

CORPORATE GOVERNANCE FRAMEWORK 2023

INTERNAL CONTROL MECHANISMS

Anti-Money Laundering 2 Internal Audit

18 Branches Qmatic

3 Compliance

4 Risk Management 5 Quality Control

BUSINESS ENVIRONMENT

CORPORATE GOVERNANCE PILLARS

GOVERNANCE PILLARS - REGULATING AGENCIES

BASEL III

Saudi Central Bank (SAMA)

SEVEN KEY PILLARS - SAIB

Principle 1: Board's Overall Responsibilities

Principle 5: Governance of Group Structures

Principle 12: Disclosure and Transparency

Principle 1: Board Members Qualification

Principle 5: Committees Formed by the Board

Principle 3: Board Responsibilities

Principle 6: Rights of Shareholders

Principle 7: Disclosure and Transparency

Principle 2: Formation, Appointment and Board Affairs

Principle 4: Responsibilities of Executive Management

Principle 13: The Role of Supervisors

Principle 4: Senior Management

Principle 6: Risk Management

Principle 9: Compliance

Principle 10: Internal Audit

Principle 11: Compensation

Principle 8: Risk Communication

Principle 2: Board Qualifications and Composition

Principle 3: Board's Own Structure and Practices

Principle 7: Risk Identification, Monitoring, and Controlling

SERVICE LEVEL AGREEMENTS (SLAs)

No.	Group	SLA Name
1	Corporate Banking Group	CBG SLA 23.3.3.1
2	Compliance Group	Compliance Group 23.3.3.1
3	Corporate Communication Group	Corporate Communication 23.3.3.1
4	Quality Group	Quality Group 23.3.3.1
5	Customer Care	Customer Care 23.3.3.1
6	Finance Group	FPC 23.3.3.1
7	Human Resources	HR 23.3.3.1
8	Information Technology & Operations Group	IT & Operations 23.3.3.1
9	Personal Banking Group	PBG 23.3.3.1
10	Risk Group	Risk Group 23.3.3.1
11	Transformation Group	Transformation Group 23.3.3.1
12	Treasury	Treasury 23.3.3.1
13	CRM Application	CRM Application 23.3.3.1
14	HR Services	HRMS 23.3.3.1
15	Interactive Voice Response	IVR 23.3.3.1
16	Incident System Management	ITSM 23.3.3.1
17	Enterprise Resource Planning	ERP 23.3.3.1

OBJECTIVES

Qmatic 23.3.3.1 K2 23.4.3.1

EQUAL CONCERNS FOR STAKEHOLDERS

ROLE OF KEY PLAYERS

BALANCED OBJECTIVES

DECISION-MAKING PROCESS

ETHICAL APPROACH

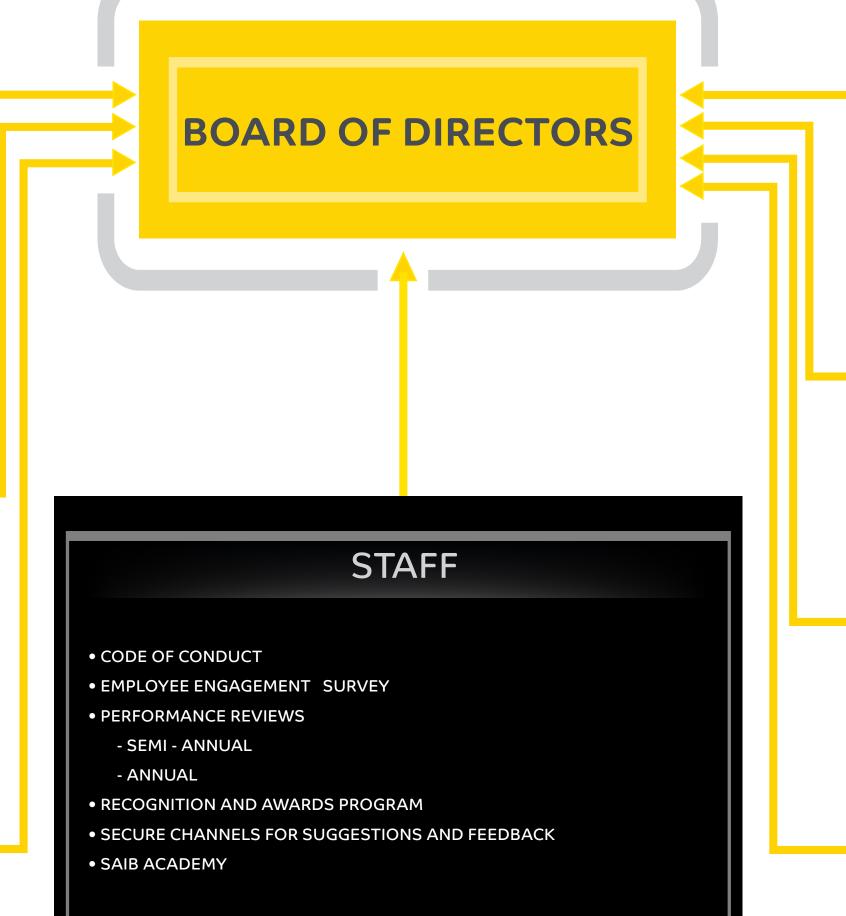
CLEAR ACCOUNTABILITY AND TRANSPARENCY

Other Control Levers

357 PAM and SAM 50 WCOW Points Algorithm SAIB Inventory Application External Forms 425 SAIB SMS Messages 333 Internal Forms 166 SOAPS 2700 Authority Statements

Manual Title [Total Number 166]

STAKEHOLDERS



CUSTOMERS BRANCHES CUSTOMER SATISFACTION SURVEY • CONSUMER COMPLAINT UNIT • FLEXX CALL CONTACT CENTER • CONSUMER PROTECTION PRINCIPLES MOBILE AND ONLINE BANKING AND RULES POLICY • RELATIONSHIP MANAGERS (RMs) • CONSUMER AWARENESS & EDUCATION • SOCIAL MEDIA CHANNELS CUSTOMER RESEARCH WEBSITE

SUBSIDIARIES AND ASSOCIATES YANAL FINANCE COMPANY ALISTITHMAR CAPITAL • SAUDI INVESTMENT REAL ESTATE COMPANY

 AMERICAN EXPRESS SAUDI ARABIA • Semi-Annual Performance Reports to Board of Directors Quarterly Performance Reports to ALCO

• Saudi Central Bank (SAMA) CAPITAL MARKET AUTHORITY (CMA) Ministry of Commerce

LOCAL REGULATORS

INTERNATIONAL REGULATORS FINANCIAL ACTION TASK FORCE (FATF / MENA FATF) UNITED NATIONS / SECURITY COUNCIL

• U.S. TREASURY OFFICE OF FOREIGN ASSET CONTROL (OFAC)

FINANCIAL STABILITY BOARD (FSB)

Part 1: Preliminary Provisions

Part 2: Rights of Shareholders Chapter 1: General Rights

Part 3: The Board of Directors

Chapter 1: Formation of the Board

 Chapter 2: Responsibilities and Competencies of the Board • Chapter 3: Competencies of the Chairman and the Board Members

Capital Market Authority (CMA)

Chapter 2: Rights Related to the Meeting of the General Assembly

• Chapter 4: Procedures of the Board Activities

• Chapter 5: Training, Support and Assessment

 Chapter 6: Conflicts of Interest Part 4: Company Committees

Chapter 1: General Provisions

Chapter 2: The Audit Committee

Chapter 3: Remuneration Committee

 Chapter 4: Nomination Committee Chapter 5: Risk Management Committee

Part 5: Internal Control Part 6: The Company's External Auditor

Part 7: Shareholders Part 8: Professional and Ethical Standards

Part 9: Disclosure and Transparency

Part 10: Implementation of Corporate Governance

Part 11: Retaining of Documents

Part 12: Closing Provisions

41 Corporate Social Responsibility Policy

POLICIES
PROCEDURES
INTERNAL CONTROL MECHANISMS
SERVICE LEVEL AGREEMENTS
SYSTEMS BALANCED SCORECARDS (BSC)KEY PERFORMANCE INDICATORS (KPIs)

BOARD APPROVED POLICIES WITH OWNERS

	Board Approved Policies	Responsible Department	Last Approval Date	No	No. Board Approved Policies	No. Board Approved Policies Responsible Department
Α	Accounting & Disclosure Policy	Finance Group	April 2022	21	21 Outsourcing Policy	21 Outsourcing Policy IT & Operations
A	Annual Profit And Capital Plan Policy	Finance Group	April 2022	22	22 Procurement and Vendor Management Policy	22 Procurement and Vendor Management Policy Finance Group
A	Anti-Money Laundering & Combating Terrorist Financing Policy	Compliance	October 2023	23	23 Related Party Identification and Disclosure of transactions Policy	23 Related Party Identification and Disclosure of transactions Policy Finance Group
В	Board and Committee Evaluation	Human Resources	December 2022	24	24 Risk Appetite Framework / Statement Policy	24 Risk Appetite Framework / Statement Policy Risk
В	Board Policy Development and Approval Policy	Corporate Governance	December 2022	25	25 Risk Management Policy Guide	25 Risk Management Policy Guide Risk
В	Business Continuity Management Policy And Framework	IT & Operations	April 2023	26	26 Safety and Physical Security Policy	26 Safety and Physical Security Policy IT & Operations
C	Compliance Policy	Compliance	April 2023	27	27 Stakeholder Management Policy	27 Stakeholder Management Policy Corporate Governance
C	Consumer Protection Principles and Rules Policy	Quality	October 2022	28	28 Stress Testing Policy	28 Stress Testing Policy Risk
C	Corporate Governance Manual	Corporate Governance	December 2023	29	29 Tax Policy	29 Tax Policy Finance Group
C	Credit Policy Guide	Risk	July 2023	30	30 Treasury Policy Guide	30 Treasury Policy Guide Treasury and Investment
Α	Anti-Fraud, Bribery & Corruption Policy	Risk	October 2023	31	31 Whistleblowing Policy	31 Whistleblowing Policy Compliance
H	Human Resources Policy	Human Resources	April 2023	32	32 WooW Loyalty Program Policy	32 WooW Loyalty Program Policy Marketing
П	IFRS 9 Governance Framework Policy	Finance Group	April 2022	33	33 Conflict of Interest Policy	33 Conflict of Interest Policy Corporate Governance
C	Cybersecurity Policy	Risk	October 2023	34	34 Disclosure and Transparency Policy	34 Disclosure and Transparency Policy Corporate Governance
lı	Insurance Policy Guide	Finance Group	October 2022	35	Sharia Governance & Compliance Policy سياسة الىلتزام والحوكمة الشرعية	
lı	Internal Audit Policy	Internal Audit	July 2023	36	36 Delegation of Authority Policy	36 Delegation of Authority Policy Corporate Governance
lı	Internal Capital Adequacy Assessment Plan Policy	Finance Group	October 2023	37	37 Information Technology Master Policy	37 Information Technology Master Policy IT & Operations
lı	Investment Policy Guidelines for Subsidiaries & Associates	Treasury and Investment	December 2021	38	38 Branches Network Policy	38 Branches Network Policy Personal Banking Group
Ν	New Products / Services Policy	Corporate Governance	October 2022	39	39 Board Membership Selection Criteria Policy	39 Board Membership Selection Criteria Policy Corporate Governance
C	Operational Risk Management Framework and Policy	Risk	July 2023	40	Remuneration Policy for Board, Board Committees and Executive Management	

STANDARD OPERATING AND ACCOUNTING PROCEDURES

PROCUREMENT AND VENDOR MANAGEMENT POLICY

PROCUREMENT AND VENDOR MANAGEMENT POLICY

SHAREHOLDERS

ENVIRONMENT AND COMMUNITY

VENDORS AND SERVICE PROVIDERS

Department

CONSTITUTIONAL RIGHTS

DIVIDEND ENTITLEMENT

RATING AGENCIES

VOTING RIGHTS

INTEGRATED REPORT

EDUCATION PROGRAM

SUSTAINABILITY PROGRAM

Manual Title [Total Number 166]

Department

ANNUAL REPORT

• STATUTORY AUDITORS

VOLUNTEER PROGRAM

• SPONSORSHIP

CORPORATE SOCIAL RESPONSIBILITY

• ETHICAL SOURCING STANDARDS

OUTSOURCING POLICY

COMPLAINT MANAGEMENT FRAMEWORK

ANNUAL GENERAL ASSEMBLY

COMPLAINTS HANDLING MECHANISM

	Manual Title [Total Number 166]	Department	Date
1	Opening of Accounts	AOU	November
2	Stop Payment Orders	Products Development	2022 August 2020
3	Balance Orders	Business Support	July 2021
4	Account Holds	Operations Business Support	September
5	Reconcilable Accounts	Operations Finance	2022 September
		Business Support	2022 June 2022
6	Cheque Book Management	Operations	
7	Telephone Recording System	ITG	October 2023 November
8	Safe Deposit Boxes	Products Development	2020 December
9	Cheque Clearing	Cash Center	2021 November
10	Letters of Guarantee	Trade Finance	2022 February
11	Safes and Vaults, Keys and Combinations	Cash Center; Branches	2021
12	Documentary Collections	Trade Finance	July 2023
13 14	Import Letter of Credit Export Letter of Credit	Trade Finance Trade Finance	August 2023 July 2023
15	Treasury Services - Nostro Transfers	Treasury	July 2023 March 2021
16	Murabaha Commodity Deals	Products Development	December
17	Clean Collections - Cheques	Trade Finance	2021 May 2022
18	Petty Cash	Procurement	December
19	Authorized Signatories	AOU	2022 August 2022
20	Business Continuity Plan	Business Continuity	May 2023
21	Real Estate Loans for Individuals (Ijarah)	Management Products Development	December
21	Customer Care	Customer Care Unit	2021 August 2023
23	Prospecting and Booking New Clients - Corporate	Corporate Banking	October 2020
24	Banking Premises Project Management	Maintenance	June 2023
25	E-Mails and Meetings Guidelines for Employees	Human Resources	February
		Department Human Resources	2023 December
26	Executive Management Alternate Plan	Department	2021
27	Internal Capital Adequacy Assessment Plan	Finance	January 2021
28	Retransferring Ownership of Real Estate Property	Corporate Governance	April 2023
29	Entertainment Expenses for Branches Automated Teller Machines (ATMs)	Branches	March 2021
30	Automated Teller Machines (ATMs)	ITG Treasury and Investment	March 2022
31	Initial Public Offering and Rights Issue	Operations	October 2023 November
32	Customers' Segmentation	Affluent Support	2023
33	Disclosure of Information	Regulatory Compliance	July 2023 November
34	Point of Sales	Cards Business Treasury and Investment	2022
35	Time Deposits	Operations	March 2020
36	Interest Rate Swap - Investment	Treasury	November 2022
37	Direct Debits	Payments	February 2023
38	Flexx Business	Cash Management	April 2023
39	Customer's Power of Attorney	Credit Administration	June 2023
40	Special Power of Attorney Issued by SAIB	Corporate Governance	June 2021
41	Credit Card Issuance for Staff	Human Resources Department	December 2021
42	Telesales	Telesales	July 2023
43	SAIB - Amex Co-Branded Corporate Card Flexx Click / Flexx Touch (Internet Banking for	Corporate Banking	October 202 ² September
44	Personal Banking Customers)	Digital Banking	2023 November
45	Approved Employers	Employers Unit	2021 December
46	Murabaha Real Estate Financing	Products Development	2020 December
47	Credit Risk Department	CRD	2022
48	Retail Collection	Collection Human Resources	August 2022 November
49	Staff Finance	Department	2019
50	Interactive Teller Machine	Contact Center	December 2022
51	E-Trade Service	Cash Management	November 2021
52	Customer Letters and Certificates	Credit Administration	July 2023
53	Corporate Cash Deposit Card	Cards Business	January 2020
54	Murabaha Consumer Financing	Products Development	September 2021 September

			Date			
56	MADA Cards	Cards Business	February 2023	111	Corporate Services Department	CSD
57	Banking Committees Under the Supervision of	Corporate Governance	September	112	IT Service Management	IT Service Management
	SAMA Property Management and Administration Services		2022	113	Mailroom	Mailroom
8	Department	Administration Department	January 2023	114	Shariah-Compliant Structured Deposits	Treasury
59	SAIB Strategic Investments Subsidiaries and Associates	Strategic Investments	August 2022	115	Mortgage Portfolio Acquisition	Products Development
0	Committee Charters	Corporate Governance	August 2022	116	Crisis Management Plan	Business Continuity
51	Payroll Processing	Business Support Operations	November 2023	110		Management Human Resources
52	Credit Rating of the Bank by External Rating	Finance	November	117	Human Resources	Department
3	Agencies IT Project Management Office and Governance	PMO	2022 July 2023	118	Secured Financing Program – Agricultural Development Fund	SME
54	Funds Transfer Pricing	Finance	July 2021	119	Retail Risk Management	Credit Risk
55	Issuance of Offer Letters	Products Development	August 2021	120	Safety and Security	Safety and Security
66	Escrow Accounts	Cash Management	September	121	Change and Release Management (ITD)	IT Strategy & Governance
		Branches Support	2023 November	122	Special Purpose Vechicle	Treasury
57	Official Cheques - Drafts Issuance and Encashment	Department	2021	123	Business Process and Procedures	Business Processes and Procedures
8	Anti-Money Laundering and Combating Terrorism Financing	AML Unit	March 2023	124	Dealing with Disabled Persons	Customer Care Unit
9	Premium Products Referral	Private Banking	March 2021	125	Legal Affairs Department	Legal Affairs
70	Bank Authorized Signatories in Chamber of Commerce	Corporate Governance	February 2021			_
71	Flexx Transfer	Cash Management	June 2021	126 127	Management Information Systems Compliance Operations	MIS Compliance Operations
72	Corporate Social Responsibility	Corporate Social Responsibility	August 2021	127	Agent Banking Management	Cash Management
73	Processing Credit Facilities for Private Banking	Private Banking	June 2021	129	Private Banking Services	Private Banking
	Clients	J		130	Anti-Fraud, Bribery and Corruption	Anti Fraud, Anti Bribery &
74	Marketing	Marketing Branches Support	August 2023		, ,	Corruption
75	Opening Closing and Relocating of Branches	Department	July 2023	131	Sharia Secretariat and Control	Sharia Control Risk Analytics and
76	Oral Instructions Processing	AOU	September 2020	132	Risk Analytics and Monitoring Department	Monitoring Department
77	Business-to-Business Solution	Cash Management	August 2022	133	Regulatory Reporting	Finance
78	Cash and Tellers	Branches Support Department	August 2022	134	Fees and Charges	Business Units
79	Operations Control	Operation Control	October 2022	135	Financial Reporting	Finance
30	Products and Services	Business Processes and	June 2023	136	Proofs and Controls	Finance
31	E- Commerce Payment Gateway FlexxPay	Procedures Transformation	October 2023	137	Credit Cards	Cards Business
32	Economic Capital	Market Risk	December	138	Regulatory Compliance	Regulatory Compliance
	•		2020	139	Cards Operations	Cards Operations
33	Special Credit Unit SAIBOR and SAIBID Pricing	Special Credit Unit	January 2022 June 2022	140	Auto Lease Financing	Products Development
34 35	Corporate and Commercial Lending	Treasury Corporate Banking	June 2022 June 2022		· ·	·
	Equity, Mutual Funds, Hedge Funds and Private			141	Taxes	Finance
36	Equity Funds (Investments) Fixed Income, Repo and Reverse Repo	Treasury	July 2021	142	Monitoring and Maintenance of Accounts	AOU
37	(Investments)	Treasury	July 2021	143	Guidelines of Dealing with COVID 19 Pandemic	Business Continuity Management
38	Credit Administration	Credit Administration	December 2020	144	Expected Credit Losses and Hedge Accounting	Product Control
39	Revaluation of Treasury Products	MRMD	December	145	Loyalty Programs	Loyalty Programs
0	Premises Maintenance, Hospitality and Janitorial	Maintenance	2020 April 2023	146	SARIE Transfers	Payments
	Services			147	Treasury Counterparty Collateral Management	Treasury and Investment
91	Standing Orders	Payments	July 2020	148	Procurement and Vendor Management	Admin. & Support Services
92	Money Market Budget Planning and Control	Treasury Finance	July 2021 May 2023	149	Multi-Currency Low Limit Corporate Card	Cash Management
		Human Resources	February	150	Quality	Quality
94	Thank You Program	Department Branches Support	2023	151	Swift Transfers and Messages	Payments
95	Q-Matic System	Department	March 2023	152	Branches Support	Branches Support Department
96	Archive	Archive	March 2023	153	Travel and Shopping Cards	Cards Business
7	Q17 – Capital Adequacy Reporting	Finance	August 2020	154	Management of Listed Shares and Mutual Funds	Credit Administration
8	Credit Facilities Under Kafalah Program	Business Banking	September 2022		Cash Management and Transportation Outsourced	
9	Foreign Exchange	Treasury	April 2021	155	Services	Cash Center
00	Property Mortgage	Corporate Governance	October 2022	156	Payroll Prepaid Cards (EasyPay, Edu & Household)	Cards Business
01	Overdraft Refer Card System	CORD	September 2022	157	Promissory Notes	Legal Affairs
02	Conventional Structured Products - Hedging Solutions for Clients	Treasury	December 2021	158	Corporate Governance	Corporate Governance
03	Teller Cash Recycler	Branches Support	2021 August 2022	159	Corporate and Commercial Shariah Compliant Financing	Corporate Banking
		Department		160	FriendiPAY (Agent Banking) Services	Cash Management
04 05	Conventional Structured Deposits Whistleblowing	Treasury Violation Reporting Unit	January 2022 August 2022			
06	Shariah Compliant Structured Hedging Solutions	Treasury	January 2022	161 162	Profit Sharing Investment Accounts Disclosure of Related Parties Transactions	Products Development Finance
		-	September	163	Board of Directors Report	Finance
07	Insider Information	Corporate Governance	2022	164	Corporate Banking Group Relationship Managers	Corporate Banking
08 00	SAIB Shareholder's Dividend Management	Finance Financial Institutions	June 2021	104	Guidelines	
09 10	Financial Institutions Operational Risk	Financial Institutions Operational Risk	June 2021 March 2021	165	FATCA and CRS	Accounts Monitoring Unit
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September

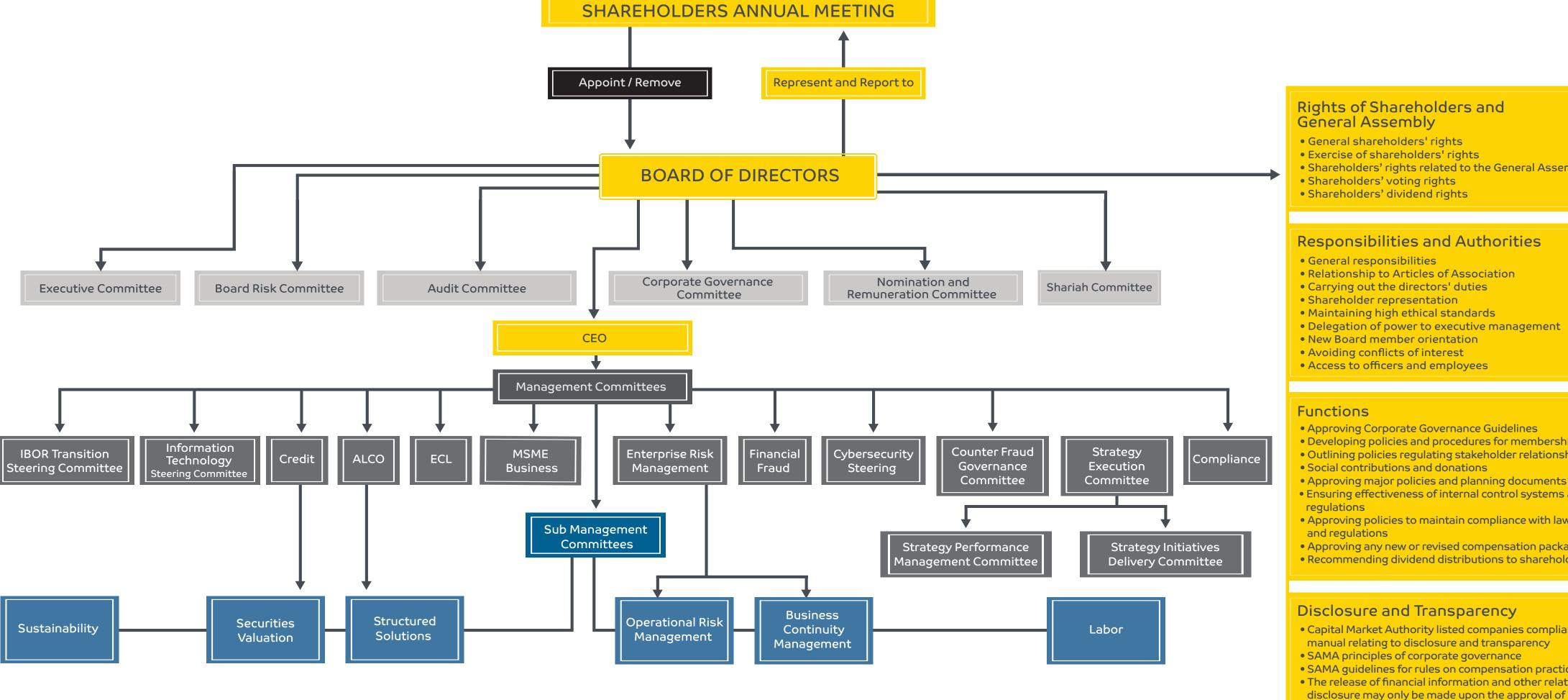
August 2022

September

December 2022 April 2023 July 2023 May 2023

June 2023

May 2022



Rights of Shareholders and General Assembly General shareholders' rights Exercise of shareholders' rights Shareholders' rights related to the General Assembly Shareholders' voting rights • Shareholders' dividend rights Responsibilities and Authorities General responsibilities Relationship to Articles of Association Carrying out the directors' duties Shareholder representation Maintaining high ethical standards • Delegation of power to executive management New Board member orientation Avoiding conflicts of interest Functions Approving Corporate Governance Guidelines Developing policies and procedures for membership Outlining policies regulating stakeholder relationships Social contributions and donations Approving major policies and planning documents Ensuring effectiveness of internal control systems and regulations Approving policies to maintain compliance with laws and regulations Approving any new or revised compensation packages Recommending dividend distributions to shareholders Disclosure and Transparency Capital Market Authority listed companies compliance manual relating to disclosure and transparency SAMA principles of corporate governance • SAMA guidelines for rules on compensation practices • The release of financial information and other related

the Chairman of the Board or the Chief Executive

February 2022

ACHIEVEMENTS

RECOGNITIONS AND CERTIFICATIONS



Highest International Transaction Volume (ITV) for Visa Multicurrency Travel Card Globally 2021 presented by VISA



Highest International Transaction Volume (ITV) for Visa Multicurrency Travel Card Globally 2022 presented by VISA



King Abdulaziz Quality Award -Sixth Edition





