



## **Disclosure and Transparency Policy**

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## Chapter (1): Preliminary Provisions

### Article (1): Introduction

In accordance with all relevant laws, rules, and regulations, Alinma endeavors to preserve the values of justice and equality for all shareholders. Due to the significant consequences of implementing this principle, Alinma has created this policy to ensure that best practices in governance are applied in accordance with the guidelines, directives, and policies issued by the Kingdom of Saudi Arabia's regulatory and supervisory authorities.

### Article (2): Purpose

This Policy aims to fulfill the principles of justice, equality and transparency for all shareholders. Furthermore, this policy aims to guarantee that precise and correct information is conveyed to shareholders on specified dates and that information is not leaked to some shareholders but not to others in order to assist them in making well-informed investment decisions.

### Article (3): Definitions

The following terms shall have the meanings set against each of them, unless the context otherwise requires:

Abbreviation	Definition
Alinma	Alinma Bank
Policy	Disclosure and Transparency Policy
Board	Alinma Board of Directors
Committee/Committees	Alinma Board's committees, including Sharia'h Committee
Member/Members	Member of Alinma Board or any of its committees
Sharia'h Committee	A Sharia'h committee responsible for overseeing compliance with the principles and rules of Islamic Sharia'h and the implementation of the same in Alinma products and services
Sharia'h Committee Members	A team of experts whose knowledge and experience extend beyond Islamic Sharia'h and its associated disciplines to encompass the application of modern financial transaction jurisprudence in the formulation of Sharia'h Committee resolutions. Usually, neither the general public nor

	organizations engaged in other activities are the target of these resolutions
Annual Report	The information and data published by Alinma, along with the audited financial statements covering the activities and financial performance during the previous year
SAMA	The Saudi Central Bank
CMA	The Capital Market Authority
Stakeholders	Anyone with an interest in Alinma, including shareholders, investors, customers and suppliers
Disclosure	Disclosure of material information (financial and non-financial) of interest to investors, related parties, and stakeholders on a regular basis or as soon as an event occurs. This way, all parties involved have access to the information at the same time, preventing any party from taking advantage of it before others.
Transparency	The complete disclosure of Alinma's true financial situation. All Tadawul participants should be able to clearly see Alinma's reality from the financial statistics or material occurrences that are announced.
Related Parties	<ul style="list-style-type: none"> <li>a. Major shareholders of Alinma, (those who own 5% or more of Alinma's shares or voting rights).</li> <li>b. Members of Alinma's Board or any of its subsidiaries and their relatives.</li> <li>c. Members of the Board committees and their relatives, including the Sharia'h Committee.</li> <li>d. Senior executives of Alinma or any of its subsidiaries and their relatives.</li> <li>e. Members of the Board of Directors and senior executives of major shareholders in Alinma.</li> <li>f. Establishments, other than companies, owned by a Board member, committee members, senior executives, or their relatives.</li> </ul>

	<p>g. Companies in which any member of the Board, Board's committees, or senior executives are also members of its Board of Directors or senior executives.</p> <p>h. Non-public companies in which any member of the Board, Board's committees, senior executives, or their relatives are partners.</p> <p>i. Joint-stock companies in which any member of the Board, senior executives, committee members, or their relatives own 5% or more, taking into account the provisions of paragraph (e) of this definition.</p> <p>j. Holding or subsidiary companies of Alinma.</p>
Relatives or Kinship Relations	Parents and grandparents up to all levels, children and grandchildren down to all levels, brothers and sisters (including half-brothers and half-sisters), husbands and wives.

## **Chapter (2): Information to be Disclosed**

### **Article (4): Disclosure of Financial Information**

1. Alinma's interim and annual financial statements shall be reviewed by the Board and signed by the authorized Director, CEO, and CFO before being released and distributed to shareholders and other stakeholders.,
2. After receiving SAMA's non-objection, the Board shall approve the interim and annual financial statements as well as the Directors' Report before sending them to the CMA.
3. Alinma will release the interim and annual financial statements via the electronic applications designated by the ACM as soon as the Board approves them and SAMA gives its non-objection. Such statements cannot be distributed to shareholders or other parties before being published on Tadawul.
4. Alinma shall prepare and review its interim financial statements in compliance with the accounting and auditing standards approved by the Saudi Organization for Certified Public Accountants and make them public within a maximum of thirty (30) business days following the conclusion of the financial period covered by such statements.
5. Within a maximum of three (3) months following the conclusion of the annual financial period covered by the financial statements, Alinma shall prepare and audit its annual financial statements in compliance with the accounting and auditing standards approved by the Saudi Organization for Certified Public Accountants. Additionally, Alinma ought to provide these annual financial reports twenty-one (21) days prior to the date of its General Assembly meeting.
6. In order to maintain the independence of the auditor and any partners or employees in their office, Alinma shall ensure that the auditor's reports regarding its financial statements comply with the rules and regulations of the Saudi Organization for Certified Public Accountants, the Banking Control Law, the Companies Law, and Alinma's Articles of Association. This is especially important when it comes to ownership of any shares or securities of Alinma or any of its affiliates.
7. Alinma shall disclose any proposed changes related to capital increase or decrease.
8. Alinma shall disclose to holders of listed shares any resolution to declare, recommend, or carry out dividend distributions or portion thereof, or make other distributions.
9. Any resolution or recommendation that dividends, or any portion thereof, should not be paid or publicized in the regular sequence of events shall be disclosed by Alinma.
10. Alinma shall disclose the total quantity, number, and value of its securities as well as any resolution to call, repurchase, draw, redeem, or offer to buy them.
11. Alinma shall disclose any change in the rights attached to any class of listed shares or convertible debt instruments.

## **Article (5): Remuneration Disclosure**

In the Director's Report, the Board shall disclose the remuneration, ensuring that such disclosure includes the following:

1. Disclosure of the remuneration policy and the mechanism of fixing the Executive Management and Board members' remuneration.
2. A thorough, accurate and transparent disclosure of remuneration granted to members of the Board and the Executive Management, whether directly or indirectly, without any kind of concealment or deception, including cash, benefits, or advantages of any kind. If the advantages consist of Alinma's shares, the share value shall be the market value at the entitlement date.
3. Providing clarification on the relationship between remuneration and the Remuneration Policy in place and outlining any significant deviation therefrom.
4. Declaration of essential details regarding the remuneration and compensations paid to each of the following separately:
  - a. Board members.
  - b. Five of the senior executives who received the highest remuneration, including the CEO and CFO.
  - c. Committee members.

## **Article (6): Disclosure of the Directors and Senior Executives' Information**

The Board shall organize disclosures of each Director and Senior Executive, taking the following into account:

1. The Board Secretary shall maintain a register for the disclosures of Directors and the Executive Management and update it regularly based on the disclosures required under the relevant rules and regulations.
2. Shareholders shall be enabled to access the disclosure register free of charge.
3. Information to be disclosed by Directors and Senior Executives under the relevant rules and regulation includes, but is not limited to:
  - a. A commitment to disclose when a Director or Senior Executive becomes an owner or has an interest in any of Alinma's equity or convertible debt instruments.
  - b. When there is an increase or decrease in the ownership or interest of any Director or Senior Executive by 50% or more of the shares or convertible debt instruments, or by 1% or more of Alinma's shares or convertible debt instruments, whichever is less, unless the increase or decrease is due to a capitalization issue or an increase in Alinma's capital (to buy a bank or an asset) or a decrease in Alinma's capital.

- c. A commitment by the Director to disclose to the Board or the General Assembly any situation in which his interests are in direct or indirect conflict with Alinma's interest.
- d. A commitment by the Director to immediately inform the Board of any direct or indirect interest in the business and contracts made for the account of Alinma and refrain from voting on the decisions to be taken with respect thereto.
- e. The Chairman of the Board shall inform the Ordinary General Assembly at the time of its convening of the business and contracts in which a member of the Board has a direct or indirect interest. The notice shall include information provided by the Director to the Board in accordance with the provisions of Article (28) of the Corporate Governance Regulation issued by the CMA. A special report of the External Auditor shall be attached with the notice.
- f. A commitment by the Director to fully and promptly inform the Board of his direct or indirect involvement in any business that would compete with Alinma in an area of its activity.
- g. A commitment by the Independent Director to inform the Board in the absence of independence.
- h. In the event of a Director's resignation and having observations on Alinma's performance, such Director shall submit a written statement to the Chairman of the Board and shall be circulated to other Directors, with a copy thereof to SAMA.

#### **Article (7): Disclosure of the Audit Committee Report**

- 1. The report of the Audit Committee shall detail its performance of its competencies and duties stipulated in relevant rules and regulations, its recommendations and feedback on the adequacy of Alinma's systems of internal/financial control and risk management.
- 2. The Board shall make available sufficient copies of the Audit Committee's report at Alinma's Head Office/website and the CMA's website (when publishing the invitation to convene the General Assembly). A summary of the report shall be read at the General Assembly meeting.

#### **Article (8): Disclosure Related to the Sharia'h Committee**

- 1. Alinma shall disclose the Sharia'h Board's data in its annual report, provided that the report includes at least the following:
  - a. Statement on the Independence of the members of the Sharia'h Committee.
  - b. The Curriculum Vitae of the members of the Sharia'h Committee that outlines their qualifications and experiences.
  - c. Any change in the membership of the Sharia'h Committee during the fiscal year.

2. Alinma shall annually disclose through the (website/Alinma Sharia'h publications app) the Sharia'h resolutions issued by the Sharia'h Committee during the past fiscal year, taking into account confidentiality and competitiveness. The resolutions shall include the following:

- a. The name of the product/service offered by Alinma based on the resolutions of the Sharia'h committee.
- b. Justifications of the resolutions of the Sharia'h Committee.

#### **Article (9): Disclosure Related to Governance**

Alinma discloses its governance policies, procedures, and related documents by publishing them on its website or any other means according to its internal policy, including the following:

1. Articles of Association.
2. Governance Manual and other related documents.
3. The Directors' Report.
4. Quarterly preliminary financial statements and annual closing accounts.
5. Annual Audit Committee Report.
6. Annual Governance and Compliance Report.
7. Results of the General Assembly meeting.
8. All announcements published on Tadawul, except announcements related to financial results and dividend distribution.
9. Any reports or documents that Alinma deems to enhance the process of disclosure and transparency in accordance with the relevant rules and regulations.

#### **Article (10): Disclosure Related to CSR Policies**

Alinma discloses its CSR contributions and objectives and the procedures related to employees, the community, and the environment at least once a year in the Directors' Report, Alinma's website, and other communication channels approved by the authority responsible for Alinma's CSR activities.

## **Chapter (3): Disclosure to Competent Authorities**

### **Article (11): Disclosure to SAMA**

1. The Board, or its authorized person, shall inform SAMA of any penalty imposed on Alinma by any supervisory, regulatory or judicial authority that may affect Alinma's business, within ten (10) business days from the date of the penalty.
2. Alinma shall notify SAMA within five (5) business days in case the independent member's loss of independence.
3. Informing SAMA in writing of accepted resignation/termination of a Director or Senior Executive for whatever reason, within five (5) business days.
4. Alinma shall provide SAMA with copies of the minutes of meetings of the General Assembly within no more than fifteen (15) days from the meeting date.
5. Alinma shall inform the Chairman of the Board in writing of the observations of the resigning member related to Alinma's performance. The Chairman shall, in turn, inform other members and SAMA of the same.

### **Article (12): Disclosure to the CMA**

1. The Board shall provide the CMA with copies of the General Assembly meeting agenda ten (10) days before the meeting date.
2. Alinma shall announce to the public and inform the CMA and Tadawul of the results of the General Assembly immediately upon its conclusion in accordance with the CMA controls.
3. Alinma shall inform the CMA of the names of the Board members and the nature of their memberships within five (5) business days from the start of the Board's term or from the date of their appointment, whichever is earlier, and any changes to their membership within five (5) days from the date of the changes.
4. Alinma shall inform the CMA of the names of the members of the Board's committees and the nature of their memberships within five (5) business days from the date of their appointment and any changes that occur to their memberships within five (5) days from the date of such changes.

### **Article (13): Immediate Disclosure to TADAWUL and Supervisory and Regulatory Authorities**

Alinma shall immediately disclose to TADAWUL and the public any of the events stipulated in Article (41) of the Listing and Registration Rules, as well as events stipulated in Article (80) of the Rules of Securities Offering and Continuing Obligations.

## **Chapter (4): Disclosure Methods**

### **Article (14): Disclosure through the Website, Media, and Social Media Platforms**

Since its website is one of the most crucial channels for communicating with investors, shareholders, and the public, Alinma gives it careful consideration. As a result, it is constantly being updated and developed. Information pertaining to CSR, the Board, and its committees is checked and validated by the CG Management before being posted on the website. This is to ensure that this information and its contents comply with the regulatory disclosure requirements for banks and listed joint-stock companies and to avoid any violations that may occur due to the publication of confidential information under the relevant rules and regulations.

### **Article (15): Disclosure in the Directors' Report**

The Board shall draft a report that covers all its operations during the last fiscal year and the factors influencing them. Everything listed in Article (87) of the Corporate Governance Regulation should be included in the Directors' Report.

## **Chapter (5): Disclosure Mechanism**

### **Article (16): Disclosure Mechanism**

Alinma, represented by the Board and the Executive Management, shall make the required disclosures to the appropriate authorities in a clear and explicit written format and in compliance with applicable rules and regulations. Alinma's website will host all information that has to be made public as well as any extra content that is made available through other means.