الأمانة العامة للبنك
Corporate Secretariat

Agenda of the Extraordinary General Assembly Meeting

Bank Albilad

Agenda items:

1. Voting on the Board of Directors' report for the fiscal year ending on 31 December 2020.
2. Voting on the external auditors report for the fiscal year ending on 31 December 2020.
3. Voting on the financial statements for the fiscal year ending on 31 December 2020.
4. Voting on appointing the auditors for the Bank from among the candidates based on the Audit Committee's recommendation. The appointed auditors shall examine, review and audit the (second, third) quarter and annual financial statements of the fiscal year 2021, and the first quarter of the fiscal year 2022, and the determination of the auditors' remuneration.
5. Voting on releasing the members of the Board of Directors from their liabilities for the fiscal year ending on 31 December 2020.
6. Voting on delegating the Board of Directors to distribute interim dividends on a semi-annual or quarterly basis for the fiscal year 2021.
7. Voting on paying an amount of (SAR 3,520,000) as remuneration to the Board members by (320) thousand riyals for each member for the fiscal year ending on 31 December 2020.
8. Voting on amending the Policy of Social Responsibility.
9. Voting on delegating to the Board of Directors the authorisation powers of the General Assembly stipulated in paragraph (1) of Article 71 of the Companies Law, for a period of one year starting from the date of the approval by the General Assembly or until the end of the delegated Board of Directors' term, whichever is earlier, in accordance with the conditions set forth in the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies.
10. Voting to amend Article No. 3 relating to Purposes of the Company, of the Articles of Association of the Bank.

Continued: Agenda items:

11 Voting to amend Article No. 4 relating to Participation and Merger, of the Articles of Association of the Bank.

12 Voting to amend Article No. 5 relating to Incorporation Term, of the Articles of Association of the Bank.

13 Voting to amend Article No. 6 relating to The Company's Headquarter, of the Articles of Association of the Bank.

14 Voting to amend Article No. 8 relating to Subscription, of the Articles of Association of the Bank.

15 Voting to amend Article No. 9 relating to Shares, of the Articles of Association of the Bank.

16 Voting to amend Article No.10 bis relating to Purchase of the company's Shares and Disposal, of the Articles of Association of the Bank.

17 Voting to amend Article No.13 relating to Capital Increase, of the Articles of Association of the Bank.

18 Voting to amend Article No. 14 relating to Capital Decrease, of the Articles of Association of the Bank.

19 Voting to amend Article No.16 relating to Board Member, of the Articles of Association of the Bank

20 Voting to amend Article No. 17 relating to Membership Expiry and Replacement, of the Articles of Association of the Bank

Continued: Agenda items:

21 Voting to amend Article No.18 relating to the powers and Terms of Reference of the Board of Directors, of the Articles of Association of the Bank

22 Voting to amend Article No.19 relating to Committees of the Board and the Audit Committee, of the Articles of Association of the Bank

23 Voting to amend Article No.20 relating to Rewards, of the Articles of Association of the Bank.

24 Voting to amend Article No.21 relating to The Chairman, Vice Chairman, Managing Director and Secretary, of the Articles of Association of the Bank

25 Voting to amend Article No.22 relating to Meetings, of the Articles of Association of the Bank

26 Voting to amend Article No.23 relating to Quorum of Meetings, of the Articles of Association of the Bank

27 Voting to amend Article No.24 relating to Resolutions of the Board, of the Articles of Association of the Bank

28 Voting to amend Article No.25 relating to Shareholders Assemblies, of the Articles of Association of the Bank

29 Voting to amend Article No. 26 relating to Terms of Reference of the Constituent Assembly, of the Articles of Association of the Bank

30 Voting to amend Article No.27 relating to Ordinary General Assembly, of the Articles of Association of the Bank

Continued: Agenda items:

31 Voting to amend Article No.28 relating to Extraordinary General Assembly, of the Articles of Association of the Bank

32 Voting to amend Article No.29 relating to Convention of the General Assemblies of Shareholders, of the Articles of Association of the Bank

33 Voting to amend Article No.30 relating to Method of Attendance, of the Articles of Association of the Bank

34 Voting to amend Article No.34 relating to Resolutions, of the Articles of Association of the Bank

35 Voting to amend Article No.40 relating to Financial Documents, of the Articles of Association of the Bank

36 Voting to amend Article No.41 relating to Distribution of profits, of the Articles of Association of the Bank.

37 Voting to amend Article No.44 relating to Company Losses, of the Articles of Association of the Bank.

38 Voting to amend Article No.45 relating to Mechanisms of Company Liquidation, from the bank's basic system.

39 Voting to amend Article No.46 relating to Companies law and Relevant Regulations, from the bank's basic system.

40 Voting to amend Article No. 47 relating to Deposit of the Articles of Association, of the Articles of Association of the Bank.

Bank Albilad

Audit Committee Report to the General Assembly for 2020

Audit Committee Annual Report to the General Assembly for the fiscal year 2020

Contents

1. Introduction

The Audit Committee is an independent committee formed by a decision from the Bank's Ordinary General Assembly, with the objective of enhancing the bank's Shareholders and other stakeholders' confidence in the fairness of the bank's financial statements and enhancing the bank's control environment. Article 91 of the bank's Corporate Governance Charter requires the Audit Committee to prepare an annual report to the bank's General Assembly detailing its activities that has been taken to satisfy its roles and responsibilities as stated in the committee charter. Accordingly, the Audit Committee prepared this report to the General Assembly of the bank with the aim to provide the bank's shareholders and other stakeholders with an overview of the Audit Committee's key activities that has been undertaken within the scope of its set roles and responsibilities.

2. Committee Meetings

The Audit Committee held seven meetings during 2020 and submitted its minutes of meetings and quarterly activities reports to the Board of Directors to provide reasonable assurances on the effectiveness of bank's control environment.

3. Committee 's Activities during 2020

The audit committee performed its activities in accordance with its charter and implemented all the items of its annual plan for 2020, and the following is a summary of the audit committee key activities during the year:

a) Financial statements

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

b) External auditors

As part of its actives for 2020, the Audit committee overseen the external auditors work, monitored their performance and ensured their independence. Below is a summary of the audit committee's activities in this regard:

- Recommending to the Board of Directors the appointment of the bank's external auditors based on its study of the financial and technical analysis of the offers submitted by the nominated offices.
- Review and approve the external auditors' yearly audit plan.
- Verify the independence of external auditors in accordance with professional regulations and standards.
- Evaluating the performance of external auditors in accordance with the evaluation criteria adopted by the Committee.
- Discussing the external auditors annual management letter and ensuring that Internal Audit is following up the implementation of the corrective plan submitted by the relevant departments in accordance with the set target dates.

c) Internal audit

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

- Approval of Internal Audit plan that take in consideration the Bank's strategic plans, Governance and compliance requirements, and the risks associated with the Bank's business.
- Monitoring Internal Audit Divisions activities through the Internal audit periodic progress reports, Audit reports, and reported audit issues.

- Follow-up on the progress in closing the Internal Audit reported observations contained in their reports. As a result of such follow-up good progress in closing audit observations and non-existence of any overdue issues were reported as of end of 2020, which contributed to the strengthening of the Bank's Internal control environment.
- Support the Audit division value-added initiatives and actives that have contributed to the improvement of the bank's performance and compliance levels.

d) Compliance

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

- The Committee discussed with the Chief Compliance Officer the periodic reports received from Compliance & Anti-Financial Crime Division which include the bank's compliance activities, Anti Money Laundering activities , penalties and violations, actions taken by the bank to address the root causes of penalties & violation and improve the level of compliance by the bank.
- Review reports received from the Central Bank and follow up on the progress in closing the observations contained in those reports.
- In accordance with the requirements of Article 55 of the Corporate Governance Charter, Review the proposed contracts and transactions with related parties that have been referred to the Committee and provide their opinions to the Board of Directors.

4. Opinion of Audit Committee on internal control system

The Bank's executive management is responsible for creating an appropriate and effective internal control system that includes development of policies and procedures under the supervision of the Board of Directors to achieve the Bank's strategic objectives. Accordingly, the bank has established an integrated internal control system as recommended by regulatory bodies within the kingdom of Saudi Arabia. This system starts by setting the general governance framework that sets the roles, authorities, and responsibilities to the board of directors and its sub committees as well as the bank's management committees to ensure existence of the required monitoring at the bank's overall level. In addition, all the bank's Divisions and Departments are working continuously to improve the internal control environment within the bank through continues review and update of its policies and procedures to fix any discovered issues in the bank's internal control environment. Taking in consideration, internal audit reports, regulatory bodies reports, meetings with external auditors and the bank's executive management, as well as other topics discussed during the Committee's meetings, the Audit Committee considers that the current internal control environment is adequately designed, functions effectively, regularly monitored and that there is no fundamental weakness in the Bank's internal control system for fiscal year 2020. However, its is worth to mention that any internal control system regardless of its design and effectiveness cannot provide an absolute assurance.

Chairman of the Audit Committee

Adeeb Mohammed Abanumai

Item 8 :

Voting on amending the Policy of Social Responsibility.

Please refer to Arabic version

Bank Albilad

Item 10 to Item 40:

Voting on amending the Article of Association of the Bank.

Please refer to Arabic version