Extraordinary General Assembly Meeting No. (4) attachments

Attachment of Item No. (6)

A statement of the dividends to be distributed to shareholders for the second half of 2022, based on the resolution of the Board of Directors on December 20, 2022.					
Total amount distributed	**Number of Shares Eligible for Dividends**	**Dividend per share**	**Percentage of Dividend to the Share Par Value (%)**	**Eligibility date**	**Distribution Date**
SAR 996,095,898	1,992,191,796 shares	SAR 0.50 after deduction of Zakat	%5	30/04/2023	11/05/2023

Attachment of Item No. (9)

Sharia'h Committee Charter before amendments

Sharia'h Committee Charter

BW CH-018

Version 3.0

February 23, 2021

1. Purpose

This Charter aims to establish the regulatory framework for the Sharia'h Committee of Alinma Bank in accordance with the Sharia'h Governance Framework issued by the Saudi Central Bank (SAMA) on 18/06/1441, the provisions of Article (52) of the Articles of Association of the Bank, and the relevant policies and charters of the Bank.

2. Description

This Charter includes the following subject (and items):

- Charter's Objective.
- Objectives and Mandate.
- Membership and Formation.
- Meetings and Resolutions.
- Secretariat.
- General Terms.

3. Charter's Objective

This Charter aims to create a regulatory framework that includes the terms and controls governing the establishment of the Committee, objectives and mandate, method of performing tasks and all other relevant matters as stipulated in the rules and regulations issued by supervisory and regulatory authorities in the Kingdom of Saudi Arabia.

4. Objectives, Duties and Responsibilities.

4.1 Objectives:

4.1.1 Defining Sharia'h provisions with respect to all transactions executed by the Bank.

4.1.2 Verifying that the Bank transactions are Sharia'h –compliant.

4.1.3 Participating in discussion and review of issues that promote the Bank's performance in relation to Sharia'h -compliance as well as maintaining the Islamic identity of the Bank in terms of policies, procedures and standards

4.1.4 Enhancing the Bank's contribution in introducing and developing Islamic banking.

4.2 Duties and Responsibilities:

The Committee's role is to study all transactions and activities carried out by the Bank's groups from Sharia'h perspective. The Committee shall also perform internal Sharia'h audit on the Bank's activities. The most important functions performed by the Committee are:

4.2.1 Examining the Bank's transactions, contracts, agreements, documents and forms and then issuing necessary resolutions and instructions.

4.2.2 Participating, with other departments of the Bank, in product innovation and development in light of Sharia'h provisions.

4.2.3 Monitoring the Bank compliance with Sharia'h provisions in all its transactions and activities as well as ensuring the proper implementation of the Committee's resolutions.

4.2.4 Approving Sharia'h compliance standards in light of which internal Sharia'h audit operates.

4.2.5 Reviewing Sharia'h-compliance reports and issuing relevant directives and resolutions.

4.2.6 Developing Sharia'h mechanisms for the disposal of funds earned or acquired in violation of Sharia'h principles and supervising disbursement of the same.

4.2.7 Reviewing the Bank's annual financial statements from Sharia'h perspective.

4.2.8 Issuing an annual report on the Bank's performance from a Sharia'h compliance perspective, circulating it to the Board and shareholders, and providing responses to shareholders' questions related to the report.

4.2.9 Evaluating the technical performance of the Committee's Secretariat.

4.2.10 Ensuring that Sharia'h policies and procedures prepared by the Bank are in line with Sharia'h terms and principles.

4.2.11 Informing the Board if the Bank engages in activities violating Sharia'h provisions and principles and recommending appropriate remedial measures.

4.2.12 Providing Sharia'h advice to related parties, such as the Legal Advisor, External Auditors, or Advisory Bodies regarding Sharia'h issues related to the Bank's transactions.

4.2.13 Notifying SAMA of cases where anti-Sharia'h activities are not addressed effectively or adequately or no corrective measures have been taken by the Bank regarding such cases.

5. Membership and Formation

5.1 Number of Members

5.1.1 The number of the Committee's members should not be less than three (3) and not more than five (5), including the Chairman.

5.1.2 The Chairman should be an independent member.

5.1.3 The number of independent members should not be less than two third of the Committee's members.

5.2 Committee's Session

5.2.1 Each session shall extend for three (3) consecutive years, commencing as of the date of approval by the General Assembly of the recommendation of the Board related to the appointment of the Committee's members.

5.2.2 The session shall automatically be extended to the date on which the General Assembly issues a resolution regarding the Committee.

5.3 Membership Terms

The Committee's member should possess the following:

5.3.1 The ability to objectively exercise sound judgement and to have appropriate personal qualities.

5.3.2 Integrity, honesty, good reputation, competence and responsibility.

5.3.3 To have the following qualifications and skills:

5.3.3.1 **Leadership**: the member should possess leadership skills, the ability to grant powers that encourage performance to apply the best practices in the field of effective management and compliance to professional values and ethics.

5.3.3.2 **Neutrality and objectivity**: the ability to be neutral and objective in decision-making without being influenced by management or other external bodies.

5.3.3.3 **Competence**: to be a specialist in the jurisprudence of financial transactions, has obtained training and related skills, interest in continuous education, more than five (5) years' experience in Islamic banking, compliance and financial transactions audit.

5.3.3.4 Adequate Sharia'h and financial knowledge, and the ability to read and understand financial statements and reports.

5.3.4 The members shall collectively possess various professional, practical, administrative skills as well as Sharia'h and financial expertise.

5.4 Lack of Independence Cases:

The member's independence - if required - could not be attained in the following cases:

5.4.1 Ownership of 5% or more of the Bank/subsidiary's shares.

5.4.2 Representation of a legal person owning 5% or more of the Bank/subsidiary's shares.

5.4.3 Having kinship relation with any Board member or senior executive in the Bank/subsidiary.

5.4.4 If the member is a Board member in one of the Bank's subsidiaries.

5.4.5 If he is, or has been, employed during the past two years by the Bank, a subsidiary of the Bank or any party dealing with the Bank, such as auditors and major suppliers, or having control shares in any of the foregoing.

5.4.6 Having a direct or indirect interest in the business and contracts concluded for the account of the Bank.

5.4.7 If he receives funds from the Bank in addition to the remuneration or compensation against his membership in the Committee.

5.4.8 Having a credit relationship with the Bank (credit cards, credit facilities, guarantees ... etc.) in his name or in the name of one of his relatives in excess of SAR 300.000.

5.4.9 Involvement in a competitive business, or trading in any of the activities exercised by the Bank.

5.4.10 Spending more than six (6) continuous years or nine (9) separate years as a member of the Committee.

5.4.11 The works and contracts concluded with the Committee's member to meet his personal needs shall not be deemed as an interest precluding independence and requiring a license from an ordinary General Assembly, if such works and contracts are concluded under the same terms and conditions applied to other contractors and dealers and were within the normal business of the Bank, unless the Nomination and Compensation Committee deems otherwise.

5.5 Members Appointment Method

5.5.1 The Committee and its members and Chairman shall be formed and appointed for each session pursuant to a resolution by the Board recommending the same, provided that the approval of the General Assembly is obtained for the appointment of members.

5.5.2 The appointment of the Committee's members shall be based on a recommendation from the Nomination and Compensation Committee after obtaining a written non-objection from SAMA.

5.5.3 The Board may reappoint the Committee's members, or some of them, for more than one session, subject to the provisions of paragraphs 5.3 and 5.4.

5.5.4 The Bank may not appoint any member in the Committee who works for another Sharia'h Committee of a bank operating in the Kingdom of Saudi Arabia.

5.6 Committee's Independence

5.6.1 Organizationally, the Committee shall report to the Board. However, it shall be independent from the Board and all executive departments of the Bank.

5.6.2 Sharia'h resolutions issued by the Committee may not be ignored or modified without the Committee's approval.

5.6.3 The Committee shall obtain accurate and complete information from the management. The Committee shall have the right to request additional information from the management in case the information provided is not sufficient.

5.6.4 If the Committee is not provided with the required information, the Board shall be informed and should take the appropriate remedial action.

5.7 Members Increase/Decrease during a Session

5.7.1 If the number of the Committee's members falls below the minimum number stated in Clause (5.1.1), or the membership of all members expires during the session for any of the reasons stipulated in paragraphs (3,4,5,6) of Clause (5.10); the Board shall appoint new members to complete the minimum number. The Committee shall continue to perform its works according to its mandate stipulated in Clause (4.2) as an exceptional session ending on the date of the first General Assembly following the date of the appointment of the committee by the Board.

5.7.2 Subject to the provisions of paragraph 5.6.1 above; the Board may appoint one or more members, not exceeding the maximum number set in Clause (5.1.1), in the following two cases:

a. If the number of the Committee's members becomes less than the number approved by the General Assembly but the gap does not fall below the minimum;

b. If the Committee or the Board wishes to add other members in excess of the number approved by the General Assembly.

5.8 First Meeting After Appointment

5.8.1 The Chairman of the Board, or his representative, shall invite the members of the Committee appointed in the General Assembly to the first meeting within no more than three (3) months from the date of appointment.

5.8.2 The Chairman shall select, from among the Committee's members, a Vice-Chairman to assume his duties during his absence.

5.9 Duties of the Committee's Members

The Committee's member shall assume the following duties:

5.9.1 Preparing for meetings and revising topics listed on the meeting agenda.

5.9.2 Attending the meetings and providing feedbacks. In case of absence for acceptable excuse, the Chairman should be informed in advance.

5.9.3 Signing minutes and resolutions issued by the committee.

5.9.4 Attending scientific seminars organized by the Secretariat.

5.9.5 Attending and participating in the General Assembly as set out in clause (6.5).

5.9.6 Clearly knows his duties and responsibilities arising from committee membership. Enabling other members to express their views freely. Urging discussion of issues and taking feedback of specialists, if required.

5.9.7 Informing the Board of any interest, whether direct or indirect, in the business and contracts concluded for the Bank's account, or its direct or indirect participation in any business that would compete with the Bank.

5.9.8 Not to reveal any secrets obtained through his membership in the Committee.

5.9.9 The Committee's members shall maintain; and not misuse, the confidentiality of the internal information obtained while performing their duties. Likewise, confidential or sensitive information obtained by any member during the performance of his work may not be used in any way that may harm the Bank.

5.10 Duties and Jurisdictions of the Chairman

In addition to tasks set out in Clause (5.9), the Chairman shall assume the following:

5.10.1 Managing the Committee's meetings.

5.10.2 Representing the Committee before the General Assembly and delivering its periodic report.

5.10.3 Representing the Committee in public meetings inside and outside the Bank.

5.10.4 Ensuring that the members receive timely, complete, clear, correct and reliable information.

5.10.5 Ensuring that the Committee discusses all Sharia'h issues referred to it in an efficient and timely manner.

5.10.6 Encouraging members to carry out their duties effectively.

5.11 Membership Expiry

Membership expires in the following cases:

5.11.1 Expiry of the Committee's session.

5.11.2 Issuance of a resolution by the General Assembly or the Board terminating membership.

5.11.3 The death of a member. In this case, membership expiry date shall be the death date.

5.11.4 A written resignation of a member. Resignation shall be deemed effective as of the date of its approval by the Chairman and the Board.

5.11.5 Loss of Sharia'h capacity. Termination of membership in this case shall be effective as of the date of losing such capacity.

5.11.6 Absence from five (5) meetings without an excuse accepted by the Chairman. Membership in this case shall be terminated under a resolution by the Chairman and approval of the Board.

5.11.7 The Bank shall notify SAMA in writing within five (5) business days upon accepting the resignation of a member or expiry of membership for any reason whatsoever. The resigned member should also submit resignation and justifications to the Board and send a copy thereof to SAMA. Likewise, the membership of the Committee may not be terminated before the end of its term, except with an acceptable justification.

5.11.8 The Bank shall notify SAMA within (5) business days in the event that the independence of any member has ceased to exist for any reason.

6. Meetings and Resolutions

6.1 Periodic and Emergency Meetings

6.1.1 The Committee shall hold no less than four (4) meetings per year. It may hold more meetings, if required.

6.1.2 The Committee shall hold an emergency meeting at the request of the Chairman or two of its members, or at the request of the Chairman of the Board, the Managing Director or the CEO of the Bank.

6.1.3 The Committee's meetings shall be held with the attendance of the majority of its members.

6.1.4 The Committee meetings shall be held at the Headquarters of the Bank, or, if required, in any other location.

6.1.5 The member's attendance rate should not be less than 75% of the meetings held during a fiscal year.

6.1.6 The Committee's meetings should be documented. Minutes shall be prepared for such meetings, which include discussions, resolutions, voting results, attendees, objections raised (if any) and reasons. The minutes shall be saved in a special and organized record and signed by all attendees.

6.2 Resolutions

6.2.1 The Committee shall issue its resolutions with the votes of the majority of its members. In the event of equal votes, the side with which the Chairman has voted shall prevail.

6.2.2 Opposing opinions shall be recorded in the minutes of meeting. Any member who objects or reserves to a resolution shall have the right to record his opinion briefly upon signing such resolution.

6.2.3 The resolutions of the committee shall be binding and enforceable as of the date of informing the Bank, unless the resolution specifies another date for enforceability.

6.2.4 The annual report on the Bank's performance from the Sharia'h perspective shall be issued pursuant to a resolution by the Committee.

6.3 Remote Meetings and Resolution Passing

6.3.1 The Committee may hold meetings with the participation of some of its members via phone or any other remote meeting means and, in this case, the meeting shall be deemed regular as if it was convened by the presence of members in the meeting room.

6.3.2 The Committee may issue urgent resolutions by passing. In order for a resolution to be issued in this case, the consensus of the members should be obtained and the resolution issued by passing shall be presented before the Committee's first meeting convened after the issuance of such resolution.

6.4 Meeting with the Board

The Committee shall meet with the Board once or more a year at the request of the Committee or the Board to consider issues related to the Bank's performance from Sharia'h perspective.

6.5 Attending the General Assembly

6.5.1 The Committee shall attend the meeting of the General Assembly to deliver the periodic report on the Bank's performance from the Sharia'h perspective.

6.5.2 While attending the meeting of the General Assembly, the Committee shall be responsible for providing responses to shareholders' questions or feedback related to the Sharia'h aspect of the Bank activities. Responses shall be based on the last conclusion reached by the Committee regarding the subject matter of the feedback or question.

6.5.3 If the Committee does not have a previous opinion on the subject matter of the feedback or question, the Chairman may announce the opinion which may be reached by the Committee during the meeting. Otherwise, the issue shall be referred for future study. Shareholders shall later be briefed with the conclusion reached by Committee.

6.6 Meeting Attendance by Non-Members

The Committee may invite non- members, whether from inside or outside the Bank, to attend any meeting with no voting rights.

7. Secretariat

7.1 Appointment

7.1.1 The Committee shall have a dedicated technical and administrative body (the Sharia'h Committee Secretariat) to support it in achieving its goal and performing its tasks. The Bank may amend the Secretariat name, as it deems appropriate for its organizational structure.

7.1.2 Administratively and financially, the Secretariat constitutes one of the Groups of the Bank and shall therefore be treated according to applicable practice in Bank.

7.1.3 Technically, the Secretariat shall report to the Committee. The Committee shall be independent from all departments of the Bank.

7.1.4 The Secretary General shall be nominated by the Bank and, after the approval of the Committee, shall be appointed according to applicable procedures of the Bank. He will report to the CEO directly.

7.2 Responsibilities

The Secretariat shall support the Committee in carrying out the powers and tasks entrusted to it according to the policies and procedures drawn by the Committee, namely:

7.2.1 Carrying out Sharia'h studies and research.

7.2.2 Preparing topics to be presented before the Committee and fulfilling the requirements of submission, including information and studies, review of contracts and agreements, review of concepts, structure, terms and conditions document, bulletins, brochures, advertising materials and documents that should be approved by the Committee.

7.2.3 Preparing minutes of meetings and draft resolutions.

7.2.4 Carrying out Sharia'h compliance activities represented by (i) regular evaluation of the Bank's activities and transactions in order to ensure compliance of the same with Sharia'h provisions and principles; (ii) ensuring the level of the Bank's compliance with Sharia'h provisions and principles, effectiveness of the corrective procedures to address cases of non-compliance and existing control mechanisms to avoid recurrence of non-compliance cases, so that the tasks of Sharia'h compliance include all banking operations, including Sharia'h-compliant banking products.

7.2.5 Managing the risks of non-compliance with Sharia'h provisions in coordination with the Risk Management, so that such task will be part of the Bank's integrated risk management framework.

7.2.6 Auditing the Bank's transactions and preparing Sharia'h performance reports, based on the following:

- Conducting an internal Sharia'h audit in areas of material importance at least once a year, based on the Bank's risk register. Sharia'h audit can be performed as part of the specific audit process for the Bank in other specialized areas, according to risk level and the rate of non-compliance impact in these areas.
- The Audit Committee shall approve the objectives of the internal Sharia'h audit. The targets should be in line with accepted and common standards of internal audit.
- The task of internal Sharia'h audit shall be conducted by internal Sharia'h auditors with relevant knowledge and adequate training. They may seek the assistance of specialized staff without affecting the audit objectivity.

7.2.7 The results and observations of internal Sharia'h audit shall be submitted to both the Committee and the Audit Committee.

7.2.8 Contributing to the development of formulations, contracts and product innovation in light of Sharia'h provisions.

7.2.9 Providing scientific services in support of the Committee's work using appropriate methods.

7.2.10 Holding scientific seminars on topics related to the Sharia'h aspects of the Bank's business.

7.2.11 Maintaining products and documents (minutes, resolutionsand studies) related to the work of the Committee and facilitating reference to them.

7.2.12 Communicating with relevant Sharia'h authorities in financial institutions and other bodies, such as Sharia'h boards, jurisprudence academies, scientific centers and institutions, according to applicable procedures of the Bank.

7.2.13 Communicating with the Bank's employees and clients, receiving their feedbacks and inquiries related to Sharia'h aspects, and addressing them in an appropriate manner in accordance with the Bank's policies and procedures.

7.2.14 Raising awareness of Islamic banking according to applicable procedures of the Bank.

7.3 Conditions of the Secretary

The Secretary should:

7.3.1 be interested in financial transactions.

7.3.2 be of a good reputation.

7.3.3 have technical and administrative experience in this field.

7.3.4 be dedicated to the work of the Secretariat.

7.4 Duties of the Secretary

The Secretary shall assume all responsibilities related to supervising the Secretariat and following up the implementation of its duties. In particular, the Secretary shall assume the following tasks:

7.4.1 Managing the Secretariat, preparing the annual action plan, and supervising its technical and administrative implementation.

7.4.2 Forming the Secretariat, including the appointment of its staff.

7.4.3 Nominating specialized Sharia'h Advisors and Controllers.

7.4.4 Calling for meetings and preparing relevant agenda.

7.4.5 Attending meetings, documenting discussions, drafting minutes, and preparing draft resolutions.

7.4.6 Revising the minutes of the General Assembly meeting with special emphasis on Sharia'h aspects.

7.4.7 Preparing Sharia'h control standards and submitting them to the Committee.

7.4.8 Creating and updating Sharia'h control mechanisms and methods.

7.4.9 Preparing the periodic control report and submitting it to the Committee.

7.4.10 Preparing an annual report on the performance of the Secretariat and submitting it to the Committee.

7.4.11 Establishing committees and contracting with relevant consultants and researchers on part-time basis, according to the Bank's procedures.

7.4.12 Representing the Bank in joint committees and meetings between the Bank and other related parties on Sharia'h-related issues.

7.4.13 Developing appropriate policies and procedures to file documents and products (minutes, resolutions, and studies) related to the work of the Committee and the Secretariat, and facilitating reference thereto.

7.5 Appointment of the Secretariat Staff

7.5.1 The Secretary shall nominate candidates and appointment shall be according to the applicable procedures of the Bank.

7.5.2 The Secretariat staff shall be subject to the same financial and administrative instructions and regulations applied to the Bank's staff.

8. General Terms

8.1 Appointment of Specialized Committees and Consultants

8.1.1 If required, the Committee may form a permanent or temporary committee from its members.

8.1.2 The Committee may seek the assistance of consultants and researchers, as it deems appropriate. The Committee may also form committees from external members, who will be hired through the Secretariat according to the Bank's established procedures.

8.1.3 Subject to the provisions of Clause 5.4, the Bank may hire one or more members of the committee to carry out supervisory or advisory Sharia'h tasks, provided that such tasks shall not be among the member's duties under his membership stipulated in Clause 5.9.

8.2 Financial Dues

Based on the recommendation of the Nomination and Compensation Committee, the Board shall issue a financial charter that includes the remuneration of the committee's members in return for membership, meeting attendance (including other committees meetings and scientific meetings organized by the Secretariat, etc.), the committee's expenses, and benefits related to its work.

8.3 Procedural Manual of the Committee's Work

The Committee shall prepare a manual that defines the procedural aspects of its work and shall be approved by the votes of the majority of its members.

8.4 The Committee's Products and Documents

8.4.1 All resolution, minutes, research, studies and other materials issued by the Committee, the Secretariat, or their affiliated committees, or advisors and researchers shall be deemed an exclusive property of the Bank.

8.4.2 The Committee's works and documents during the study and presentation stages shall be deemed confidential.

8.4.3 Resolutions issued by the Committee should be available for publication after the expiry of three (3) months from the date of issuance, with the exception of resolutions that the Bank deems appropriate for circulation before that date. The Bank shall have the right to postpone the circulation of any resolution related to its products, if its interest so requires, and circulation shall not be made without the Bank's written consent.

8.4.4 The Bank should enable its Clients to access the Committee's resolutions regarding any deal to be concluded with them.

8.4.5 The Secretariat may publish any minutes, research and studies according to an approved policy, if such publication serves the interests of the Bank

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9. Implementation

This Charter shall be deemed effective as of the date of its approval by the General Assembly, except the content of paragraphs (5.1.2, 5.1.3, 5.5.2, 5.5.4, 5.11.8) and Article 5.4, which will come into full force and effect as of 01/01/2023 as provided for in the Sharia'h Governance Framework issued by SAMA (Circular No. 41042498, dated 18/06/1441).

10. Review and Update

Any future amendments to this Charter shall not be effective unless approved by the General Assembly, as recommended by the Board.

11. Definitions and Abbreviations

The following table shows the terms used within this Charter:

Abbreviation	Description
Charter	Sharia'h Committee Charter
Bank	Alinma Bank
General Assembly	General Assembly of the Bank
Board	Board of Directors of the Bank
Committee	Sharia'h Committee of the Bank
Chairman	Chairman of the Sharia'h Committee of the Bank
Secretariat	The technical and administrative team providing support to the Sharia'h Committee of the Bank
Secretary	Secretary General of the Sharia'h Committee of the Bank
Session	The Committee's session, which is the term between appointment and termination.

Kinship Relation	Fathers, mothers, grandparents, grandmothers, husbands spouses, children and their children, brothers and sisters, half-brothers/sisters.
Stakeholders	Any person with an interest in the Bank, such as shareholders, employees, investors, creditors, clients, suppliers and supervisors.

Attachment of Item No. (9)

Sharia’h Committee Charter after amendments

Sharia’h Committee Charter

BW CH-018

Version 4.0

(GA approval date)

Article (1): Introduction

This Charter has been prepared to define the framework of the Sharia'h Committee's tasks based on the provisions of Alinma Bank's Articles of Association, relevant policies and charters of the Bank and other rules and regulations issued by supervisory and regulatory authorities.

Article (2): Purpose

The purpose of this Charter is to set the framework of the formation of the Committee and the performance of its functions in an efficient and effective manner.

Article (3): Role of the Committee members

The Committee is an independent body formed by the Board of Directors to exercise the authorities conferred upon it by the Board in conformity with applicable rules and regulations, including:

3.1 Demonstrating Sharia'h provisions regarding all transactions executed by the Bank.

3.2 Verifying that all the Bank transactions are Sharia'h –compliant.

3.3 Participating in discussion and review of issues that promote the Bank's performance in relation to Sharia'h -compliance as well as maintaining the Islamic identity of the Bank in terms of policies, procedures and standards.

3.4 Enhancing the Bank's contribution in introducing and developing Islamic banking.

Article (4): Membership

4.1 The Chairman and members of the Committee shall be appointed pursuant to a resolution by the Board.

4.2 The number of the Committee's members should not be less than three (3) and not more than five (5) members.

4.3 The Committee's members shall be appointed based on a recommendation made by the Nomination and Compensation Committee after obtaining a written non-objection from SAMA.

4.4 The Chairman of the Board should be an independent member and may delegate any member to chair the Committee's meetings during his absence.

4.5 The number of independent members should not be less than two third of the Committee's members.

4.6 The membership term for the Committee's session shall be three (3) years, commencing as of the date of the Board's resolution related to the formation of the Committee.

4.7 The Committee's members may resign after serving a written notice to the Chairman of the Committee and the Board, provided that such resignation is presented before the Board.

4.8 If for any reason the position of any member of the Committee becomes vacant, the Board shall appoint a replacement member to complete the remaining period, taking into account the conditions that should be met by such member. The new member shall complete the term of his predecessor after obtaining official approvals from the relevant supervisory and regulatory authorities.

4.9 The membership of the Committee's member shall be dropped if he fails to attend 25% of the meetings without a prior permission from the Chairman of the Committee or an acceptable excuse approved by the majority of attendees.

4.10 SAMA should be notified in writing within five (5) business days upon the expiry of the membership of any member or the change to his capacity.

4.11 The Bank shall not be allowed to appoint any member in this Committee working for another Sharia'h Committee in any of the banks operating in the Kingdom of Saudi Arabia.

4.12 **The Committee's member should possess the following**:

4.12.1 The ability to objectively exercise sound judgement and to have appropriate personal qualities.

4.12.2 Integrity, honesty, good reputation, competence and responsibility.

4.12.3 To have the following qualifications and skills:

4.12.3.1 **Leadership**: the member should possess leadership skills, the ability to grant powers that encourage performance to apply the best practices in the field of effective management and compliance with professional values and ethics.

4.12.3.2 **Neutrality and objectivity**: the ability to be neutral and objective in decision-making without being influenced by management or other external bodies.

4.12.3.3 **Competence**: to be a specialist in the jurisprudence of financial transactions, has obtained training and related skills, interest in continuous education, more than five (5) years' experience in Islamic banking, compliance and financial transactions audit.

4.12.3.4 Adequate Sharia'h and financial knowledge, and the ability to read and understand financial statements and reports.

4.12.3.5 The members shall collectively possess various professional, practical, administrative skills as well as Sharia'h and financial expertise.

4.13 **Lack of Independence Cases:**

The member's independence - if required - could not be attained in the following cases:

4.13.1 Ownership of 5% or more of the Bank/subsidiary's shares.

4.13.2 Representation of a legal person owning 5% or more of the Bank/subsidiary's shares.

4.13.3 Having kinship relation with any Board member or senior executive in the Bank/subsidiary.

4.13.4 If the member is a Board member in one of the Bank's subsidiaries.

4.13.5 If he is, or has been, employed during the past two years by the Bank, a subsidiary of the Bank or any party dealing with the Bank, such as auditors and major suppliers, or having control shares in any of the foregoing.

4.13.6 Having a direct or indirect interest in the business and contracts concluded for the account of the Bank.

4.13.7 If he receives funds from the Bank in addition to the remuneration or compensation against his membership in the Committee.

4.13.8 Having a credit relationship with the Bank (credit cards, credit facilities, guarantees ... etc.) in his name or in the name of one of his relatives exceeding the limit specified in the relevant regulations.

4.13.9 Involvement in a competitive business, or trading in any of the activities exercised by the Bank.

4.13.10 Spending more than six (6) continuous years or nine (9) separate years as a member of the Committee.

4.13.11 The works and contracts concluded with the Committee's member to meet his personal needs shall not be deemed as an interest precluding independence and requiring a license from an ordinary General Assembly, if such works and contracts are concluded under the same terms and conditions applied to other contractors and dealers and were within the normal business of the Bank, unless the Nomination and Compensation Committee deems otherwise.

4.14 **Duties and Responsibilities of the Committee's Members**

The Committee's member shall assume the following duties:

4.14.1 Preparing for meetings and revising item listed on the meeting agenda.

4.14.2 The percentage of meeting attendance during a financial year should not be less than 75%. Members should also provide feedbacks regarding meeting agenda. In case of absence for acceptable excuse, the Chairman should be informed in advance.

4.14.3 Signing minutes and resolutions issued by the committee.

4.14.4 Attending scientific seminars organized by the Cmmittee's Secretariat.

4.14.5 Clearly recognizes his duties and responsibilities arising from committee membership. Enabling other members to freely express their views. Urging discussion of issues and taking feedback of specialists, if required.

4.14.6 Informing the Board of any direct or indirect interest in the business and contracts concluded for the Bank's account, or its direct or indirect participation in any competitive business.

4.14.7 Not to disclose any secrets obtained through membership in the Committee.

4.14.8 The Committee's members shall maintain; and not misuse, the confidentiality of internal information obtained while performing their duties. Likewise, confidential or sensitive information obtained by any member during the performance of his work may not be used in any way that may harm the Bank.

Article (5): Scope of Authority

The Committee's authorities shall be determined in accordance with the Authority Matrix approved by the Board in line with applicable rules and regulations.

Article (6): Duties and Responsibilities of the Committee

The Committee shall carry out the following duties and responsibilities in accordance with the Committee's authorities stipulated in the Authority Matrix approved by the Board and other applicable rules and regulations:

6.1 Examining the Bank's transactions, contracts, agreements, documents and forms and then issuing necessary resolutions and instructions.

6.2 Participating, with other departments of the Bank, in product innovation and development in light of Sharia'h provisions.

6.3 Monitoring the Bank compliance with Sharia'h provisions and ensuring the proper implementation of the Committee's resolutions.

6.4 Approving Sharia'h compliance standards in light of which internal Sharia'h audit operates.

6.5 Reviewing Sharia'h-compliance reports and issuing relevant directives and resolutions.

6.6 Developing Sharia'h mechanisms for the disposal of funds earned or acquired in violation of Sharia'h principles and supervising disbursement of the same.

6.7 Reviewing the Bank's annual financial statements from Sharia'h perspective.

6.8 Issuing an annual report on the Bank's performance from a Sharia'h compliance perspective, circulating it to the Board and shareholders, and providing responses to shareholders' questions related thereto.

6.9 Evaluating the technical performance of the Committee's Secretariat.

6.10 Ensuring that Sharia'h policies and procedures prepared by the Bank are in line with Sharia'h terms and principles.

6.11 Informing the Board if the Bank engages in activities violating Sharia'h provisions and principles and recommending appropriate remedial measures.

6.12 Providing Sharia'h advice to related parties, such as the Legal Advisor, External Auditors, or Advisory Bodies regarding Sharia'h issues related to the Bank's transactions.

6.13 Notifying SAMA of cases where anti-Sharia'h activities are not addressed effectively or adequately or no corrective measures have been taken by the Bank regarding such cases.

Article (7): Chairman's Duties and Responsibilities

Without prejudicing the competences of the Committee, the Chairman of the Committee shall lead the Committee and supervise its work and the exercise of its authorities in such a manner that guarantees work progress in light of the best applicable practices. The Chairman's mandate includes:

7.1 Ensuring that the Committee's members have timely access to complete, clear and valid information.

7.2 Verifying that the Committee discusses all key issues in an effective and timely manner.

7.3 Enabling other members to express their opinions freely and urging the Committee to discuss issues and survey, upon need, the opinions of specialists in the executive management of the Bank and other parties.

7.4 Supervising meeting plans and preparation, including the approval of agenda and minutes of meetings.

7.5 Attending the meeting of the General Assembly, delivering the Committee's annual report on the performance of the Bank from Sharia'h perspective, answering shareholders questions related to Sharia'h issues. In his absence, the Chairman may delegate any member to represent him.

7.6 Representing the Committee in public meetings inside and outside the Bank.

Article (8) Duties of the Secretary of the Committee

The Committee shall appoint a Secretary from among its members or other persons. The Secretary may not be dismissed unless pursuant to a resolution made by the Committee. The Secretary's duties and responsibilities include:

8.1 Documenting the Committee's meetings and preparing their minutes, including discussions and deliberations, place, date, start and end times of meetings, recording resolutions and voting results and filing them in a special and organized register, registering the names of attendees and reservations raised (if any), signing such minutes by all attendees.

8.2 Saving reports submitted to the Committee and the reports prepared by it.

8.3 Following up the process of reporting and executing the Committee's resolutions and instructions.

8.4 Providing the Committee's members with the meeting agenda and related worksheets, documents, information and any additional information related to the topics listed in the agenda items and requested by any member.

8.5 Notifying the Committee's members of the meeting dates before five (5) business day of the scheduled date of the meeting.

8.6 The Secretary shall not have the right to participate in, or vote on, any of the Committee's resolutions unless he is a member therein.

8.7 Presenting draft minutes to the Committee's members for their feedback.

8.8 Ensuring that the Committee's members promptly receive copies of the minutes of meetings, information and documents related thereto.

8.9 Coordinating between the Committee's members and the executive management of the Bank.

8.10 Coordinating the dates of the Committee's meetings at the beginning of the year with the Board's Secretariat before approval by the Committee, and ensuring that they correspond to the dates scheduled for presenting topics to the Board for approval.

8.11 Providing assistance and advice to the Committee's members upon request or need.

8.12 Ensuring sound documentation of the Committee's meetings and retaining the minutes of meetings and other relevant materials for at least ten (10) years.

Article (9) Committee Meetings

9.1 The Committee shall convene regular meetings to perform its duties effectively. The Committee shall hold at least six (6) meetings per year. It may also hold meetings upon need as requested by the Chairman.

9.2 At the beginning of each year, the Committee approves its meeting agenda for the year.

9.3 No member shall be allowed to authorize another member to attend a meeting or vote on behalf of him.

9.4 The meeting invitation, agenda, documents and information should be sent to each members before at least five (5) days prior to the meeting date. In the event of convening an extraordinary meeting, the invitation, agenda, documents and information may be sent within a period of less than five (5) days.

9.5 The Committee approves its agenda during the relevant meeting. If any member raises an objection to this agenda, this should be documented in the minutes of meeting. Every member may suggest adding any item to the agenda.

9.6 No meeting shall be deemed valid unless attended by at least half of the members in person or by means of modern technology, provided that the Chairman, or his authorize representative, is among attendees.

9.7 If deemed appropriate by the Chairman, internal or external experts may be invited to attend any of the Committee's meetings without voting rights in resolutions or any part thereof.

9.8 While conducting their duties and responsibilities, the Committee's members and Secretary, even after the expiry of their membership term, should maintain the confidentiality of their activities and the documents they have access to. They should exercise their duties in a manner that guarantees the interest of the Bank. They should also maintain the confidentiality of the commercial information and avoid disclosing it to shareholders or any natural or legal person. In the event of disclosing any of the foregoing information, the disclosing member shall be dismissed and deemed liable for any subsequent financial damages caused by such disclosures.

Article (10) Resolutions and Minutes of Meetings

10.1 The Committee's resolutions shall be adopted by the approval of the majority votes of attendees. In the event of equal votes, the Chairman shall have a casting vote.

10.2 If there is a situation that calls for an urgent issuance of a resolution, the Committee may take such resolution by circulation and sends the resolution in writing, along with relevant documents, to the members of the Committee for approval. The approval of any of the Committee's circulated resolutions by the majority of its members shall be made within five (5) business days. Such resolution should be presented before the next meeting and included in the minutes of meeting. Circulated resolutions shall be deemed effective upon approval by the majority of the Committee's members. Any member may request, upon need, a meeting to discuss the issue in question.

10.3 Members shall have the right to object to any resolution adopted by the Committee, provided that the objection and reasons are expressly indicated in the minutes of meeting.

10.4 The agendas, minutes and resolutions of the Committee's meetings shall be prepared by the Secretary in coordination with the Chairman, making sure that the data and information contained therein are correct and complete. The Committee's resolutions shall be included in the minutes of meeting. Draft minutes shall be sent to the members for review. The minutes become final and relevant resolutions come into force if no amendments or observations are received from the members within five (5) business days. The final minutes shall be distributed to the members in a later meeting for signature.

10.5 The resolutions of the Committee shall be deemed binding on the Bank and should not be amended or neglected. Such resolutions shall come into full force and effect as of the date of reporting the same to the Bank, unless another date is specified in the relevant resolution.

10.6 The Committee shall prepare a manual defining the procedural aspects of its work and shall be issued under a resolution by the Committee.

Article (11) Remunerations

The Chairman, members and Secretary of the Committee shall be granted remunerations and allowances as stipulated in the Remunerations and Allowances Policy for the members of the Board and its committees, the secretariat and the Executive Management, approved by the General Assembly of the Bank. This payment shall be in accordance with the regulations and instructions of the supervisory authorities, provided that the Directors' report includes details of allowances paid to relevant members.

Article (12) The Committee's Relation with the Board

12.1 The Committee shall periodically provide the Board with a summary of the items presented in its meeting and resolutions adopted and shall also make the minutes accessible to all members.

12.2 The Chairman shall notify the Board of any material issues at or, if required, prior to the next meeting of the Board.

Article (13) Implementation

This Charter shall be deemed effective as of the date of the General Assembly approval.

Article (14) Review and Update

This Charter shall be amended and updated, every three (3) years or as required, by the Secretariat of the Committee and shall be approved by the Board based on a recommendation of the Committee.

Article (15) Definitions and Abbreviations

The following table shows the terms used within this Charter:

Abbreviation	Description
Bank	Alinma Bank

Charter	Sharia'h Committee Charter
Board	Board of Directors of Alinma Bank
Committee	Sharia'h Committee of the Bank
Kinship Relation	Fathers, mothers, grandparents, grandmothers, spouses, children and their children, brothers and sisters, half-brothers/sisters.
Stakeholders	Any person having an interest in the Bank, such as shareholders, employees, investors, creditors, clients, suppliers and supervisors.

Article (16) Approval Matrix

Function	Group/Sector	Resolution Number and Date
Document's Owner	Sharia'h Committee	Reviewed and Recommended by the Sharia'h Committee in its meeting No. 64/5, dated January 18, 2023.
Approvers	Board of Directors	Recommended by the Board of Directors under resolution No. 03/85/2023 dated March 01, 2023.
	General Assembly	Approved by the General Assembly of the Bank under resolution No. ..., dated ....

Article (17) Document Amendment Record

Change No.	Date	Brief Explanation
Version 1.0	December 8, 2014	Approved by the Board pursuant to resolution No. 05/35/2014, dated December 22, 2014.

		Approved by the General Assembly of the Bank pursuant to resolution No. 07/2015, dated March 16, 2015.
Version 2.0	August 23, 2020	Amended based on the provisions of the Sharia'h Governance Framework issued by SAMA on 18/06/1441. Revised by the Internal Audit and the Policy and Procedures Approving Committee. Approved by the Board pursuant to resolution No. 05/66/2020, dated 02/09/2020.
Version 3.0	February 23, 2021	Amended based on SAMA's Circular requiring the amendment of the Saudi Arabian Monetary Agency to the Saudi Central Bank and the amendments of the Sharia'h Committee in its meeting No. 89/4, dated 23/02/2021. Revised by the Internal Audit and the Policy and Procedures Approving Committee. Approved by the Board pursuant to resolution No. 041/2021, dated March 8, 2021. Approved by the General Assembly of the Bank pursuant to resolution No. 13/2021, dated April 7, 2021.
Version 4.0	(GA approval date)	Amended by the Secretariat of the Sharia'h Committee. Revised by the Internal Audit and the Policy and Procedures Approving Committee. The Sharia'h Committee recommended the approval of the amendments pursuant in its meeting No. 64/5, dated January 18, 2023. Recommended by the Board pursuant to resolution No. 03/85/2023 dated March 01, 2023. Approved by the General Assembly of the Bank pursuant to resolution No. ..., dated ....

Attachment of Item No. (10)

Schedule of the amendments proposed to the Audit Committee Charter

AUDIT COMMITTEE CHARTER

Before	After
6.3.5 Obtaining assurances as to informing the Bank's staff of the Code of Conduct and monitoring compliance with the same	**6.3.5** Obtaining assurances as to informing the Bank's staff of the Code of Conduct and monitoring compliance with the same and to ensure adherence to the rules of financial and commercial transactions resulting from internal information.

Comments
Amending the paragraph to be compatible with the text of the rules for organizing the committees issued by the Saudi Central Bank (SAMA)

Before	After
12.3 The Committee shall submit a quarterly report to the Board, including an assessment of the internal control system as well as the findings and recommendation of the audited units.	**12.3** The Committee shall submit directly and independently without any revision from the executive management or from any source, a quarterly report to the Board, including an assessment of the internal control system as well as the findings and recommendation of the audited units and procedures taken by each unit regarding the results and recommendations that were mentioned in the previous review process and clarifying the status of the results that the executive administration did not address, and cases of failure to respond quickly to these results, recommendations and reasons for failure.

Comments
Amending the paragraph to comply with the text of the Principles of Internal Audit of local banks operating in the Kingdom of Saudi Arabia issued by Saudi Central Bank (SAMA)

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Attachment of Item No. (11)

Corporate Social Responsibility (CSR) Policy

Corporate Social Responsibility (CSR) Policy

MCC PL-001

Version 1

(The date of GA approval)

1. Background

Aligning financial stability and economic growth with Islamic values requires financial inclusion across all elements of society. Alinma Bank is seeking to revitalize and formalize its approach to CSR in a way that achieves demonstrable social impact and exhibits leadership at a national and regional scale.

As a Shariah-compliant entity, Alinma Bank strives to positively contribute to the welfare and the protection of the communities and enterprises it serves. CSR is embedded in our corporate mission and vision - supporting Alinma Bank in becoming the preferred financial partner.

Alinma Bank aspires to support communities, maximize positive impact, nurture competencies of our human capital, and participate in global efforts to mitigate climate change and other environmental challenges, whilst focusing on developing and expanding our financial services to our clients.

One of Alinma Bank's core values relates to serving the community to contribute to achieving and protecting the interests of its members, increasing its progress and welfare, preserving and maintaining the environment, and contributing to the achievement of comprehensive and sustainable development throughout the nation. In addition to, that would provide a general view of the bank legitimately and its compliance with Shariah provisions and implemented in accordance with the decisions and directives of the bank's Shariah Committee.

2. Purpose and Scope

This CSR policy establishes a structured framework for defining, evaluating, developing, and supporting community programs and initiatives, motivating our employees to become engaged through volunteering opportunities and develop their skills and sense of social responsibility.

The policy supports Alinma Bank's commitment to act in a manner that supports social goals and defines how the bank will engage with broader society to create positive, measurable change.

This policy applies to all those working at Alinma Bank. All employees are required to read and understand the policy. It is the responsibility of the management to ensure that the policy is implemented.

This policy is in line with Alinma Bank's Code of Professional Conduct and Ethics.

3. Policy

3.1 Policy Principles

Alinma Bank exercises its social responsibility to serve the community in alignment with the laws of the Kingdom of Saudi Arabia, Vision 2030, in accordance with the requirements, principles and provisions of Islamic Shariah, the United Nations Sustainable Development Goals, and the best practices and principles of social responsibility. These include the following:

- **Transparency**: The Bank is obligated to adequately disclose clear and accurate policies, procedures, decisions and activities and their known and potential impacts on elements of society. The Bank adopts an approach to separating and delegating powers to everyone who participates in preparing, issuing, or approving decisions. It also adopts transparency and disclosure in presenting the financial statements and important related information in accordance with the best practices of corporate governance approved by the Bank's board of directors
- **Ethical behavior**: Alinma Bank builds its behavior and actions on the ethics of honesty, integrity, justice, and complementarity towards all elements of society and commitment to achieving the interests of the parties concerned
- **Respecting the interests of the concerned parties**: The Bank considers the relationship between the interests of the stakeholders and the larger

expectations of society in general, and sustainable development, in addition to the nature of the relationship of those parties with the bank

- **Meeting Regulatory Requirements:** in addition to its commitment to the principles and provisions of the relevant Islamic Shariah - the Bank and all its employees shall abide by all state and relevant regulations issued by regulatory and governmental authorities, as well as respect international standards and norms of behavior, agreements, implementing regulations, declarations, international charters, and decisions approved and ratified by the government

3.2 Policy Details

Alinma Bank defines its areas of CSR focus between new themes and discretionary funding. The two aspects are defined further below:

3.2.1 Thematic Areas of Focus

The overarching thematic focus for Alinma Bank is to ***support inclusive and sustainable finance***. Inclusive finance means providing everyone with an opportunity to achieve financial independence and well-being, and to participate in the economic system in a way that can improve one's quality of life and contribution to society. Sustainable finance, at an individual level, means financial security. On a society level, it means ensuring our financial system serves in the interest of supporting and accelerating ongoing social, economic, and environmental improvements, in line with Vision 2030. It means ensuring our financial system serves the goal of sustainable development: meeting the needs of people in the present, without compromising the ability of future generations to meet their needs. This policy adopts three areas of focus within an overarching theme of inclusive and sustainable finance, as follows:

- **Financial inclusion**, offering grants, scholarships and other opportunities to help beneficiaries gain, regain or maintain sound financial footing.

- **Financial management skills and confidence**, to help beneficiaries grow and accelerate individual and household savings, home ownership, women financial empowerment, and acquire skills around access to finance
- **Seed funding for start-up and early-stage companies/entrepreneurs/SMEs**, particularly in sectors with high social and/or environmental value and the potential to create high positive impact while considering local content development

3.2.2 Discretionary Funding

Discretionary funding themes are purposely broad to enable the Bank to consider the widest possible range of funding, sponsorship, and support requests. Alinma Bank will continue to support such requests where feasible and appropriate as follow:

- **Philanthropy and charitable donations**: In general, philanthropic contributions and assistance are concentrated on initiatives that have a connection to welfare issues. In this context, Alinma Bank provides funding and other assistance either to charitable groups or, as a response to society needs, encouragement, programs from regulatory bodies.

  To guarantee that any philanthropic or CSR request for a donation made in the name or on behalf of Alinma Bank is suitable and in keeping with the plan and budget that have been authorized, the proposal must be assessed and deemed suitable for support taking into consideration charities are either approved by Royal Decree, the Saudi Ministry of Human Resources and Social Development, or otherwise permitted by regulatory bodies and according to respective regulatory guidelines and requirements.

- **Sponsorship and CSR activities:** With an emphasis on the economic and cultural components of the community, Alinma Bank promotes and supports a wide range of events and activities that have a social, educational, economic, health, welfare, or environmental value.
- **Environmental / climate change awareness:** Alinma Bank anticipates that every employee would consider the environment when utilizing the Bank's facilities and resources. Additionally, Alinma Bank may occasionally carry out programs intended to raise awareness around Environment / climate change.
- **Employee volunteering:** in alignment with Vision 2030, the Bank supports wider participation of employees using their professional skills or developing personal interests when volunteering for social, environmental, or other good causes.

3.3 Commitment

Alinma Bank and its Board of Directors (BoD) are firmly committed to actively and positively contributing to society and operating its business with consideration for the society.

3.3.1 Financial commitment

Alinma Bank allocates 1% of its net profits each year, to a reserve account for CSR initiatives.

Because the overarching thematic focus of Alinma Bank CSR activities is to ***support inclusive and sustainable finance***, the bulk of the allocated percentage will be directed to the three inclusive sustainable finance thematic areas and their programs, and the rest will be allocated for discretionary initiatives.

Spending on the CSR initiatives will be controlled based on the Bank's approved Delegation of Authority (DoA)

3.4 Assessing CSR Initiatives

The aspects that Alinma Bank seeks to leverage when assessing CSR initiatives are as follows:

- Leveraging Alinma Bank's key core business attributes
- A clear thematic focus, on inclusive and sustainable finance
- Clarity of targeted beneficiaries
- Impact focus and performance
- Scalability
- Leveraging partners

Subsequent sections describe each guiding consideration and show how Alinma Bank will incorporate these into CSR's activities:

i. **Leveraging Alinma Bank's key core business attributes** by utilizing the Bank's significant knowledge of financial management, and leveraging the financial tools and products, services, and technology of the bank for positive social impact.

ii. **A clear thematic focus, on inclusive and sustainable finance:** Alinma Bank will target support for inclusive and sustainable finance, through three thematic areas (as detailed in **3.2.1**)

iii. **Clarity of targeted beneficiaries:** Alinma Bank's CSR focus aims to address two main beneficiary groups:
   - Financially marginalized or at-risk stakeholders including low- or no-income individuals and households, family-run micro-enterprise businesses/households;
   - Under-supported potential high-impact contributors to society, including youth, women, and start-up and early-stage entrepreneurs in high social value sectors.

iv. **Impact focus and performance:** The bank aims to increase the impact of its CSR initiatives by evaluating the impact and performance of these initiatives using specific criteria

v. **Scalability:** The Bank targets CSR initiatives that have the potential to evolve in a timely manner and the ability to afford their relevant costs.

vi. **Leveraging partners:** Alinma Bank looks for an effective use of partners, where appropriate or necessary, for scaled, accelerated impact of its CSR initiatives

3.5 Laws, Regulations, Related Policies & Supporting Procedures

Alinma Bank's Corporate Responsibility Policy reflects the regulations required by SAMA & CMA. The key regulations are as follows:

Authority	Law/Regulation
Saudi Central Bank (SAMA)	The main principles of governance in financial institutions subject to the supervision and control of the Saudi Central Bank
Capital Market Authority (CMA)	CMA Corporate Governance Regulations

3.6 Governance of Corporate Social Responsibility

3.6.1 Approval of the CSR Policy

The General Assembly of Alinma Bank is responsible for approving this policy.

3.6.2 CSR principal bodies

The four principal bodies engaged are:

1. Governance and Sustainability Committee (Board committee)
2. Sustainability Committee (Management committee)
3. CSR Department

4. CSR Focal Points (derived from existing functional departments within the Bank)

3.6.2.1 Governance and Sustainability Committee (Board committee)

The Governance and Sustainability Committee shall ensure that Alinma Bank establishes CSR programs and identify how social initiatives are undertaken by the Bank. The committee mandate also extends to:

- Provide recommendations to BoD about CSR Policy and Strategy;
- Ensuring the execution of CSR strategy;
- Approving plans for the resourcing of CSR activities each year;
- Disclosing plans for achieving CSR goals in the periodical reports on the activities of the bank;
- Overseeing CSR activities outcomes.

3.6.2.2 Sustainability Committee (Management committee)

The Sustainability committee shall monitor and review (on a periodic basis) the progress of CSR strategy and associated programs. The role of the Sustainability Committee shall include but not limited to the following:

- Monitor and control the execution of CSR Strategy;
- Reviewing CSR resourcing plans annually and review CSR funding plans, programs and initiatives;
- Reviewing and evaluating CSR initiatives applications (quarterly);

- Reviewing and approving awareness programmes proposed by the CSR Department to the community in order to familiarize them with the Bank's social responsibility;
- Reporting the progress to the Governance and Sustainability Committee (Board Committee) on regular basis.

3.6.2.3 CSR Department

The CSR Department will be responsible for the implementation of the approved CSR activities and doing what is needed to achieve CSR strategy and associated programs. The role of the CSR Department shall include but not limited to the following:

- Execution of CSR strategy;
- Developing CSR resourcing plans, CSR funding plans, programs and initiatives annually;
- Focal point of contact for all CSR related communications with entities outside the Bank;
- Establishing awareness programmes to the community to familiarize them with the Bank's social responsibility;
- Coordinating with the CSR focal points;
- Developing Measurement, Monitoring, and Reporting (MMR) protocols to monitor CSR activities and submit an annual report to the Sustainability Committee;
- Disclosing the objectives of Alinma Bank's social responsibility to the employees and raising their awareness in social responsibility.

3.6.2.4 CSR Focal points

Alinma Bank shall engage the Bank's departments in the corporate social responsibility based on the technical skill requirements and nature of CSR initiatives.

The focal points from each department are responsible for suggesting and evaluating CSR activities related to education, the economy, health, and awareness.

The table below shows some of the CSR activities and the focal point:

CSR Activities	Focal Point
Financial inclusion	Retail Banking
Financial management skills	Marketing and Corporate Communication
Seed funding for start-up and early-stage companies/entrepreneurs /SMEs	SME
CSR related communications with entities outside the Bank	Marketing and Corporate Communication
Digital CSR Activities or programs	Digital Banking
Developing and supporting Local talent	Human Capital

3.6.3 Assessing Applications

The Bank's goal is to focus on leveraging its own attributes and capabilities for meaningful contribution and change. All CSR initiatives will be assessed using a specific methodology aims to:

- Provide a framework for the initial assessment and scoring of community CSR initiatives, whether those initiatives have been created by Alinma Bank or are in response to requests for support and involvement from Alinma Bank.

- Provide direction on how to enhance planned or current initiatives in order to maximize positive impact.
- Support decision-making on community CSR initiatives.

3.7 Reporting and Monitoring

CSR activities will be independently covered within the sustainability annual report tracking key input and output indicators, and the key achievements.

4. Definitions and Abbreviations

The following table explains the abbreviations used in this Policy:

Abbreviation	Description
KSA	Kingdom of Saudi Arabia
SAMA	Saudi Central Bank
CMA	Capital Market Authority
BoD	Board of Directors

5. Review & Update

- This Corporate Social Responsibility (CSR) policy document will be amended and updated every three (3) years or whenever required
- The amended version of the policy requires approval by the General Assembly upon Governance and Sustainability Committee and BoD's recommendations

6. Approval Matrix

Function	Group\ Division	Date	Signature
Owner	**Marketing & Corporate Communications**		
Reviewers	**Chief Operating Officer**		
	Chief Financial Officer		
	Chief Risk Officer		
	Chief Compliance Officer		
	Chief Sharia Officer		
Recommendations	**Governance & Sustainability Committee**		
	Board of Directors		
Approvers	**General Assembly**		**Resolution No.** **Date:**

Attachment of Item No. (12)

Curriculum Vitae (CVs)

Form No. (1) Resume

A) Personal information of the Nominated Member			
Full name	Haitham Rashid A. ALShaikhmubarak		
Nationality	Saudi	Date of birth	12/04/1974

B) Academic Qualifications of the Nominated Member

#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity
1	Master's degree	Business Administration	2001	North Carolina State University
2	Bachelor's degree	Accounting	1996	North Carolina State University
3				

C) Work Experience of the Nominated Member

Period	Areas of Experience
2011-2015	Head of Wealth Department, Designated CEO - Saudi Fransi Capital
2007-2009	Head of Asset Management -Arab National Investment Company
2005-2007	Investment Portfolio Management -The Saudi National Bank
2004-2005	Director of the Investment and Private Banking Sector- AlRajhi Bank
2001-2004	Consultant—Booz Allen & Hamilton Co., Ltd

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:

#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Alinma Bank	Bank	independent	in personal capacity	Nomination and Remuneration Committee, Risk Committee	open joint stock
2	Derayah Financial	Investment and trading	independent	in personal capacity	Audit committee from outside the board of directors	closed joint stock

3	GOLF SAUDI	Sports Activities and Events	independent	in personal capacity	Audit committee from outside the board of directors	Limited liability
4						

Form No. (1) Resume

A) Personal information of the Nominated Member			
Full name	**Othman Mohammed Altwaijri**		
Nationality	**Saudi**	**Date of birth**	**10/02/1985**

B) Academic Qualifications of the Nominated Member

#	Qualifications	Specialization	Date of obtaining the qualifications	Name of Awarding Entity
1	Bachelor's degree	Accounting	2007	King Saud University
2	Fellowship of the Saudi Organization for Chartered and Professional Accountants (SOCPA)	SOCPA	2015	Saudi Organization for Chartered and Professional Accountants (SOCPA)

C) Work Experience of the Nominated Member

Period	Areas of Experience
2019 - Present	Vice President of the Finance Sector – Elm Company
2018 - 2019	Executive Director of Financial Operation – Elm Company
2007 - 2018	Several positions, the latest of which is Audit Manager and Licensed Partner -Ernst & Young (EY)

D) Current membership in the board of directors of other joint stock companies (listed or non-listed) or any other company, regardless of its legal form or the committees deriving from it:

#	Company name	Main activity	Membership type (executive, nonexecutive, independent)	Nature of the membership (in personal capacity, representative of legal person)	Committees Membership	Legal form of the company
1	Red Sea Cruise Ships Company	Tourism	independent	in personal capacity	Audit committee from outside the board of directors	closed joint stock
2	Halal Products Development Company	Investment/Development	independent	in personal capacity	Audit committee from outside the board of directors	closed joint stock
3	AKEL trading & industrial Company	Commerce	independent	in personal capacity	Audit committee from outside the board of directors	closed joint stock
4	Al Hussaini & Al Yahya Investment Group Company	Investment	independent	in personal capacity	Audit committee from outside the board of directors	closed joint stock
5	Al Hussaini & Al Yahya Real Estate Investment Company	Investment	independent	in personal capacity	Audit committee from outside the board of directors	closed joint stock

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Attachment of Items (13) to (42)

Proposed Amendments schedule to

Alinma Bank Bylaw

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<table>
<tr><th colspan="4">Proposed Amendments to Alinma Bank's Bylaw 2023</th></tr>
<tr><th>N</th><th>Article</th><th>Before Amendment</th><th>After Amendment</th></tr>
<tr><td>1</td><td>ARTICLE (8):
SUBSCRIPTION</td><td>The founding shareholders have subscribed to (450,000,000) shares as shown below:
1. The Public Investments Fund, incorporated under the Royal Decree No. (M/24), dated 25/06/1391.
2. The Public Pension Agency, incorporated under the Royal Decree No. (271), dated 28/01/1378.
3. The General Organization for Social Insurance, incorporated under the Royal Decree No. (M/22), dated 06/09/1389.
<table>
<tr><th>Founder's Name</th><th>Number of Subscribed Shares</th><th>Face Value (in SR)</th><th>The Value of Subscribed and Paid-up Shares</th></tr>
<tr><td>Public Investments Fund</td><td>150,000,000</td><td>10</td><td>1,500,000,000</td></tr>
<tr><td>Public Pension Agency</td><td>150,000,000</td><td>10</td><td>1,500,000,000</td></tr>
<tr><td>General Organization for Social Insurance</td><td>150,000,000</td><td>10</td><td>1,500,000,000</td></tr>
<tr><td>Total</td><td>450,000,000</td><td></td><td>4,500,000,000</td></tr>
</table>
The Founding Shareholders have paid the share value in full and deposited the subscription total amount (SR 4,500,000,000) into an account opened in the name of the Company "Under Formation" in Riyadh Bank according to deposit certificates. The remaining shares, totaling (1,050,000,000), will be offered for public subscription to Saudi nationals within thirty (30) days from the date of publishing the Royal Decree licensing the incorporation of the Company. The value of each should be paid in full upon subscription and the corresponding value shall be deposited in the name of the Company "Under Formation" into</td><td>Deleted</td></tr>
</table>

Proposed Amendments to Alinma Bank's Bylaw 2023			
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		one of the banks designated for this purpose. If the number of subscribed shares is higher than the shares offered for public subscription, shares shall be allocated to subscribers on a pro rata basis and the Capital Market Authority (CMA) shall give a special preference to small subscribers. If the number of shares offered for subscription is high, the shares shall be allocated to subscribers on a pro rata basis and the CMA shall give a special preference to small subscribers. In case of under subscription within thirty (30) days or any further period, as determined by the Company and approved by the CMA in accordance with applicable law, the Company shall allocate unsubscribed shares to the founding shareholders on a pro rata basis after payment in full of the share value and other expenses.	
2	ARTICLE (9): SHARES	1. The Shares shall be nominal and they may not be issued at a value lesser than their nominal value. However, shares may be issued at values higher than their nominal values, provided that the difference in value shall be added to a separate item within the shareholders' equity and may not be distributed to shareholders as dividends. 2. A share is indivisible against the Company. If a share is owned by several persons, they should select one of them to exercise the rights related thereto and they shall jointly be liable for the obligations arising therefrom.	1. The Shares shall be nominal with a nominal value of SAR 10 and they may not be issued at a value lesser than their nominal value. However, shares may be issued at values higher than their nominal values, provided that the difference in value shall be added to a separate item within the shareholders' equity and may not be distributed to shareholders as dividends. 2. A share is indivisible against the Company. If a share is owned by several persons, they should select one of them to exercise the rights related thereto and they shall jointly be liable for the obligations arising therefrom.
3	ARTICLE (10): SHARE TRADING	Shares are tradeable after being listed in the Saudi Stock Exchange (Tadawul). As an exception to the foregoing, cash shares held by the founding shareholders may not be traded before publishing the budget and profit and loss statement for a period of three (3) consecutive years as of the date of the	Shares are tradeable after being listed in the Saudi Stock Exchange (Tadawul), and taking into account the instructions issued by the Saudi Central Bank (SAMA).

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		Company's incorporation, with each year consisting of twelve (12) months. Share certificates shall be indexed in the shareholder's register with Tadawul. However, it is allowed, during the lock-up period and in accordance with equity sale provisions, to transfer the title of the founders' shares from one founder to another or to the members of the Board of Directors to provide them as a guarantee to the management, or from the heirs of a deceased founder to others.	
4	ARTICLE (13): CAPITAL INCREASE	1. After obtaining the approval of SAMA and other relevant authorities, the Extraordinary General Assembly may decide capital increase one or several times by issuing new shares in the same nominal value of the original shares, provided that the original capital has already been paid up in full and the provisions of the Companies Law are taken into account. 2. The Extraordinary General Assembly may at all times allocate no more than 2% (two percent) of shares issued upon capital increase, or any portion thereof, to the employees of the Company and any of its affiliates. Shareholders may not exercise priority right upon issuance by the Company of staff allocated shares. Shareholders owning shares at the time of approving the capital increase resolution by the Extraordinary General Assembly shall have priority of subscription to the new cash shares. They will be notified through a daily newspaper, registered mail or through Tadawul of their priority rights, capital increase resolution, subscription conditions, period and start/end date. 3. The Extraordinary General Assembly may suspend the priority right for shareholders subscribing to capital increase against cash	1. After obtaining the approval of SAMA and other relevant authorities, the Extraordinary General Assembly may decide capital increase one or several times by issuing new shares in the same nominal value of the original shares, provided that the original capital has already been paid up in full and the provisions of the Companies Law are taken into account. 2. The Extraordinary General Assembly may at all times allocate no more than 2% (two percent) of shares issued upon capital increase to the employees of the Company and any of its affiliates. Shareholders may not exercise priority right upon issuance by the Company of staff allocated shares. Shareholders owning shares at the time of approving the capital increase resolution by the Extraordinary General Assembly shall have priority of subscription to the new shares. They will be notified through a registered mail directed to their addresses stated in the shareholders register or through modern technological means of their priority rights (if any), capital increase resolution and subscription conditions, method, and start/end date, putting into consideration the share type and class. 3. The Extraordinary General Assembly may suspend the priority right for shareholders subscribing to capital increase against cash shares or grant such right to non-shareholders in cases it deems will achieve the interest of the Company.

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		shares or grant such right to non-shareholders in cases it deems appropriate to the best interest of the Company. 4. The shareholder shall have the right to sell or waive the priority right during the period extending from issuing the capital increase resolution up to the last day of subscription to the new shares related to such rights. The sale and waiver shall be in accordance with the controls set by the competent authority. 5. Subject to the provisions of paragraph (4) above, the new shares shall be distributed to priority right holders who have applied for subscription to the proportion they own in total priority rights resulting from the capital increase, provided that the number of shares to be allocated to them shall not exceed the number of new shares they have applied for. The remaining new shares shall be distributed to priority right holders who have applied for more than their share, in proportion to the priority rights they hold out of priority rights resulting from the capital increase, provided that the number of shares to be allocated to them shall not exceed the number of new shares they have applied for. The rest of the shares shall be offered to third parties, unless otherwise is decided by the Extraordinary General Assembly or stipulated by the Capital Market Law.	4. The shareholder shall have the right to sell or waive the priority right with or without compensation in accordance with the controls set by the competent authority. 5. The new shares shall be distributed to priority right holders who have applied for subscription to priority rights and in proportion to their priority rights out of the priority rights resulting from the capital increase, provided that the number of shares to be allocated to them shall not exceed the number of new shares they have applied for and subject to the type and class of shares they own. The remaining new shares shall be distributed to priority right holders who have applied for more than their share, in proportion to the priority rights they hold out of priority rights resulting from the capital increase, provided that the number of shares to be allocated to them shall not exceed the number of new shares they have applied for. The rest of the shares shall be offered to third parties, unless otherwise is decided by the Extraordinary General Assembly or stipulated by the Capital Market Law.
5	ARTICLE (14): CAPITAL REDUCTION	In situations where the Company's capital surpasses its needs, or if the Company endures losses, the Company may reduce its capital pursuant to a resolution adopted by the Extraordinary General Assembly based on acceptable reasons and after obtaining the approval of SAMA and other relevant authorities. Such resolution shall not be issued unless after reciting the	1. In situations where the Company's capital surpasses its needs, or if the Company endures losses, the Company may reduce its capital pursuant to a resolution adopted by the Extraordinary General Assembly based on acceptable reasons and after obtaining the approval of SAMA and other relevant authorities. Such resolution shall not be issued unless after presenting a statement prepared by the Board of Directors to the General

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		Auditor's report about the reasons behind such decrease, the obligations of the Company, the impact of decrease on such obligations and observation of the provisions of the Companies Law. The resolution shall provide for the method through which the decrease shall be made. If the decrease is caused by capital excess, the Company should invite creditors to express their objections thereto within sixty (60) days from the date of publishing the decrease resolution in a daily newspaper distributed in the city where the Head Office of the Company is located or in Tadawul website. If any creditor objects and presents his documents to the Company within the time limit set above, the Company shall pay any outstanding debt, or, if the debt is due on a later date, provide an adequate payment guarantee. The capital shall be reduced by either canceling a number of shares equal to the amount required to be reduced or by the Company purchase of a number of shares equal to the amount required to be reduced. The Company shall then cancel such shares.	Assembly about the reasons behind such decrease, the obligations of the Company, the impact of decrease on meeting such obligations. The Board of Directors statement shall include as an attachment the Auditor's report. In cases where the resolution of the General Assembly is issued by circulation, it may be sufficient to present the aforementioned statement to shareholders. 2. If the decrease is caused by capital excess, the Company should invite creditors to express their objections thereto (if any) at least forty-five (45) days prior to the date scheduled to hold the Extraordinary General Assembly meeting to issue the decrease resolution. The meeting invitation shall include a statement showing the size of capital before and after decrease, the meeting date, and the decrease effective date. If any creditor raises an objection to the capital decrease and presents his documents to the Company within the time limit set above, the Company shall pay any outstanding debt, or, if the debt is due on a later date, provide an adequate payment guarantee. Any creditor who informed the Company of his objection to the capital increase and the Company neither settled his debt nor provided an adequate payment guarantee shall have the right to refer the issue to the competent judicial authority before the date of the Extraordinary General Assembly meeting. In such case, the competent judicial authority shall instruct the Company to settle the outstanding debt, provide an adequate guarantee, or postpone the meeting, as the case may be. 3. Capital decrease shall not be invoked against a creditor who has submitted his application on the date stipulated in paragraph (3) hereof, unless his due debt is paid or he is provided with a sufficient guarantee for undue amounts.

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6	ARTICLE (15): SHARE PURCHASE	ARTICLE (15): SHARE PURCHASE After obtaining a written non-objection from SAMA, the Company may purchase its shares in accordance with the controls of the competent authority and such shares shall not have voting right in the shareholder assemblies.	ARTICLE (15): SHARE PURCHASE AND SALE After obtaining SAMA's non-objection, the Company may purchase or sale its shares in accordance with the controls set by the regulators. The Company may also purchase its shares, after obtaining SAMA's non-objection, for the purpose of allocation to its employees within the Employee Share Program in accordance with the controls and requirements set by the regulators and such shares shall not have voting right in the shareholder assemblies.
7	ARTICLE (18): MANAGEMENT	The Company shall be managed by a Board of Directors consisting of nine (9) members elected by an Ordinary General Assembly for a three-year term, provided that SAMA's approval for the Board's candidates is obtained. It is always allowed to re-appoint the member whose membership term has expired. As an exception to the foregoing, the Founding Assembly shall appoint the first Board of Directors for a five-year term. This Board shall continue to exercise its duties after the expiry of its term until the entry into force of the term of the new Board.	The Company shall be managed by a Board of Directors consisting of nine (9) members elected by an Ordinary General Assembly for a three-year term, provided that SAMA's approval for the Board's candidates is obtained. It is always allowed to re-appoint the member whose membership term has expired.
8	ARTICLE (19): MEMBERSHIP EXPIRY	a. Membership of the member of the Board of Directors expires in the following cases: 1. Expiry of the Board's term. 2. Resignation or death of the member. 3. If a member becomes ineligible for membership according to the provisions of any law in force in Saudi Arabia. 4. If a member is dismissed by a resolution issued by an Ordinary General Assembly with a majority of shareholders owning at least	a. Membership of the member of the Board of Directors expires in the following cases: 1. Expiry of the Board's term. 2. Resignation or death of the member. 3. If a member becomes ineligible for membership according to the provisions of any law or instructions in force in Saudi Arabia. 4. If a member is dismissed by a resolution issued by an Ordinary General Assembly with a majority of shareholders owning at least two-thirds (2/3)

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		two-thirds (2/3) of shares represented in person or by proxy, if such resolution has not been requested by the Board of Directors. 5. If a member is dismissed by a resolution issued by an Ordinary General Assembly with a majority of shares represented in person or by proxy, if the Board of Directors has requested such resolution. 6. If a member undergoes mental illness. 7. Initiation of any bankruptcy procedures against a member or if convicted of crimes involving fraud or dishonor. b. If the total number of members drops below seven (7), the Ordinary General Assembly should be called for a meeting within sixty (60) days to elect the required number of members. The new members shall complete the remaining term of their predecessors. In cases other than the foregoing, the Board of Directors shall fill the vacant seat and present this appointment to the next General Assembly for approval and the new member shall complete the remaining term of his predecessor. c. If the vacancy occurs in the first Board of Directors appointed for five (5) years, the Board shall fill the vacant seat for the remaining period after getting SAMA's prior approval. In such case, the appointment resolution shall be subject to the approval of the first General Assembly following this appointment.	of shares represented in person or by proxy, if such resolution has not been requested by the Board of Directors. 5. If a member is dismissed by a resolution issued by an Ordinary General Assembly with a majority of shares represented in person or by proxy, if the Board of Directors has requested such resolution. 6. If a member undergoes mental illness. 7. Initiation of any bankruptcy procedures against a member or if convicted of crimes involving fraud or dishonor. b. If the total number of members drops below seven (7), the Ordinary General Assembly should be called for a meeting within sixty (60) days to elect the required number of members after obtaining a written non-objection from SAMA. The new members shall complete the remaining term of their predecessors. In cases other than the foregoing, the Board of Directors shall fill the vacant seat and present this appointment to the next General Assembly and the new member shall complete the remaining term of his predecessor.
9	ARTICLE (20): AUTHORITIES	Taking into account the provisions of the Banking Control Law and without prejudice to the authorities conferred to the General Assembly, the Board shall have the widest authority to: i. Manage the business of the Company and supervise its affairs; ii. Exercise all powers and carrying out all acts that the Company is entitled to perform under the Articles of Association or Articles	Taking into account the provisions of the Banking Control Law and without prejudice to the authorities conferred to the General Assembly, the Board shall have the widest authority to Manage the business of the Company and supervise its affairs, exercise all powers and carrying out all acts that the Company is entitled to perform under the Bank's Bylaw or Articles of Association, excluding what are stated explicitly in these

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		of Incorporation, excluding what are stated explicitly in these Articles to be the sole prerogative of the General Assembly; iii. Conclude financial obligations for a fixed-term regardless of duration; iv. Sell or mortgage the Company's assets; v. Discharge the Company's debtors from their liabilities; vi. Conclude settlement; vii. Establish companies or agencies; viii. Manage, supervise, hold and participate in shares or stocks of other companies and institutions; ix. Purchase and sell lands, real estate and residential units on spot, deferred or instalment basis; x. Mortgage, redeem, assign (with or without fee) and transfer title of lands, real estate and residential units to the ownership of the purchaser or tenant after debt payment as well accepting mortgage, redemption and title transfer; xi. Add to a deed, issue a replacement deed, amend the use of deed, make a division, split, sort, merge and modify deeds and update them electronically (with increase, decrease or any other type of amendment); xii. Split, sort and merge real estate, residential and commercial units in the name and favor of the Company for financing purposes and in accordance with Sharia'h controls; xiii. Delegate any of the Board's authorities to its Chairman or any Board member, committee of Board members, authorized employees, or other persons and grant them the right to delegate the same to other parties;	Articles to be the sole prerogative of the General Assembly, conclude financial obligations for a fixed-term regardless of duration, Sell or mortgage the Company's assets, provided that such action should not exceed 50% of the value of such assets as of the date of the first transaction concluded during the past (12) months, discharge the Company's debtors from their liabilities, conclude settlement, establish companies or agencies, manage, supervise, hold and participate in shares or stocks of other companies and institutions. The Board of Directors shall have the right to delegate or authorize any of its authorities to its Chairman, other member of the Board or its committees or any other employee or other persons and grant them the right to delegate the same to other parties, delegate, from time to time, certain power/powers to any person for a period the Board deems appropriate. However, the Board of Directors shall not have the right to donate from the Company funds, save within the limits set by rules and regulations in force in Saudi Arabia.

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		xiv. Delegate, from time to time, certain power/powers to any person for a period the Board deems appropriate; xv. The Board of Directors shall not have the right to donate from the Company funds, save within the limits set by rules and regulations in force in Saudi Arabia.	
10	ARTICLE (22): THE EXECUTIVE COMMITTEE	Subject to obtaining SAMA's non-objection, the Board of Directors shall form an Executive Committee from among its members. The Executive Committee shall have the right to exercise all powers delegated to it, taking into account the instructions issued from time to time by SAMA and the Board of Directors. However, the Executive Committee shall not have the right to amend any resolution, rule or regulation issued by the Board. The Executive Committee shall consist of five (5) members headed by the Chairman of the Board of Directors or his delegate. The Committee's meeting shall only be valid if attended by at least three (3) members in person or by means of modern technology. A Committee member may authorize another member to attend and vote on behalf of him in the Committee's meetings. However, a member may not represent more than one (1) member of the Committee. The Committee shall hold at least six (6) annual meetings or as requested by its Chairman. Deliberations and resolutions of the Committee shall be recorded in minutes to be signed by the Chairman and members of the Committee. A summary of the minutes shall be presented before the Board of Directors.	Subject to obtaining SAMA's non-objection, the Board of Directors shall form an Executive Committee from among its members. The Executive Committee shall have the right to exercise all powers delegated to it, taking into account the instructions issued from time to time by SAMA and the Board of Directors. However, the Executive Committee shall not have the right to amend any resolution or instruction issued by the Board. The Executive Committee shall consist of five (5) members headed by the Chairman of the Board of Directors or his delegate and it should not be headed by the CEO. The Committee's meeting shall only be valid if attended by at least three (3) members in person or by means of modern technology. A Committee member may authorize another member to attend and vote on behalf of him in the Committee's meetings. However, a member may not represent more than one (1) member of the Committee. The Committee shall hold at least six (6) annual meetings or as requested by its Chairman. Deliberations and resolutions of the Committee shall be recorded in minutes to be signed by the Chairman and members of the Committee. A summary of the minutes shall be presented before the Board of Directors.
11	ARTICLE (23): THE AUDIT COMMITTEE	Subject to obtaining SAMA's non-objection and the instructions issued by it, the Board of Directors shall form an Audit Committee, which will be approved by the General Assembly. The Committee	The Audit Committee shall be formed in accordance with the rules, regulations, and instructions, and after obtaining the written non-objection of the Saudi Central Bank (SAMA).

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		shall consist of at least three (3) to five (5) non-executive members. The Committee's members from outside the Board shall be more than those from the Board and should include a specialist in financial affairs. Based on a proposal made by the Board of Directors, the General Assembly shall issue the rules of selecting the Committee's members, membership term, functions, manner/controls of its work and remunerations. The Audit Committee shall be responsible for monitoring the Company's activities, verifying the integrity of its financial reports/statements and internal control systems. The Committee shall continue to carry out its functions after the expiry of its term until the entry into force of the term of the new committee and procuring necessary approvals for the appointment of the new members from the relevant supervisory authority.	
12	ARTICLE (25): CHAIRMAN OF THE BOARD OF DIRECTORS, VICE-CHAIRMAN AND SECRETARY	ARTICLE (25): CHAIRMAN OF THE BOARD OF DIRECTORS, VICE-CHAIRMAN AND SECRETARY The Board of Directors shall appoint a Chairman and Vice-Chairman from among its members, and may appoint a Managing Director after obtaining SAMA's non-objection. The Chairman shall not be allowed to hold any executive position in the Company. The Chairman jurisdictions include: presiding over the meetings of the Board and the General Assembly, representing the Company before all competent authorities, judicial bodies and third parties, carrying all other tasks as delegated by the Board, signing the Articles of Incorporation for the companies in which the Company holds shares along with other contracts, deeds and title transfer before the Notary Public and other official authorities, instituting claims, lawsuits,	ARTICLE (25): CHAIRMANSHIP OF THE BOARD AND REPRESENTATION BEFORE OTHERS The Board of Directors shall appoint a Chairman and Vice-Chairman from among its members, and may appoint a Managing Director after obtaining SAMA's non-objection. The Chairman shall not be allowed to hold any executive position in the Company. The Chairman jurisdictions include presiding over the meetings of the Board and the General Assembly, carrying all other tasks as delegated by the Board, representing (along with the CEO/Managing Director, individually or collectively) the Company before all competent authorities, judicial bodies and third parties, they have the right to purchase, sell, and convey properties, real estate and residential units, as well as their mortgage, release of mortgage ,grants, and acceptance of grants and to sell it on a spot, deferred, or installments basis. The acceptance of conveyance and

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		pleading, defending, hearing and responding to lawsuits; acknowledgement, denial, reconciliation, waiver, release, requesting/lifting travel ban, requesting confinement, checking Seizure and Execution Departments and requesting the same, requesting arbitration and appointment of experts and arbitrators, requesting judgment execution, requesting appeal and reconsideration, receiving sums and checks in all cases with all courts, judicial/quasi-judicial committees and security/executive bodies, delegating or authorizing other parties and granting them the same right in all or part of such authorities. The Vice-Chairman shall replace the Chairman of the Board of Directors during his absence. The Board of Directors shall appoint one of its members or any other person to act as the Board's Secretary. The Secretary shall be responsible for the entry and keeping of the Board's deliberations and resolutions in minutes to be signed by the Chairman and members of the Board of Directors. The Secretary's remuneration shall be determined pursuant to a resolution by the Board. The term of the Chairman, Vice- Chairman and Secretary (if he is a Board member) shall not exceed the term of their respective membership term in the Board and they may always be reappointed.	transfer of ownership to purchaser or tenant after debt payment and to waive it with or without compensation, as well as, addition to a deed, issue a deed replacement, deed use amendments, take probate action, split, subdivide, merge, modify and update deeds electronically either to increase or decrease or any other amendments. Split, subdivide and merge real estates and residential and commercial units under and in favor of the Company for financing purposes and in accordance with Sharia'h principles. Also, the right to open all types of accounts with banks and investment companies, the right to signing the Articles of Incorporation for the companies in which the Company holds shares along with other contracts, deeds and title transfer before the Notary Public and other official authorities, instituting claims, lawsuits, pleading, defending, hearing and responding to lawsuits; acknowledgement, denial, reconciliation, waiver, release, requesting/lifting travel ban, requesting confinement, checking Seizure and Execution Departments and requesting the same, requesting arbitration and appointment of experts and arbitrators, requesting judgment execution, requesting appeal and reconsideration, receiving sums and checks in all cases with all courts, judicial/quasi-judicial committees, authorities and security/executive bodies inside and outside Saudi Arabia, delegating or authorizing other parties and granting them the same right in all or part of such authorities. The Vice-Chairman shall replace the Chairman of the Board of Directors during his absence. The Board of Directors shall appoint one of its members or any other person to act as the Board's Secretary. The Secretary shall be responsible for the entry and keeping of the Board's deliberations and resolutions in minutes to be signed by the Chairman and members of the Board of Directors. The Secretary's remuneration shall be determined pursuant to a resolution by the Board. The term of

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			the Chairman, Vice- Chairman and Secretary (if he is a Board member) shall not exceed the term of their respective membership term in the Board and they may always be reappointed.
13	ARTICLE (26): MEETINGS	The Board of Directors shall hold at least four (4) meetings per year upon an invitation made by the Chairman. The Chairman should call for a meeting if requested by any two (2) Board members. The invitation, together with the agenda, shall be sent to each member by e-mail or by means of modern technology at least five (5) business days before the scheduled date of the meeting.	The Board of Directors shall hold at least four (4) meetings per year (at least one meeting every quarter) upon an invitation made by the Chairman. The Chairman should call for a meeting if requested in writing by any Board member to discuss one or more issues. The invitation, together with the agenda, shall be sent to each member by e-mail or by means of modern technology at least five (5) business days before the scheduled date of the meeting.
14	ARTICLE (27): QUORUM OF MEETINGS	A Board meeting shall be valid only if attended in person or by proxy by at least six (6) members, five (5) of whom should attend in person or by means of modern technology. In the event that a Board member delegates another member to attend the Board meetings on behalf of him, the delegation should be governed by the following controls: 1. No member may be allowed to act on behalf of more than one member in the same meeting. 2. The proxy should be in writing. 3. An acting member may not vote on certain resolutions as provided for by applicable law.	A Board meeting shall be valid only if attended in person by at least half of the members. In the event that a Board member delegates another member to attend the Board meetings on behalf of him, the delegation should be governed by the following controls: 1. No member may be allowed to act on behalf of more than one member in the same meeting. 2. The proxy should be in writing and sent by e-mail or any of the modern technological means. 3. An acting member may not vote on certain resolutions as provided for by applicable law.
15	ARTICLE (28): BOARD RESOLUSTIONS	Deliberations and resolutions of the Board of Directors shall be entered into minutes to be signed by the Chairman and members of the Board of Directors. The Board's resolutions shall be adopted by the approval of the majority votes of the members attending in person or represented by proxy. If the votes are equal, the Chairman shall have a casting vote. The Board may issue circular	Deliberations and resolutions of the Board of Directors shall be entered into minutes to be prepared by the Board's Secretary and signed by the Chairman, members and the Secretary. The Board's resolutions shall be adopted by the approval of at least the majority votes of the members attending in person or represented by proxy. If the votes are equal, the Chairman shall have a casting vote. The Board may issue circular resolutions in urgent issues, unless a member request in writing to hold a

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		resolutions, which shall be presented to the next meeting for approval.	meeting to discuss such issues. Such resolutions shall be issued by the approval of the majority votes of the members and shall be presented to the next meeting for documentation in the minutes of such meeting.
16	ARTICLE (29): SHAREHOLDER ASSEMBLIES	A duly formed General Assembly represents all shareholders and shall be held in the city where the Head Office of the Company is located. Each subscriber may attend the Founding Assembly in person or by proxy regardless of the number of shares he holds. Each shareholder may attend the General Assembly and authorize another shareholder, other than the Board members and the Company's staff, to attend the General Assembly on behalf of him. Meetings of General Assemblies, participation of shareholders in deliberations and voting on resolutions may be held by means of modern technology.	A duly formed General Assembly represents all shareholders and shall be held in the city where the Head Office of the Company is located. Each shareholder may attend the General Assembly and authorize another shareholder, other than the Board members, to attend the General Assembly on behalf of him. Meetings of General Assemblies, participation of shareholders in deliberations and voting on resolutions may be held by means of modern technology.
17	ARTICLE (30): AUTHORITIES OF THE FOUNDING ASSEMBLY	The Founding Assembly shall be convened pursuant to an invitation by the founders in accordance with the Companies Law and it shall have the following authorities: 1. Verifying that the capital of the Company has been fully subscribed to and that the minimum capital and the amount owed by share value have been met according to the Companies Law. 2. Formulating the final texts of the Articles of Association of the Company. However, the Founding Assembly may not introduce major amendments into the Articles of Association unless after obtaining the consent of all subscribers represented in it. 3. Appointing the first Board of Directors of the Company. 4. Appointing an Auditor/Auditors and fixing their charges. 5. Discussing the founders' report related to the establishment works and expenses.	Deleted

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		The Founding Assembly's meeting should be attended by 50% of subscribers in order to be valid. If such majority is not attained, an invitation should be made for a second meeting to be convened within fifteen (15) days and such meeting shall be valid regardless of the number of attendees. The resolutions of the Founding Assembly shall be issued by the absolute majority of shares represented therein and each subscriber shall have one (1) vote for each share he holds or represents.	
18	ARTICLE (33): CONVENING OF SHAREHOLDERSGENERAL ASSEMBLIES	Shareholders' General Assemblies shall be convened pursuant to an invitation made by the Board of Directors if so requested by the Auditor or by shareholders representing at least (5%) of the Company's capital. The invitation shall be posted on the websites of the Capital Market Authority and the Company and published in a daily newspaper distributed in the city where the Company's Head Office is located at least twenty-one (21) days prior to the meeting date. The invitation shall include the meeting agenda and a copy thereof shall be sent to SAMA, CMA and the Ministry of Commerce during the period set for publication.	Shareholders' General Assemblies shall be convened pursuant to an invitation made by the Board of Directors. The Board of Director shall call for an Ordinary General Assembly meeting within thirty (30) days of the date on which the Auditor or a shareholder/shareholders representing at least (10%) of the Company's voting shares. The invitation shall be posted in accordance with the relevant rules and regulations at least twenty-one (21) days prior to the meeting date. The invitation shall include the meeting agenda and a copy thereof shall be sent to SAMA, CMA and the Ministry of Commerce.
19	ARTICLE (34): ATTENDANCE	Upon the convening of the General Assembly, a list of shareholders attending in person or by proxy, the number of shares they own in person or by proxy and the number of allocated votes shall be prepared. Any stakeholder representing a supervisory/control authority may have access to such list.	Upon the convening of the General Assembly, a list of shareholders attending in person or by proxy, the number of shares they own in person or by proxy and the number of assigned votes shall be prepared. Any stakeholder representing a supervisory/control authority may have access to such list.
20	ARTICLE (35): QUORUM OF ORDINARY	The meeting of the Ordinary General Assembly shall be deemed valid only if shareholders representing at least 25% of the Company's capital attend and/or participate by means of modern technology. If such quorum is not reached at the first meeting, a	The meeting of the Ordinary General Assembly shall be deemed valid only if shareholders representing at least 25% of the Company's capital shares with voting rights attend and/or participate by means of modern technology. If such quorum is not reached at the first meeting, a second

Proposed Amendments to Alinma Bank's Bylaw 2023			
N	Article	Before Amendment	After Amendment
	GENERAL ASSEMBLIES	second meeting shall be held within one (1) hour following the end of the first meeting, provided that an indication has been made in the invitation for the first meeting as to the possibility of holding a second meeting. The second meeting shall be deemed valid irrespective of the number of shares represented therein.	meeting shall be held within one (1) hour following the end of the first meeting, provided that an indication has been made in the invitation for the first meeting as to the possibility of holding a second meeting. The second meeting shall be deemed valid irrespective of the number of shares represented therein.
21	ARTICLE (36): QUORUM OF THE EXTRAORDINARY GENERAL ASSEMBLIES	The meeting of the Extraordinary General Assembly shall be valid if at least 50% of shareholders attend and/or participate by means of modern technology. If such quorum is not reached at the first meeting, a second meeting shall be held within one (1) hour following the end of the first meeting, provided that an indication has been made in the invitation for the first meeting as to the possibility of holding a second meeting. The second meeting shall be deemed valid if at least 25% of shareholders attend and/or participate by means of modern technology. If the required quorum is not attained in the second meeting, an invitation shall be made for a third meeting and shall be published in a daily newspaper distributed in the city where the Head Office of the Company is located. The invitation shall be made at least twenty-one (21) days prior to the meeting date. The third meeting shall be valid irrespective of the number of shares represented therein.	The meeting of the Extraordinary General Assembly shall be valid if at least 50% of shareholders with voting rights attend and/or participate by means of modern technology. If such quorum is not reached at the first meeting, a second meeting shall be held within one (1) hour following the end of the first meeting, provided that an indication has been made in the invitation for the first meeting as to the possibility of holding a second meeting. The second meeting shall be deemed valid if at least 25% of shareholders with voting rights attend and/or participate by means of modern technology. If the required quorum is not attained in the second meeting, an invitation shall be made for a third meeting in accordance with the provisions of relevant rules and regulations. The invitation shall be made at least twenty-one (21) days prior to the meeting date. The third meeting shall be valid irrespective of the number of shares represented therein.
22	ARTICLE (38): RESOLUTIONS	Resolutions of the Founding Committee shall be issued by the absolute majority of shares represented therein. Resolutions of the Ordinary General Assembly shall be issued by the absolute majority of shares represented in the meeting. Resolutions of the Extraordinary General Assembly shall be issued by a majority of two thirds (2/3) of shares represented therein, unless it relates to capital increase/decrease, extending the Company's term, dissolving the Company before the expiry of its term as stipulated	Resolutions of the General Assembly shall be issued by the absolute majority of voting shares represented therein. Resolutions of the Ordinary General Assembly shall be issued by the approval of the absolute majority of shares represented in the meeting. Resolutions of the Extraordinary General Assembly shall be issued by the approval of two thirds (2/3) of the voting shares represented therein, unless it relates to capital increase/decrease, extending the Company's term, dissolving the Company before the expiry of its term as stipulated in its Articles of

Proposed Amendments to Alinma Bank's Bylaw 2023			
N	**Article**	**Before Amendment**	**After Amendment**
		in its Articles of Association, or merging the Company with another entity or institution. In such cases, the resolution cannot be issued unless voted on by a majority of three quarters (3/4) of the shares represented in the meeting.	Association, or its merger with another entity or institution or its split into two or more entities. In such cases, the resolution cannot be issued unless voted on by three quarters (3/4) of the voting shares represented in the meeting.
23	ARTICLE (39): MEETING AGENDA	Each shareholder shall have the right to discuss and raise questions with respect to issues included in the agenda of the General Assemblies to members of the Board of Directors and the Auditor, who should provide responses to such questions in a way that shall not imply any damage to the Company's interest. If any shareholder feels that he has received an unsatisfactory response, he may raise the issue to the General Assembly and its resolution shall be effective.	The Board of Directors shall put into consideration the issues that shareholders wish to include in the agenda of the General Assembly. Any shareholder/shareholders representing at least (10%) of the Company's voting shares shall have the right to add one or issues to the meeting agenda upon its preparation. Each shareholder shall have the right to discuss and raise questions with respect to issues included in the agenda of the General Assemblies to members of the Board of Directors and the Auditor, who should provide responses to such questions in a way that shall not imply any damage to the Company's interest. If any shareholder feels that he has received an unsatisfactory response, he may raise the issue to the General Assembly and its resolution shall be effective.
24	ARTICLE (40): GENERAL ASSEMBLIES CHAIRMANSHIP	The Chairman of the Board of Directors (or the Vice-Chairman in the absence of the Chairman, or the person delegated by the Board of Directors from its members) shall preside over the meetings of shareholders General Assemblies. The General Assembly shall appoint a Secretary and vote counter. The minutes of meeting shall include the names of shareholders (attending in person or by proxy), number of their shares (personally or by proxy), number of allocated votes, resolutions adopted, number of affirmative/negative votes and a brief summary of the meeting discussions. At the end each meeting, the minutes shall be entered into a special register to be signed by the Chairman, Secretary and the vote counter.	The Chairman of the Board of Directors (or the Vice-Chairman in the absence of the Chairman, or the person delegated by the Board of Directors from its members) shall preside over the meetings of shareholders General Assemblies. The General Assembly shall appoint a Secretary and vote counters. The minutes of meeting shall include the percentage of shareholders (attending in person or by proxy), the number of their shares (personally or by proxy), the number of votes assigned to them, resolutions adopted, number of affirmative/negative votes and a brief summary of the meeting discussions. At the end each meeting, the minutes shall be entered into a special register to be signed by the Chairman, Secretary and the vote counters.

Proposed Amendments to Alinma Bank's Bylaw 2023			
N	Article	Before Amendment	After Amendment
25	ARTICLE (42): ACCESS TO RECORDS	ARTICLE (42): ACCESS TO RECORDS The Auditor shall at all times have the right to access the Company's books, records and other documents and may request any information and clarifications he deems necessary. He may further check the Company's assets and liabilities. The Auditor should submit a report to the annual General Assembly detailing the extent to which the Company cooperated in providing him with information and clarifications, the violations he has come across (especially to the provisions of the Companies Law or Banking Control Law) and his opinion as to the extent to which the accounts of the Company are in conformity with reality.	ARTICLE (42): ADITOR AUTHORITIES AND RESPONSIBILITIES 1. The Auditor may at any time access the Company's accounting books and records and their supporting documents. He may request any information and clarifications he deems necessary to check the Company's assets and liabilities and any other matter falling within the scope of his work. The Board of Directors shall enable the Auditors to perform his duties and if he encounters a difficulty in this respect, he should document the same in a report to be submitted to the Board of Directors. If the Board fails to facilitate the work of the Auditor, the Auditor should request the Board of Directors to call for a General Assembly meeting to discuss this issue. The Auditor may call for such meeting if the Board fails to do so within thirty (30) from the date of the Auditor's request for such meeting. 2. The Auditor should submit a report to the annual General Assembly about the financial statements of the Company. The report should be prepared in accordance with the audit standards approved in the Kingdom. The report should also include the extent to which the Company cooperated in providing him with information and clarifications, the violations he has come across (especially to the provisions of the Companies Law, the Banking Control Law, or the Articles of Association) and his opinion as to the fairness of the financial statements. The Auditor should read his report or a summary thereof or circulate it in the annual meeting of the General Assembly (as the case may be and in accordance with the provisions of the Companies Law).
26	ARTICLE (43): FISCAL YEAR	The fiscal year of the Company commences on the first day of January up to the last day of December of each Gregorian year. However, the first fiscal year of the Company starts on the date	The fiscal year of the Company commences on the first day of January up to the last day of December of each Gregorian year.

Proposed Amendments to Alinma Bank's Bylaw 2023

N	Article	Before Amendment	After Amendment
		of issuing the resolution announcing the incorporation of the Company until the last day of December of the following year.	
27	ARTICLE (44): FINANCIAL STATEMENTS AND THE DIRECTORS' REPORT	At the end of each fiscal year, the Board of Directors shall prepare the financial statements of the Company and a report on the activities of the Company and its financial position for the preceding financial year. The report shall include the method proposed for distributing net profits. The Board of Directors shall place such documents at the disposition of the Auditor at least forty-five (45) days prior to the date set for convening the General Assembly. The Chairman of the Board of Directors, CEO and CFO shall sign such documents and a copy thereof shall be made available to shareholders at the Company's Head Office twenty-one (21) days before the meeting of the General Assembly. The Chairman of the Board of Directors shall provide shareholders with the financial statements of the Company along with the Directors' Report and the Auditor's Report unless these reports have already been published in a daily newspaper distributed in the city where the Company's Head Office is located. A copy of the aforementioned documents shall be sent to the Ministry of Commerce, CMA, and SAMA at least fifteen (15) days before the meeting of the General Assembly.	At the end of each fiscal year, the Board of Directors shall prepare the financial statements of the Company and a report on the activities of the Company and its financial position for the preceding financial year. The report shall include the method proposed for distributing net profits. The Board of Directors shall place such documents at the disposition of the Auditor at least forty-five (45) days prior to the date set for convening the annual General Assembly meeting. The Chairman of the Board of Directors, CEO and CFO shall sign such documents and a copy thereof shall be made available to shareholders at the Company's Head Office. The Chairman of the Board of Directors shall provide shareholders with signed copies of the financial statements of the Company along with the Directors' Report and the Auditor's Report (if any) unless these reports have already been published in any of the modern media at least twenty-one (21) days prior to the date set for holding the annual meeting of the General Assembly. A copy of the aforementioned documents shall be sent to SAMA at least fifteen (15) days before the meeting of the General Assembly.
28	ARTICLE (47): LIABILITY ACTION	Each Shareholder shall have the right to file a liability action on behalf of the Company against the members of the Board of Directors if they commit a fault causing damage to such Shareholder, provided that the Company's right to file such action shall still be valid. The Shareholder should notify the Company of such intention to file such action.	Each shareholder/shareholders representing (5%) or more of the share capital shall have the right to file a liability claim against the members of the Board of Directors if the Company fails to do so, provided that the main goal of such action shall be to achieve the interest of the Company and that it is validly exist and has been filed with good faith. The members of the Board of Directors shall be informed of the intention to file a liability claim at least fourteen (14) days before the date of filing.

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Proposed Amendments to Alinma Bank's Bylaw 2023			
N	**Article**	**Before Amendment**	**After Amendment**
29	ARTICLE (48): LOSSES OF THE COMPANY	If the Company's losses reach 50% of its paid up capital at any time during the fiscal year, the Auditor or any officer of the Company shall notify the Chairman immediately upon becoming aware of such losses, who in turn shall promptly notify the Board of Directors. The Board of Directors shall, within fifteen (15) days and after obtaining SAMA's approval, invite for an Extraordinary General Assembly meeting within no more than forty-five (45 days) to either increase or decrease the Company's capital in accordance with the provisions of the Companies Law and the Banking Control Law to reduce the losses to less than 50% of the paid-up capital, or to dissolve the Company before the expiry of its term as defined herein.	If the Company's losses reach 50% of its issued capital, SAMA should be informed immediately. The Board of Directors should disclose the same as well as its recommendations related to such losses within sixty (60) days of becoming aware of them. The Board of Directors shall, within (180) following its becoming aware of the losses and obtaining SAMA's approval, invite for an Extraordinary General Assembly meeting to consider either the continuity of the Company and taking any required action to remedy such losses or dissolve it.
30	**ARTICLE (51):**	**ARTICLE (51):** The business of the Company shall be governed by Sharia'h provisions and controls.	**ARTICLE (51):** SHARIA'H GOVERNANCE The business of the Company shall be governed by Sharia'h provisions and controls as decided by the Sharia'h Committee formed by the Board of Directors after obtaining SAMA's non-objection.

Attachment of Item No. (44)

Employee Stock Incentive Plan

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Employee Stock Incentive Plan

Content

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Classification: Confidential

Introduction

Fixed and variable incentives are at the top of motivating tools for employees in business different sectors, which contribute to employees retention and investment of their capabilities and thereby supporting to the achievement of the organization objectives. Accordingly, Alinma Bank strived to enhance this aspect in order to be one of the factors impacting employees attraction and retention.

In line with the instructions of supervisory and regulatory authorities related to employees deferred and variable incentives and increasing the percentage of deferred incentives, especially for senior executives and those in strategic and sensitive positions.

And in view of the best practices, the Bank wishes to grant deferred stock incentives to its employees, as applicable in similar entities. This would boost the interest of the Bank and the employee alike, as incentives are among the best tools to encourage and retain distinct employees and leadership competencies by providing long-term incentives in order to contribute to developing the Bank's business and link financial goals and aspirations of employees with programs offered by the Bank and have good financial returns in the long term.

Program Details

1. Stocks shall be granted to some employees meeting the program's conditions as part of their annual bonus and shall be due during the subsequent three (3) years in equal rates.

2. The number of stocks due to each employee shall be calculated based on bonus, grade and the daily average closing price per share for the 4th quarter of the year for which the employee is entitled to receive the reward.

3. Stocks shall also be granted to some employees over long periods with the purpose of retaining them, provided that priority shall be given to those occupying leadership and sensitive positions.

4. The program includes detailed eligibility conditions as well as cases in which the employee shall be entitled to receive deferred stocks in the event of leaving work, such as death, total disability and legal retirement.

Recommendations

1. Purchasing 5 million of the Bank’s shares and allocating them to the program and authorizing the executive management to execute the purchase transactions in line with the instructions issued by the supervisory and regulatory authorities.

2. Authorizing the Board of Directors to approve the terms of the program.

Attachment of Item No. (44)

Bank's shares buy-back to be allocated to the long-term employee incentive program item

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Riyadh 11663
Kingdom of Saudi Arabia
Commercial Registration No 1010425494

Headquarters in Riyadh

كي بي إم جي للاستشارات المهنية
واجهة الرياض، طريق المطار
صندوق بريد ٩٢٨٧٦
الرياض ١١٦٦٣
المملكة العربية السعودية
سجل تجاري رقم ١٠١٠٤٢٥٤٩٤

المركز الرئيسي في الرياض

Agreed-Upon Procedures on Statement of compliance with Article 17 from Part 6 Chapter 1 of the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies

To the Board of Directors of Alinma Bank ("the Bank")

Purpose of this Agreed-Upon Procedures Report and Restriction on Use and Distribution

In accordance with our KPMG Engagement Letter dated 1 March 2023, our report is solely for the purpose of performing the agreed procedures, that would assist you in relation to the submission of the Schedule of financial information prepared by the Bank, pertaining to the Bank's solvency requirements in connection with Article 17 from Part 6 of Chapter 1 of the 'Regulatory Rules and Procedures', issued pursuant to the Companies Law relating to Listed Joint Stock Companies' the ("Schedule"), by Capital Market Authority, to the shareholders of the Bank, as part of the annual general assembly package along with other information contained therein, for a share buy-back transaction which the Bank intends to execute during the fiscal year 31 December 2023, and may not be suitable for another purpose. This report is intended solely for the Bank and should not be used by, or distributed to, any other parties.

Responsibilities of the Engaging Party

The Bank has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement and is responsible for the subject matter on which the agreed-upon procedures are performed.

Practitioner's Responsibilities

We have conducted the agreed-upon procedures engagement in accordance with the International Standard on Related Services (ISRS) 4400 (Revised), Agreed-Upon Procedures Engagements as endorsed in the Kingdom of Saudi Arabia. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the Bank, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion.

Had we performed additional procedures, other matters might have come to our attention that would have been reported.

Agreed- Upon Procedures on Statement of compliance with Article 17 from Part 6 Chapter 1 of the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies

To the Board of Directors of Alinma Bank ("the Bank") (continued)

Professional Ethics and Quality Control

We have complied with the ethical requirements in the Professional code of conduct and ethics that are endorsed in the Kingdom of Saudi Arabia. For the purpose of this engagement, there are no independence requirements with which we are required to comply.

Our firm applies International Standard on Quality Management (ISQM) 1, Quality Management for Firms that Perform Audits and Reviews of Financial Statements, or Other Assurance or Related Services Engagements, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Procedures and Findings

We have performed the procedures described below, which were agreed upon with the Bank in the terms of engagement letter dated 1 March 2023:

1 Traced the total assets, total liabilities and total contingent liabilities mentioned in the attached schedule as at 31 December 2022 with the total assets, total liabilities and total contingent liabilities disclosed in the Bank's consolidated financial statements as at 31 December 2022;

2 Checked the mathematical accuracy of the net assets mentioned in the attached Schedule which representing the balance after deducting total liabilities and total contingent liabilities from total assets as at 31 December 2022;

3 Checked working capital as at 31 December 2022 mentioned in the attached Schedule with the issued financial statements for the year ended 31 December 2022;

4 Checked mathematical accuracy of the balance of retained earnings as at 31 December 2022 mentioned in the attached Schedule, after deducting the balance of treasury shares expected to be acquired based on management expectations; and

5 Checked the market price per share of the Bank prevailing on 01 March 2023 from Tadawul and agree the same with the market price used by management to estimate the purchase cost of the share buy-back.

Our findings:

- With respect to item 1, no exceptions noted.

  we found that the total assets, total liabilities and total contingent liabilities mentioned in the attached Schedule as at 31 December 2022 are in agreement with the total assets, total liabilities and total contingent liabilities disclosed in the Bank's consolidated financial statements as at 31 December 2022.

- With respect to item 2, no exceptions noted.

  we found that the mathematical accuracy of the net assets mentioned in the attached Schedule (representing the balance after deducting total liabilities and total contingent liabilities from total assets) as at 31 December 2022 to be appropriate.

Agreed- Upon Procedures on Statement of compliance with Article 17 from Part 6 Chapter 1 of the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies

To the Board of Directors of Alinma Bank ("the Bank") (continued)

Procedures and Findings

- With respect to item 3, no exceptions noted.

  we found that the working capital as at 31 December 2022 mentioned in the attached Schedule in agreement with the issued financial statements for the year ended 31 December 2022.

- With respect to item 4, no exceptions noted.

  we found that the mathematical accuracy of the balance of retained earnings as at 31 December 2022 mentioned in the attached Schedule, after deducting the cost of treasury shares to be correct.

- With respect to item 5, no exceptions noted.

  we found that the market price per share of the Bank prevailing on 01 March 2023 from Tadawul and agree the same with the market price used by management to estimate the purchase cost of the share buy-back.

KPMG Professional Services

كي . بي . إم . جي للاستشارات المهنية
Lic No. 46
C.R. 1010425494
R : 1.
KPMG
ترخيص رقم ٤٦
س.ت: ١٠١٠٤٢٥٤٩٤
KPMG Professional Services

Abdulaziz Abdullah Alnaim
License No: 394

Riyadh: 15 Sha'ban 1444 H
Corresponding to 07 March 2023

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PROPOSED BUY-BACK OF SHARES SCHEDULE

Schedule of the financial information pertaining to Alinma Bank's ("the Bank") compliance with the solvency requirement specified in Article 17 from Part 6 of Chapter 1 of the 'Regulatory Rules and Procedures', issued pursuant to the Companies Law relating to Listed Joint Stock Companies by Capital Market Authority. All amounts are in SAR '000 unless otherwise stated.

Sub-Schedule (a): Working capital sufficiency

The working capital is computed based on the maturity profile of total assets and liabilities maturing 1 to 3 years extracted from Note 30 to the annual audited financial statements of the Bank for the year ended December 31, 2022. Working capital is calculated by deducting total liabilities and contingent labilities (credit exposure) from total assets.

Working Capital	Estimated Purchase Cost of Treasury Shares for 2023[1]	Working Capital After Purchase of Treasury Shares
A	B	C = A - B
28,457,758	145,500	28,312,258

1 Buy-back of 5,000,000 shares at prevailing market price of SAR 29.10 per share on March 1, 2023.

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Sub-Schedule (b): Summary of assets and liabilities including contingent liabilities

Based on the latest audited annual financial statements of the Bank as at December 31, 2022, the following table shows that the Bank has assets more than the value of total liabilities including contingent liabilities (credit exposure) prior to and immediately upon payment of the purchase price:

Assets	Liabilities	Contingent Liabilities (credit exposure)	Net Assets	Estimated Purchase Cost of Treasury Shares[1]	Surplus Assets
A	B	C	D = A-B-C	E	F = D-E
200,436,229	168,559,916	13,414,807	18,461,506	145,500	18,316,006

Sub-Schedule (c): Treasury shares

Based on the latest audited annual financial statements of the Bank as at December 31, 2022, the following table shows that the treasury shares balance would not exceed the retained earning balance of the Bank after purchasing treasury shares:

Retained Earnings	Amount of Treasury Shares Currently Held	Estimated Purchase Cost of Treasury Shares[1]	Excess of Retained Earnings
A	B	C	D = A-(B+C)
4,285,004	66,021	145,500	4,073,483

Adel Saleh Abalkhail

Chief Financial Officer

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المجموعة المالية
FINANCE GROUP
604

1 Buy-back of 5,000,000 shares at prevailing market price of SAR 29.10 per share on March 1, 2023.

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Attachment of Item No. (48)

A statement and description of the company in which the member of the Board of Directors Mr. Anees Ahmed Moumina exercises a competing business

Company Name	The Main Activity	Legal Form	Membership type	Nature of the membership
Dar Al Tamleek	Buying, selling and owning real estate and lands and investing them. Managing financing programs for others	Closed Joint Stock	Independent	In his personal capacity

Attachment of Item No. (49)

The limited assurance report and the notification of the Chairman of the Board of Directors to the shareholders about the transactions and contracts in which the members of the Board of Directors have a direct or indirect personal interest

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Ernst & Young Professional Services (Professional LLC)
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LIMITED ASSURANCE REPORT TO THE SHAREHOLDERS
OF ALINMA BANK
(A SAUDI JOINT STOCK COMPANY)

Scope:
We have been engaged by Alinma Bank (the "Bank") to perform a 'limited assurance engagement,' as defined by International Standards on Assurance Engagements endorsed in the Kingdom of Saudi Arabia, here after referred to as the engagement, on the Bank's compliance with the requirements of Article (71) of the Companies' Law (the "Subject Matter") contained in the Bank's attached notification (Appendix A) which is presented by the Bank's Board of Directors to the Extraordinary General Assembly on the transactions and contracts in which members of the Bank's Board of Directors have a direct or indirect personal interest in for the year ended 31 December 2022.

Criteria applied by the Bank:
In preparing the Subject Matter the Bank applied the below criteria ("Criteria"). Such Criteria were specifically designed for the notification submitted by the Board of Directors to the extraordinary general assembly (Appendix A), as a result, the subject matter information may not be suitable for another purpose.

1. Article (71) of the Companies' Law issued by the Ministry of Commerce.

2. Notification submitted by the Board of Directors of the Bank dated 08 March 2023.

3. Declarations submitted by the Bank's respective Board of Directors' members regarding the transactions and contracts in which members of the Bank's Board of Directors have direct or indirect personal interest for the year ended 31 December 2022.

Bank's responsibilities:
Bank's management is responsible for selecting the Criteria, and for presenting the Subject Matter in accordance with that Criteria, in all material respects. This responsibility includes establishing and maintaining internal controls, maintaining adequate records and making estimates that are relevant to the preparation of the subject matter, such that it is free from material misstatement, whether due to fraud or error.

Our responsibilities:
Our responsibility is to express a conclusion on the presentation of the Subject Matter based on the evidence we have obtained.

Our responsibilities (continued):

We conducted our engagement in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000') endorsed in the Kingdom of Saudi Arabia, and the terms of reference for this engagement as agreed with Bank on 26 February 2023. Those standards require that we plan and perform our engagement to express a conclusion on whether we are aware of any material modifications that need to be made to the Subject Matter in order for it to be in accordance with the Criteria, and to issue a report. The nature, timing, and extent of the procedures selected depend on our judgment, including an assessment of the risk of material misstatement, whether due to fraud or error.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Our Independence and Quality Control:

We have maintained our independence and confirm that we have met the requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia (the "Code"), and have the required competencies and experience to conduct this assurance engagement.

Our firm also applies International Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Description of procedures performed:

Procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our procedures were designed to obtain a limited level of assurance on which to base our conclusion and do not provide all the evidence that would be required to provide a reasonable level of assurance.

Although we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls. Our procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the Subject matter and related information and applying analytical and other appropriate procedures.

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Description of procedures performed (continued):

Our procedures included:

- Obtaining the notification from the Board of Directors to the extraordinary general assembly of transactions and contracts between any of the Board of Directors members either directly or indirectly with the Bank during the year ended 31 December 2022.

- Obtaining approval from ordinary general assembly on the transactions or contracts performed between the members of Board of Directors and the Bank, where applicable.

- Obtained Board of Directors minutes of meetings that indicates respective members' notification to the Board of Directors of transactions and contracts made with the Bank in which respective members of the Bank's Board of Directors have a direct or indirect personal interest in them.

- Obtaining declarations from the Bank's respective Board of Directors' members for the transactions and contracts made with the Bank in which a member of the Bank's Board of Directors has a direct or indirect personal interest during the year ended 31 December 2022.

We also performed such other procedures as we considered necessary in the circumstances.

Other Matter:

The attached notification (Appendix A) has been stamped by us for identification purposes only.

Conclusion:

Based on our procedures and the evidence obtained, we are not aware of any material modifications that need to be made to subject matter, in order for it to be in accordance with the Criteria applied by the Bank referred to above.

for Ernst & Young Professional Services

Hesham A. Alatiqi
Certified Public Accountant
License No. 523

Riyadh: 16 Sha'ban 1444H
(08 March 2023)

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16/08/1444H
08/03/2023
Chairman/110

Notice of the Chairman to the Extraordinary General Assembly No. (4) regarding transactions and contracts according to Article (71) of the Companies Law

Messrs. Shareholders of Alinma Bank

Reference is made to the requirements of paragraph (1), Article (71) of the Companies Law issued pursuant to the Royal Decree No. (M/132), dated 01/12/1443 AH, we would like to inform you that Alinma Bank has executed a number of transactions and contracts with Alinma Tokyo Marine Company during the membership period of Mr. Abdulmohsen Bin Abdulaziz Al Fares in the Board of Directors, which ended on May 20, 2022, and in which he has an indirect interest as a member of the Board of Directors of Alinma Tokyo Marine Company, as the Bank owns 28.75% of the shares of Alinma Tokyo Marine Company, for which the Bank obtained a prior license from the General Assembly, represented in the issuance and renewal of insurance policies for the bank, which amounted to 9,829,011 Saudi Riyals for its membership period in the year 2022.

Regards,

Dr. Abdulmalik Abdullah AlHogail

Chairman of the Board of Directors

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(مهنية ذات مسؤولية محدودة)
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The Audit Committee's Report to the General Assembly for the fiscal year ending December 31, 2022

Extraordinary General Assembly Meeting No. (4)

مصرف الإنماء
alinma bank

The Audit Committee's Report to the General Assembly for the Fiscal Year ending December 31, 2022

Audit Committee reviews the financial statements and accounting policies as well as supervising the activities of the Internal Audit and external auditors. The Committee held eight meetings during the year of 2022, and Audit Committee has performed activities falling within its jurisdiction, the most prominent of which are:

- Review and the approval of the internal audit plan for the fiscal year of 2022.
- Supervising the Internal Audit Department and following up with the execution of the audit plan during the fiscal year of 2022.
- Reviewing Internal Audit reports during the year of 2022.
- Reviewing annual financial statements as of 31/12/2022 and the quarterly statements and recommends it to be approved of by the Board of Directors.
- Reviewing the "Management Letter" issued by the external auditors.
- Reviewing External Auditor's proposals and recommending the appointment of External Auditors for the ending year of 31/12/2022.
- Reviewing the compliance quarterly reports on the Bank's compliance with regulatory requirements and internal policies and procedures.
- Reviewing the proposed administrative structure for the Internal Audit sector and recommending its approval by the Board of Directors.

Adequacy of the Internal Control System:

Based on the responsibility of the Bank's management in terms of preparing a comprehensive and effective system for internal control to achieve the approved objectives of the Bank, an internal control system is developed which suits the Bank's activities and takes into account the relative importance of the financial and other risks inherent in these activities. An internal control system is designed to manage and control risks in a timely manner. This provides a reasonable amount of continuous control and early detection and handling of potential risks.

The internal control system is based on the vision and assessment of the Bank's management to put a control system that commensurate with the relative importance of the financial and other risks inherent in the Bank's activities with a reasonable cost and benefit in order to activate specific controls. The internal control system has been designed to manage the risks of failure to achieve objectives. Therefore, the internal control system is designed to give reasonable assurances to provide reasonable assurance that material errors and related losses will be avoided.

The Audit Committee periodically reviews the reports prepared by internal and external auditors. These reports include an assessment of the adequacy and effectiveness of internal controls.

Based on the aforementioned, we believe that the Bank has a reasonably adequate and effective internal control system in terms of design and implementation. During this year, there were no material observations relating to the effectiveness of the internal control system and procedures in the Bank.

Mr. Maher Saad Alaiyadhi	Dr. Saad Saleh Al-Rowaite	Mr. Othman Mohammed Altwaijri
Member	**Member**	**Member**

Mr. Haitham Rashid Alshaikhmubarak	Mr. Abdulrahman Mohammed Ramzi Addas
Member	**Chairman**