment:	This Policy is issued, changed, or amended pursuant to a recommendation from the Nominating and Remuneration Committee and/or the Compliance and Governance Committee to recommend to the Board for adoption by the General Assembly.	This Policy is issued, <del>changed, or</del> amended pursuant to a recommendation from <b>the Nomination</b> and Remuneration Committee and/ or the Compliance and Governance Committee to recommend to the Board for adoption by the General Assembly.	
12. Concluding General Rules:	<p>1.This policy shall be considered as the basis for all matters relating to the replacement of the members of the Board of Directors and its subordinate committees at Bank Albilad and shall cancel any policies or other documents that contradict it.</p> <p>2.The Bank's General Secretariat shall prepare the necessary mechanisms/procedures and forms to control the effective implementation of this Policy in accordance with the principles and provisions specified therein and the relevant controls.</p> <p>3.The terms and conditions of this policy are intended to express the laws, regulations, rules and controls issued by the</p>	<p>1. This policy shall be considered the basis for all matters relating to the replacement of the members of the Board of Directors , <b>its committees</b> <del>and subordinate committees at Bank Albilad and shall cancel all policies or other documents that contradict it.</del></p> <p>2. The Bank's General Secretariat <b>and Governance shall prepare the</b> necessary working mechanisms/procedures and forms to control the effective implementation of this Policy in accordance with the principles and provisions specified therein and the relevant controls.</p> <p>3. The terms and conditions of this policy are intended to express the laws, regulations, rules and controls issued by</p>	

**Proposed Amendments to the replacement policy for members of the Board of Directors and its committees**

Material	Text before modification	Text after the proposed amendment	Notes
	binding regulatory authorities in force as soon as they are issued, and in the event of any amendments to them or any difference between them, the new and binding will be adhered to on the specified date for compliance, and the rules and provisions contained in the policy will be updated/amended immediately based on the approval of the Board of Directors.	the binding regulatory authorities in force as soon as they are issued, and in the event of any amendments to them or any difference between them, the new and binding will be adhered to on the specified date for compliance, and the rules and provisions contained in the policy will be updated/amended immediately based on the approval of the Board of Directors.	

**Proposed Amendments to the policy of rules and regulations for nomination and appointment to the Board of Directors and its committees**

Material	Text before modification	Text after the proposed amendment	Notes
<p><b>1. Location:</b></p>	<p>Bank Albilad and its Board of Directors seek to ensure the continuity and effectiveness of its business and the development and sustainability of its role in its departments and its adoption of several strategies, the most important of which are the plans and programs of nomination, appointment and replacement of its cadres in general and the members of the Board of Directors and its committees in particular, in accordance with the best practices, applications and experiences, and in a way that ensures the availability of a qualified and appropriate qualified member to enable both the Board and its committees to exercise their tasks and responsibilities efficiently and effectively. Establish the rules and controls for nomination and ensure that the member is aware of and adheres to all relevant laws, regulations, regulations, and policies and procedures, and knows his rights and obligations, and knows the conditions and requirements that must be met by the member or</p>	<p><b>No Modification</b></p>	

**Proposed Amendments to the policy of rules and regulations for nomination and appointment to the Board of Directors and its committees**

Material	Text before modification	Text after the proposed amendment	Notes
	candidate, as described in this policy and related documents.		
<p><b>2. Policy Objectives:</b></p>	<p>This policy aims to:</p> <ul style="list-style-type: none"> <li>- Determine the mechanisms, standards, procedures and controls followed in the nomination and appointment of the members of the Bank's Board of Directors and its committees.</li> <li>- Ensure that as many qualified and experienced persons as possible have the opportunity to participate in the Bank's Board of Directors and its committees.</li> <li>- Emphasizing the application of the principles of fairness, transparency and equality in the nomination and appointment processes of the Board of Directors and its committees.</li> <li>- Confirm that the candidate/appointee of the Board of Directors and its committees is committed to all controls,</li> </ul>	<p>This policy aims to:</p> <ul style="list-style-type: none"> <li>- Determine the mechanisms, standards, procedures and controls followed in the nomination and appointment of the members of the Bank's Board of Directors <b>and Committees.</b> <del>and its committees.</del></li> <li>- Ensure that the largest possible number of <del>qualified and experienced persons</del> are given the opportunity to participate in the Bank's Board of Directors <b>and Committees.</b> <del>and its committees.</del></li> </ul> <p style="text-align: center;"><b>No Modification</b></p>	

## Proposed Amendments to the policy of rules and regulations for nomination and appointment to the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	provisions and obligations decided by the Bank and imposed by the regulatory authorities.		
<b>3. Policy Linkage to Other Policies and Documents:</b>	<p>This policy is related to and integrates with other policies and documents related to the nomination, appointment and replacement processes of the members of the Board of Directors and its committees such as the Replacement Policy for the members of the Board of Directors and its committees approved by the General Assembly on 8-5-2017, the Governance Manual (especially the part related to the governance of the Board of Directors), the Shareholders' Guide approved by the Board of Directors at its sixty-eighth meeting, on 18-9-2017, and others, and the policy related to the remuneration of the members of the Board of Directors and its committees, in accordance with the relevant provisions of the Companies Law and Bylaws, and the updated Corporate Governance Bylaws The Capital Market Authority, the main principles of governance in</p>	<p>This policy is related to and integrates with other policies and documents related to the nomination, appointment and replacement processes of the members of the Board of Directors and its committees such as the Replacement Policy for the members of the Board of Directors and its committees approved by the General Assembly <del>on 8/5/2017</del>, the Governance Manual <del>(especially the part related to the governance of the Board of Directors)</del>, the Shareholders' Guide approved by the Board of Directors <del>at its sixty eighth meeting, on 18/9/2017, and others</del>, and the policy related to the remuneration of the members of the Board and its committees, in accordance with the relevant provisions of the Companies Law and Regulations, the updated</p>	

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	financial institutions subject to the supervision and supervision of the Saudi Central Bank, and any subsequent updates and amendments thereto.	Corporate Governance Regulations of the Capital Market Authority, the main principles of governance in financial institutions subject to the supervision and supervision of the Saudi Central Bank, <del>and any subsequent updates and amendments thereto.</del>	
<b>4. Mechanisms and Procedures for Nomination for Board Membership:</b>	<p>4.1 Announcement of the opening of the nomination process:</p> <p>4.1.1 Under the supervision of the Nomination and Remuneration Committee, the Bank announces on the website of the Saudi Stock Exchange (Tadawul) and on the Bank's website the opening of nomination for the membership of the Board of Directors for the new term of the Board of Directors (three years), or as required by the Bank, for those who meet the required membership conditions such as: educational qualification, years of work experience, required specializations, and other</p>	<p>4.1 Announcement of the opening of the nomination process:</p> <p>4.1.1 <del>Under the supervision of the Nomination and Remuneration Committee,</del> the Bank announces on the website of the Saudi Stock Exchange (Tadawul) and on the Bank's website the opening of nomination for the membership of the Board of Directors for the new term of the Board (three years), <del>or</del> as required by the Bank, for those who meet the required membership conditions such as: academic qualification, years of work experience, required specializations, and other conditions, in accordance</p>	

## Proposed Amendments to the policy of rules and regulations for nomination and appointment to the Board of Directors and its committees

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	<p>conditions, in accordance with the terms, conditions, controls and requirements contained in the Companies Law and Bylaws, and the updated Corporate Governance Regulations issued by the Market Authority Finance, the instructions of the Saudi Central Bank , and other controls and issuances of the regulatory authorities as stated in the Bank's Governance Manual and documents.</p> <p><b>4.1.2</b> The date of the start and end of the nomination period shall be specified in the announcement, provided that it is not less than one month.</p> <p><b>4.2 Nomination Requirements and Forms:</b> Anyone who finds himself capable and competent to run for office and meets the conditions set forth in the declaration and the rules and provisions referred to therein, and who wishes to be a candidate, must commit to the following procedure or action:</p>	<p>with the terms, conditions, controls and requirements contained in the Companies Law and Regulations, and the Corporate Governance Regulations. Updated issued by the Capital Market Authority, the instructions of the Saudi Central Bank , and other controls and issuances of the regulatory authorities as stated in the Bank's Governance Manual and documents.</p> <p><b>4.1.2</b> The date of the start and end of the nomination period, <b>which shall</b> <del>not</del> be less than one month, shall be specified in the announcement.</p> <p><b>4.2 Requirements and Nomination Forms:</b> Anyone who finds himself capable and competent to run for office and meets the conditions set forth in the announcement and the rules and conditions referred to therein, and who wishes to be a candidate must commit <del>to the following requirements</del>, <b>obligations</b></p>	

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Material	Text before modification	Text after the proposed amendment	Notes
	<p>4.2.1 Submit to the Bank's Investor Relations Department a written request signed by the Bank, stating his/her express desire to apply for membership, provided that it includes, or attaches to it, at a minimum, a description of himself, his CV, his academic qualifications, and his work experience in the Bank's business field or the required specialization.</p> <p>4.2.2 Fill out the "Suitability" form of the Saudi Central Bank, which can be obtained from the website of the Saudi Central Bank, or the Bank's headquarters.</p> <p>4.2.3 Fill out Form No. (3) of the Capital Market Authority can be obtained from the Capital Market Authority website or the Bank's headquarters, as well as other declarations and disclosures approved by the Bank.</p>	<p>and forms specified in the laws and regulations specified in the declaration, including:</p> <p><del>4.2.1 Submit to the Bank's Investor Relations Department a written request signed by the Bank, stating his/her express desire to apply for membership, provided that it includes, or attaches to it, at a minimum, a description of himself, his CV, his academic qualifications, and his work experience in the Bank's business field or the required specialization.</del></p> <p><del>4.2.2 Fill out the "Suitability" form of the Saudi Central Bank, which can be obtained from the website of the Saudi Central Bank, or the Bank's headquarters.</del></p> <p><del>4.2.3 Fill out Form No. (3) of the Capital Market Authority which can be obtained from the Capital</del></p>	

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Material	Text before modification	Text after the proposed amendment	Notes
	<p>4.2.4 The candidate must submit a statement specifying membership in the boards of directors of joint companies and committees that the candidate has still held, stating the following:</p> <p>4.2.4.1 Dates of its membership and its expiration or termination.</p> <p>4.2.4.2 The number of meetings of the Board of Directors held during each year of the Board's term of which he was a member, the actual number of meetings attended by Asala in that session, and the ratio of his attendance to the total number of meetings.</p> <p>4.2.4.3 The number of meetings held for each of the committees of which the candidate participated during each year of the Committee's session, the actual number of meetings he attended at that session, and the ratio of his attendance to the total meetings.</p>	<p><del>Authority's website or the Bank's headquarter well as other forms, declarations and disclosures approved by the Bank.</del></p> <p><del>4.2.4 The candidate must submit a statement specifying his/her membership in the boards of directors of stock companies and committees that the candidate has held/is still held, stating the following:</del></p> <p><del>4.2.4.1 Dates of its membership and its expiration or termination.</del></p> <p><del>4.2.4.2 The number of meetings of the Board of Directors held during each year of the Board's term of which he was a member, the actual number of meetings attended by Asala in that session, and the ratio of his attendance to the total number of meetings.</del></p> <p><del>4.2.4.3 The number of meetings held for each of the committees of which the candidate</del></p>	

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Material	Text before modification	Text after the proposed amendment	Notes
	<p>4.2.4.4 In the event that the candidate has previously served as a member of the Board of Directors of the Bank, a statement from the Bank's General Secretariat of the last term in which he was a member of the Board or one of its committees shall be attached to the candidacy application, including the aforementioned information in the two preceding paragraphs.</p> <p>4.2.5 Provide a clear copy of the candidate's valid national ID card, family record, and contact numbers, including at least the candidate's residential address, mobile number, landline number, and email address.</p> <p>4.2.6 A statement of the companies or institutions that the candidate jointly manages or owns and that carry out business similar to the Bank's business or have contracts or common interests with the Bank.</p>	<p><del>participated during each year of the Committee's session, the actual number of meetings he attended at that session, and the ratio of his attendance to the total meetings.</del></p> <p><del>4.2.4.4 In the event that the candidate has previously served as a member of the Board of Directors of the Bank, a statement from the Bank's General Secretariat of the last term in which he was a member of the Board or one of its committees shall be attached to the candidacy application, including the aforementioned information in the two preceding paragraphs.</del></p> <p>4.2.1 Provide a clear copy of the candidate's valid national ID card, family record, and contact numbers, including at least the candidate's</p>	

## Proposed Amendments to the policy of rules and regulations for nomination and appointment to the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p><b>4.2.7</b> In the event of his election to the Board of Directors, the candidate shall be obliged to submit the required disclosures in accordance with the Conflict of Interest Policy of the Board of Directors and the members of the Committees emanating from the Board.</p> <p><b>4.2.8</b> Fill out the form(s) related to the independence and availability of the membership conditions approved by the Bank, which requires, for example, an explanation of any relationship or other relationship with the Bank's major shareholders or external auditors, and a statement of the existing contracts and deals with the Bank in which the nominee has a direct or indirect interest.</p> <p><b>4.2.9</b> Any forms, requirements, or other additional documents specified by the regulatory or supervisory authorities.</p>	<p>residential address, mobile number -, landline number, and email address.</p> <p><b>4.2.2</b> A statement of the companies or institutions that the candidate jointly manages or owns and that carry out business similar to the Bank's business or have contracts or common interests with the Bank.</p> <p><b>4.2.3</b> In the event of his election to the Board of Directors, the candidate shall be obliged to submit the required disclosures in accordance with the Conflict of Interest Policy of the Board of Directors and the members of the Committees emanating from the Board.</p> <p><b>4.2.4</b> Fill out the form(s) related to the independence and availability of the membership conditions approved by the Bank, which requires, for example, an</p>	

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		<p>explanation of any relationship or other relationship with the Bank's major shareholders or external auditors, and a statement of the existing contracts and deals with the Bank in which the nominee has a direct or indirect interest.</p> <p>4.2.5 Any forms, requirements, or other additional documents specified by the regulatory or supervisory authorities.</p>	
<p><b>5. Procedures and Controls for Nominating a Shareholder for the Membership of the Board of Directors:</b></p>	<p>In the event that any of the shareholders wishes to nominate another person for membership of the Bank's Board of Directors, this shall be done by writing a letter or request to the Investor Relations Department during the candidacy period, specifying and/or attaching the following:</p> <p>5.1 His name (the shareholder), and the name and address of the candidate whom the shareholder wishes to nominate for membership of the Board.</p>	<p>In the event that any of the shareholders wishes to nominate another person to be a member of the Bank's Board of Directors, this shall be done by writing a letter or request to <del>the Bank's</del> <b>Investor Relations Department</b> during the candidacy period, specifying and/or attaching the following:</p> <p style="text-align: center;"><b>No Modification</b></p>	

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	<p>5.2 An acknowledgment by the nominated shareholder that he is a shareholder of the company and has the right to vote at the meetings of the General Assembly, and that he will attend the meeting in person or delegate others to attend the meeting, to nominate the person to be nominated in the notification.</p> <p>5.3 Any other information about each person nominated by a shareholder is required to be included in the power of attorney in accordance with the approved and applicable power of attorney requirements and conditions.</p> <p>5.4 The candidate's approval to serve as an independent member of the Bank's Board of Directors if elected.</p>	<p><b>No Modification</b></p>	
<p><b>6. Procedures for Screening and Sorting Papers and Selection/Identification</b></p>	<p>6.1 The Bank's Investor Relations Department is working to compile all the submitted nomination applications with their attachments of the necessary documents, and they will be sent to the Bank's Nomination and</p>	<p><del>6.1 The Bank's Investor Relations Department has worked to compile all the submitted nomination applications with their attachments from the necessary documents, provided that they are sent</del></p>	

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Material	Text before modification	Text after the proposed amendment	Notes
<p><b>of Candidates and Elected:</b></p>	<p>Remuneration Committee within two working days of the closing of the nomination door.</p> <p>6.2 The Nomination and Remuneration Committee shall review, examine and sort the nomination applications, their attachments and nomination requirements, <b>and then select/identify candidates who meet the conditions, requirements and criteria</b> in accordance with this policy, including having not been previously convicted of a crime against honor and honesty, and through the relevant official documents, <b>and submit its recommendations in this regard to the Board of Directors.</b></p> <p>6.3 The Committee shall take into account ensuring that the number of independent candidates meets the mandatory number of independent members required in the formation of the Board, in accordance with the relevant mandatory laws, regulations and controls, and</p>	<p><del>within two working days of the closing of the nomination to the Bank's Nomination and Remuneration Committee.</del></p> <p>6.1 <b>The Nomination</b> and Remuneration Committee shall review, examine and sort the nomination applications, their attachments and nomination requirements, <b>and then select/identify candidates who meet the conditions, requirements and criteria</b> , in accordance with this policy, including not having been convicted of a crime against honor and honesty, and through the relevant official documents, <b>and submit its recommendations in this regard to the Board of Directors.</b></p> <p>6.2 The Committee shall take into account ensuring that the number of independent candidates meets the mandatory number of independent members required in the formation of the Board, in accordance</p>	

## Proposed Amendments to the policy of rules and regulations for nomination and appointment to the Board of Directors and its committees

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	<p>in accordance with the definition of the independent member and the definition and identification of the cases and symptoms of independence contained therein, especially the updated Corporate Governance Regulations of the Capital Market Authority, and the main principles of governance in financial institutions issued by the Saudi Central Bank.</p> <p><b>6.4</b> In the event that the candidate meets the necessary requirements as stated above, the Bank's Investor Relations Department, after obtaining the No Objection from the Saudi Central Bank and other regulatory authorities, shall announce on the website (Tadawul) the information of the candidates for membership of the Board of Directors at least twenty-one days prior to the date of the General Assembly.</p> <p><b>6.5</b> The Committee shall ensure that applications for nomination that are rejected due to the failure of the</p>	<p>with the relevant mandatory laws, regulations and controls, and in accordance with the definition of the independent member and the definition and identification of the cases and symptoms of independence contained therein, especially the updated Corporate Governance Regulations of the Capital Market Authority, and the main principles of governance in financial institutions issued by the Saudi Central Bank.</p> <p><b>6.3</b> In the event that the candidate meets the necessary requirements as mentioned above, <del>the Bank's Investor Relations Department shall operate,</del> <b>and after obtaining the No Objection from the Saudi Central Bank and other regulatory authorities, the</b> information of the candidates for membership of the Board of Directors shall be announced on the Tadawul</p>	

## Proposed Amendments to the policy of rules and regulations for nomination and appointment to the Board of Directors and its committees

Material	Text before modification	Text after the proposed amendment	Notes
	<p>necessary requirements on time, or in which none of the mandatory conditions and requirements mentioned or referred to in this Policy are saved.</p> <p><b>6.6</b> Voting in the General Assembly is limited to candidates whose nomination has been approved by the Board of Directors after meeting the necessary requirements for nomination as set forth in this policy, including obtaining a No Objection from the Saudi Central Bank and other relevant regulatory authorities.</p> <p><b>6.7</b> Voting is <b>done using the cumulative voting method.</b></p> <p><b>6.8</b> The Bank's Investor Relations Department is working to announce the results of the Ordinary General Assembly and the names of the elected members of the Board of Directors on the Tadawul website, according to the dates and according to the procedures specified for this.</p>	<p>website at least twenty-one days prior to the date of the General Assembly.</p> <p><b>6.4</b> The Committee shall ensure that nomination applications that have been rejected due to lack of the necessary requirements on time, or in which any of the mandatory conditions and requirements mentioned or referred to in this Policy are not met.</p> <p><b>5.6</b> Voting at the General Assembly is limited to candidates whose nomination has been approved by the Board of Directors after meeting the requirements for nomination as set forth in this policy, including obtaining a No Objection from the Saudi Central Bank and other relevant regulatory authorities.</p> <p><b>6.6</b> Voting is <b>done using the cumulative voting method.</b></p> <p><b>6.7</b> <del>The Bank's Investor Relations Department shall announce—</del> the results of the Ordinary General</p>	

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Material	Text before modification	Text after the proposed amendment	Notes
	<p>6.9 Notify the Saudi Central Bank, the Capital Market Authority and the Ministry of Commerce of the names of the elected members of the Board of Directors within five working days from the date of their election, and any changes in their membership within five working days from the date of the change.</p>	<p>Assembly and the names of the elected members of the Board of Directors on the Tadawul website, according to the dates and in accordance with the procedures specified therefor.</p> <p>6.8 Notify the Saudi Central Bank, the Capital Market Authority and the Ministry of Commerce of the names of the elected members of the Board of Directors within five working days from the date of their election, and any changes to their membership within five working days from the date of the change.</p>	
<p><b>7. Mechanism for Counting Votes and Selection of Elected/Winning Members of the General Assembly:</b></p>	<p>When counting the votes and determining the winning members elected by the General Assembly, it shall be taken into account to ensure that there is a minimum number of independent members required in the formation of the Council, and other mandatory requirements, so that a non-independent member should not be elected, even if he obtains higher votes and a better ranking, if this results in</p>	<p>When counting the votes and determining the winning members elected by the General Assembly, it shall be taken into account to ensure that there is a minimum number of independent members required in the formation of the Council, and other mandatory requirements, so that a non-independent member should not be elected, even if he obtains higher votes</p>	

**Proposed Amendments to the policy of rules and regulations for nomination and appointment to the Board of Directors and its committees**

Material	Text before modification	Text after the proposed amendment	Notes
	<p>the absence of the mandatory minimum number of independent members required by the Council in accordance with the relevant mandatory laws, regulations and controls. If their number of votes is lower and their rank is worse than other non-independent members, <b>according to the mechanism adopted by the bank.</b></p>	<p>and a better ranking, if this results in the absence of the mandatory minimum number of independent members required by the Council in accordance with the relevant mandatory laws, regulations and controls. If the number of votes is lower and their ranking <del>is worse than</del> other non-independent members, <b>according to the mechanism adopted by the bank.</b></p>	
<p><b>8. The Member's Commitment to the General and Contractual Terms and Conditions:</b></p>	<p>Each of the elected/appointed members as soon as he applies for candidacy and upon joining the membership of the Board or any of its committees <b>shall be deemed to have acknowledged and undertook to abide</b> by the rules, conditions, conditions, general and contractual obligations between the member and the Bank, which include, at a minimum, the following:</p> <p>8.1 The member shall be informed and acknowledged of compliance with the relevant laws, regulations, rules and</p>	<p><b>No Modification</b></p>	



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Material	Text before modification	Text after the proposed amendment	Notes
	<p>Association, Governance Manuals, Policies and Documents as a Guide and Appendix to the Governance Manual, Policies Related to the Management of Conflicts of Interest and Related Party Transactions, Disclosure, Handling of Gifts, Policies and Controls Relating to the Confidentiality, Handling and Maintenance of Information and Data, and Organizing the Work of the Board of Directors and its Committees, and that the Member has understood and agreed to its terms and duties. and its duties and responsibilities, and to abide byand implement them, and to provide the necessary declarations, disclosures and notifications <u>at the specified times, and any developments therein</u>, and to maintain the confidentiality of the information that it has reviewed, and not to do any action or refrain from doing any action that may violate these rules and conditions and others.</p>		

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Material	Text before modification	Text after the proposed amendment	Notes
<p><b>9. Approve the issuance, development and amendment of the policy.</b></p>	<p>The issuance and update/amendment of this Policy is approved by the General Assembly upon the recommendation of the Board of Directors upon the recommendation of the Nominating and Remuneration Committee.</p>	<p><b>No Modification</b></p>	
<p><b>10. General and Final Provisions:</b></p>	<p>1. In addition to the provisions of this Policy, the relevant provisions of the Bank's Governance Manual, the Shareholders' Manual (published on the Bank's website), the remuneration policy for the members of the Board of Directors and its committees approved by the General Assembly, the relevant terms and conditions of the Nomination and Remuneration Committee, and the Bank's Articles of Association shall be determined in accordance with the relevant policy, all of which do not contradict or contradict the terms and conditions of the Nomination and Remuneration Committee. The relevant provisions of the Companies Law and Regulations, the</p>	<p><b>No Modification</b></p>	

**Proposed Amendments to the policy of rules and regulations for nomination and appointment to the Board of Directors and its committees**

Material	Text before modification	Text after the proposed amendment	Notes
	<p>updated Corporate Governance Regulations of the Capital Market Authority, the main principles of governance in financial institutions and others, and any subsequent updates, amendments or publications thereto.</p> <p>2. The terms and conditions of this policy are intended to express the laws, regulations, rules and controls issued by the binding regulatory authorities in force as soon as they are issued, and in the event of any amendments to them or any difference between them, the new and binding will be adhered to on the specified date for compliance, and the rules and provisions contained in the policy will be updated/amended immediately based on the approval of the Board of Directors.</p>	<p><b>No Modification</b></p>	

## Proposed Amendments to the Remuneration Policy for Board Members, Committees and Senior Management

Material	Text before modification	Text after the proposed amendment	Notes
<p><b>1. General Provisions and Rules:</b></p>	<p><b>General Provisions and Rules:</b></p> <p>The remuneration of the members of the Board of Directors , its committees and senior management shall be subject to the relevant provisions of the laws and regulations such as the Executive Regulations of the Companies Law of Listed Joint Stock Companies, the updated Corporate Governance Regulations, the relevant circulars, principles and rules of the Saudi Central Bank, and the Bank's Articles of Association. The most important of which are the following:</p> <p><b>1.1 General Rules and Regulations:</b></p> <p><b>1.1.1 Definitions or Terms:</b></p> <p>The following words and phrases shall have the meanings set forth in accordance with this Policy, unless the context otherwise requires:</p> <p><b>1.1.1.1 Remuneration: According to the</b> Executive Bylaws of the Companies Law of Listed Joint Stock Companies and the updated Corporate Governance Regulations, "amounts, allowances, profits and the like, periodic or annual performance-related bonuses, short-term or</p>	<p><b>No Modification</b></p>	

## Proposed Amendments to the Remuneration Policy for Board Members, Committees and Senior Management

Material	Text before modification	Text after the proposed amendment	Notes
	<p>long-term incentive plans, and any other in-kind benefits, (excluding, as applicable, to the members of the Board of Directors and its committees, reasonable actual expenses and expenses incurred by the Bank on behalf of the member for the purpose of performing their duties as determined by this policy and the relevant policies and controls."</p> <p>1.1.1.2 <b>Senior Management:</b> Functions and roles responsible for implementing strategic decisions and managing the Bank's support process (members of the Management Committee) including senior management positions that require the Saudi Central Bank No Objection to appointment.</p> <p><b>1.1.2 General criteria for determining rewards:</b> Among the most important criteria on which rewards are determined are the following:</p>	<p>1.1.1.2 <b>Senior Management:</b> Functions and roles responsible for implementing strategic decisions and managing the Bank's support process <del>(members of the Management Committee)</del> including senior management positions that require no objection from the Saudi Central Bank to appointment.</p> <p style="text-align: center;"><b>No Modification</b></p>	

## Proposed Amendments to the Remuneration Policy for Board Members, Committees and Senior Management

Material	Text before modification	Text after the proposed amendment	Notes
	<p>1.1.2.1 Being reasonably sufficient will not attract, motivate and retain appropriate professional competencies and experience, taking into account the size of the Bank's business and the sector in which it operates.</p> <p>1.1.2.2 It must be fair and proportionate to the competencies, tasks and responsibilities assigned during the fiscal year, and scientific and practical experiences.</p> <p>1.1.2.3 It must be based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors.</p> <p><b>1.1.3 General Provisions for the Remuneration of the Board of Directors and its Committees:</b></p> <p>1.1.3.1 The total financial or in-kind remuneration and benefits received by the Board Member shall not exceed one million Saudi Riyals.</p>	<p><b>1.1.3 General Provisions for the Remuneration of the Board of Directors and its Committees:</b></p> <p>1.1.3.1 The total financial or in-kind remuneration and benefits received by the Board of Directors shall not exceed one <b>million and two hundred thousand</b> Saudi Riyals.</p>	

### Proposed Amendments to the Remuneration Policy for Board Members, Committees and Senior Management

Material	Text before modification	Text after the proposed amendment	Notes
	<p>1.1.3.2 Without limiting the maximum amount mentioned in the above paragraph, the remuneration of the Chairman of the Board shall be determined by a resolution of the Board of Directors, taking into account the provisions of Clause 1.1.2 (General Criteria for Determination of Remuneration) of this Policy and the relevant provisions.</p> <p>1.1.3.3 The Member's actual expenses to attend Board and Committee meetings , including accommodation and travel expenses, shall not fall within the maximum remuneration limits mentioned in the preceding paragraph above, as determined by this Policy and the relevant policies and documents.</p> <p>1.1.3.4 A member of the Board of Directors may receive remuneration for any executive, technical, managerial or advisory work or positions under an additional professional license assigned to him by the Bank, in addition to the remuneration that he may receive as a</p>	<p style="text-align: center;"><b>No Modification</b></p> <p>1.1.3.3 The Member's actual expenses to attend meetings of the Board of Directors and its committees, including accommodation and travel expenses, shall not be included within the maximum remuneration limits mentioned <del>in the preceding paragraph</del> above, and in accordance <b>with the provisions set-out</b> in this Policy and the relevant policies and documents.</p> <p style="text-align: center;"><b>No Modification</b></p>	

### Proposed Amendments to the Remuneration Policy for Board Members, Committees and Senior Management

Material	Text before modification	Text after the proposed amendment	Notes
	<p>member of the Board of Directors and on the committees constituted by the Board of Directors, in accordance with the relevant laws and regulations , the Bank 's Articles of Association, and this Policy.</p> <p>1.1.3.5 The report of the Board of Directors to the Bank's General Assembly at its annual meeting, according to the schedule , shall include a comprehensive statement of all the benefits received or entitled to be received by each member of the Board of Directors, <u>during the Bank's financial year</u>, including lump sum remuneration , attendance allowance , allowance for expenses and other monetary benefits, or The report shall also include a statement of the amounts received by the members of the Board as authorized employees of the Bank, employees or administrators of the Bank, or what they received in exchange for technical, administrative or consultancy services, and shall also include a statement of the number of</p>	<p><b>No Modification</b></p>	

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	<p>meetings of the Board and the number of sessions attended by each member.</p> <p>1.1.3.6 The members of the Board of Directors may not vote on the remuneration item of the members of the Board of Directors at the General Assembly.</p> <p>1.1.3.7 If the General Assembly decides to terminate the membership of a member of the Board of Directors who is absent due to his failure to attend three consecutive or five separate meetings of the Board without a legitimate excuse, such member shall not be entitled to any remuneration for the period following the last meeting he attended, and shall return all remuneration paid to him for that period.</p> <p>1.1.3.8 The remuneration of the members of the Board of Directors may vary in size to reflect the extent of the member's experience, competencies, assigned tasks, independence, number of meetings attended, and other considerations.</p>	<p><b>No Modification</b></p>	

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	<p>1.1.3.9 If the Audit Committee, the Authority or any relevant supervisory or supervisory body finds that the remuneration paid to any member of the Board of Directors or one of its committees is based on incorrect or misleading information presented to the General Assembly or included in the annual report of the Board of Directors, it shall return it to the Bank, and the Bank shall have the right to demand its refund.</p> <p>1.1.3.10 The remuneration of independent directors shall not be a percentage of the profits made by the company or shall be directly or indirectly based on the profitability of the bank.</p> <p><b>1.1.4 General provisions for senior management remuneration:</b></p> <p>The remuneration of employees in general and members of senior management in particular shall take into account the provisions of the laws, regulations, principles and rules of the</p>	<p><b>No Modification</b></p>	

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	<p>Saudi Central Bank and the relevant bank documents, taking into account the following:</p> <p>1.1.4.1 The standards and controls contained in the "Banking Remuneration Rules" issued by the Saudi Central Bank.</p> <p>1.1.4.2 The policy and decisions issued by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, regarding compensation, benefits and remuneration, and the mechanisms for determining them, for the Bank's employees and senior management, shall be taken into account the special standards and controls set forth in the Rules of Bank Remuneration issued by the Saudi Central Bank, and shall be determined by the automated policy followed by the Bank. in their application, review, and evaluation of their effectiveness in achieving their goals.</p>	<p><b>No Modification</b></p>	

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	<p>1.1.4.3 Disclosing in the Board of Directors' report to the Bank's General Assembly at its annual meeting the remuneration of five senior executives who received the highest remuneration from the Company, including the Chief Executive Officer and Chief Financial Officer.</p>		
<p><b>2. Mechanisms for determining rewards:</b></p>	<p><b>1.1 Remuneration of Board Members and Committees:</b></p> <p>1.2.1 Subject to the above general rules, and in accordance with the Executive Bylaws of the Companies Law for Listed Joint Stock Companies, the updated Companies Governance Regulations, and the relevant circulars and principles of the Saudi Central Bank, the remuneration of the members of the Board of Directors and its committees shall be determined in accordance with</p>	<p><b>2. Mechanisms for determining rewards:</b></p> <p><b>1.1 Remuneration of Board Members and Committees:</b></p> <p>1.2.1 Subject to the provisions <b>and the above general rules, and in accordance with the Executive Bylaws of the Companies Law for Listed Joint Stock Companies, the updated Corporate Governance Regulations, and the relevant circulars and principles of the Saudi Central Bank, in particular</b> not exceeding the specified maximum limit, the remuneration of the members of the Board of Directors and its committees shall be</p>	

## Proposed Amendments to the Remuneration Policy for Board Members, Committees and Senior Management

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	<p>the policies, mechanisms and decisions issued by the Board of Directors.</p> <p>1.2.2 In addition to the lump sum remuneration and the amount of attendance allowance in accordance with the controls specified above, each member shall be paid the value of the actual expenses incurred by the member to attend the meetings of the Board of Directors and its committees, including accommodation expenses and aircraft travel expenses as determined by the Board of Directors.</p> <p>1.2.3 In addition to the lump sum remuneration and the amount of attendance allowance in accordance with the above-defined controls, each member of the Board of Directors (external) shall be paid the amount of the actual expenses incurred by the member to attend the meetings of the Committee, including</p>	<p>determined in accordance with the <del>policies, mechanisms and decisions</del> issued by the Board of Directors.</p> <p>1.2.2 In <b>addition to the lump sum remuneration due and the amount of attendance allowance in accordance with the regulations specified above,</b> each member shall be paid the value of the actual expenses incurred by the member to attend the meetings of the Board of Directors and its committees, including accommodation expenses and aircraft travel expenses as determined by the Board of Directors.</p> <p><del>1.2.3 Each non-Board Committee Member shall be paid, in addition to the lump sum remuneration and attendance allowance amount as determined above, the amount of the Member's actual expenses incurred to attend Committee meetings, including</del></p>	

## Proposed Amendments to the Remuneration Policy for Board Members, Committees and Senior Management

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	<p>accommodation expenses and aircraft travel expenses, as determined by the Board of Directors.</p> <p><b>2.2 Remuneration of Senior Management</b></p> <p><b>Members:</b></p> <p>2.2.1 Subject to the provisions of the above general rules and standards, and in accordance with the relevant laws and regulations in general, and the principles and rules of the Saudi Central Bank in particular, the determination of employee remuneration in general and senior management in particular shall take into account the relevant standards and controls detailed in the "Rules of Banking Remuneration" issued by the Saudi Central Bank, in particular related to linking the granting of bonuses and their type to risks, including short-term bonuses, and long-term bonuses according to the percentages and time periods specified for them. Taking into account the following:</p>	<p><del>accommodation and aircraft travel expenses, as determined by the Governing Council.</del></p> <p><b>No Modification</b></p> <p><b>No Modification</b></p>	

### Proposed Amendments to the Remuneration Policy for Board Members, Committees and Senior Management

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	<p>2.2.1.1 Be in line with the Bank's strategy and objectives.</p> <p>2.2.1.2 Define criteria for awarding bonuses and the mechanism for their disclosure, and verify their implementation.</p> <p>2.2.1.3 The criteria for awarding rewards should be linked to performance.</p> <p>2.2.1.4 Remuneration should be determined based on the level of the job, the tasks and responsibilities assigned to the incumbent, academic qualifications, work experience, skills, and level of performance.</p> <p>2.2.1.5 The remuneration should be commensurate with the size, nature and degree of risk of the bank.</p> <p>2.2.1.6 The pool of rewards and incentives associated with performance shall be determined on the basis of the profit rate associated with the degree of risk, and in accordance with the controls, standards, rules and principles of the Saudi Central Bank related to</p>	<p><b>No Modification</b></p>	

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	<p>remuneration, incentives, and related principles and standards.</p> <p>2.2.2 The Board of Directors shall issue, on the recommendation of the Nomination and Remuneration Committee, the policy on the compensation and benefits of the Bank' s employees and senior management and the mechanisms for determining it, provided that , in addition to the above, the special standards and controls set forth in the Banking Remuneration Rules issued by the Saudi Central Bank shall be taken into account.</p>		
<p><b>3. Mechanisms for Monitoring the Implementation and Evaluation of the Policy:</b></p>	<p><b>3- Mechanisms for Monitoring the Implementation and Evaluation of the Policy:</b></p> <p>1.3 The Nomination and Remuneration Committee shall ensure that this policy is applied, as well as ensure that the policy for the benefits and compensation of the Bank's employees and senior management approved by the Board of</p>	<p><b>No Modification</b></p>	

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	<p>Directors is applied, reviewed and evaluated its effectiveness in achieving its objectives.</p> <p><b>1.3.1</b> Determine the time that a member should allocate to the work of the Board or Committee based on the number of expected or planned sessions, the volume of work, the expected tasks, etc., according to the best standards and applications.</p> <p><b>1.3.2</b> Rules governing the granting of shares in the Bank to members of the Board of Directors and the Executive Management, whether in the form of a new issue or shares purchased by the Bank, if so decided.</p> <p><b>1.3.3</b> Determine the criteria, controls and cases in which remuneration or any additional compensation may be paid to any member of the Board or one of its committees for his contribution and additional effort, or for any additional executive, technical, administrative or consulting works or positions - under</p>	<p>1.3.2 The existence of rules/<b>policies</b> governing the issuance of shares in the Bank to the members of the Board of Directors and the Executive Management, whether in the form of a new issue or shares purchased by the Bank, if so decided.</p> <p style="text-align: center;"><b>No Modification</b></p>	

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	<p>a professional license - assigned to him, in addition to the remuneration and compensation he receives for his membership in the Council and its committees.</p> <p>1.4 The Policy is periodically monitored, reviewed and updated as required by the relevant controls or whenever necessary.</p>		
<b>4. Issue , update and amend the policy:</b>	<p><b>4. Issue , update and amend the policy:</b></p> <p>This policy and any update thereto shall be approved by the General Assembly upon the recommendation of the Board of Directors upon the recommendation of the Nomination and Remuneration Committee, and shall be reviewed every two years subject to the following general rules .</p>	<b>No Modification</b>	
<b>5. Final General Rules and Provisions:</b>	<p><b>5. Final General Rules and Provisions:</b></p> <p>1.5 This policy shall be considered as the basis for all matters relating to the remuneration of the members of the Board of Directors, its committees and senior management, and its complementarity, in a manner that does not contradict its mandatory provisions, the relevant laws and regulations and the Bank's Articles of Association – the</p>	<b>No Modification</b>	

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	<p>policy and the decisions issued by the Board of Directors as specified in this policy.</p> <p>2.5 The terms and conditions of this policy are intended to express the laws, regulations, rules and controls issued by the binding regulatory authorities in force as soon as they are issued, and in the event of any amendments to it or any difference between them, what is new and what is binding and on the specified date for compliance therewith, and the rules and provisions contained in the policy shall be updated/amended immediately based on the approval of the Board of Directors.</p>		