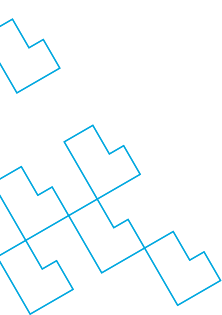


# The 68th Extraordinary General Assembly Meeting

(First Meeting)



# Extraordinary General Assembly Meeting Agenda (First Meeting)

**Bank ALJazira invites its shareholders to attend the Extraordinary General Assembly Meeting No. 68 (the 1st meeting) by means of modern technology**

## General Assembly Meeting Agenda

1. Reviewing and discussing the Board of Directors Annual Report for the fiscal year ending 31 December 2024.
2. Reviewing and discussing the Financial Statements for the year ending 31 December 2024.
3. Voting on the External Auditor's Report for the year ending 31 December 2024.
4. Voting on releasing the Board members from their liability for the fiscal year ending 31 December 2024.
5. Voting on appointing the Bank's External Auditors among the candidates based on the Audit Committee recommendation as to examine, review and audit the financial statements for the second, third quarter along with 2025-year end financials and the first quarter for the year 2026 and determining their fees.
6. Voting on the Board of Directors' recommendation to increase the Bank's capital by Granting Shares according to the following:
  - The Bank's capital before the increase is (10,250,000,000) million Saudi riyals, divided into (1,025,000,000) ordinary shares.
  - The Bank's capital after the increase is (12,812,500,000) million Saudi riyals, divided into (1,281,250,000) ordinary shares.
  - The total amount of the increase is (2,562,500,000) million Saudi Riyals.
  - Percentage of Capital Increase: 25%.
  - The reason for the capital increase: The increase is aimed to strengthen the Bank's financial position which will contribute to enable the bank to achieve its strategic goals.
  - Method of capital increase: The increase will be made by capitalizing an amount of (2,562,500,000) million Saudi riyals from the statutory

reserve account and retained earnings account in equal proportion, by granting 1 share for every 4 shares.

- Eligibility Date: If the clause is approved, the eligibility date for the bonus shares for the bank's shareholders who own the shares will be on the day of the extraordinary general assembly registered in the bank's shareholder register with the Securities Depository Center Company (the Depository Center) at the end of the second trading day following the entitlement date. In the event that there are fractional shares, they will be collected in one portfolio for all shareholders, sold at the market price, and then their value distributed to the shareholders entitled to the grant, each according to his share, within a period not exceeding 30 days from the date of determining the shares owed to each shareholder.
  - Voting on amending Article (7) of the Bank's bylaws related to the Capital (attached).
7. Voting on the payment of (9,390,000) million SAR as remunerations and compensations to the Members of the Board of Directors for the period from 1st January 2024 to 31st December 2024.
  8. Voting to authorize the Board of Directors to distribute interim dividends to the shareholders on semi-annual or quarterly basis, against the fiscal year 2025.
  9. Voting to delegate the Board of Directors with the authority of the Extraordinary General Assembly with the license mentioned in Section (1) of Article (27) of the Companies Law, for a one-year period effective upon the AGM approval date or up to ending of the authorized Board term, whichever is earlier, in accordance with the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies.
  10. Voting on the participation of the Board Member Mr. Mohammed Saad BinDawood in a business competing with the bank's business (attached).
  11. Voting on the participation of the Board Member Mr. Abdulaziz Muteb Alrasheed in a business competing with the bank's business (attached).
  12. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of

AlJazira Cooperative Takaful Company. These contracts are related to Personal Dinar Insurance Policy. These transactions in 2024 amounted to 42,683,983 million SAR and was done without any preferential treatment. (attached)

13. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Mortgage Insurance Policy. These transactions in 2024 amounted to 79,830,162 million SAR and was done without any preferential treatment. (attached)
14. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Group Life Insurance Policy. These transactions in 2024 amounted to 1,784,938 million SAR and was done without any preferential treatment. (attached)
15. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Staff Credit Cover Policy. These transactions in 2024 amounted 382,397 thousand SAR and was done without any preferential treatment. (attached)
16. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Property All Risk. These transactions in 2024 amounted to 56,205 thousand SAR and was done without any preferential treatment. (attached)
17. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered

a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Banker Blanket bond. These transactions in 2024 amounted to 5,407,904 million SAR and was done without any preferential treatment. (attached)

18. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Directors and Officers Liability Insurance. These transactions in 2024 amounted to 1,101,662 million SAR and was done without any preferential treatment. (attached)
19. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Return on time deposits investments. These transactions in 2024 amounted to 7,778,505 million SAR and was done without any preferential treatment. (attached)
20. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Claims received. These transactions in 2024 amounted to 26,505,326 million SAR and was done without any preferential treatment. (attached)
21. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Commission received. These transactions in 2024 amounted to 113,115 thousand

SAR and was done without any preferential treatment. (attached)

22. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Dividends received. These transactions in 2024 amounted to 5,813,096 million SAR and was done without any preferential treatment. (attached)
23. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Profit on the sukuks issued by BAJ. These transactions in 2024 amounted to 9,000,000 million SAR and was done without any preferential treatment. (attached)
24. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Purchase of MoF sukuks through BAJ. These transactions in 2024 amounted to 33,515,537 million SAR and was done without any preferential treatment. (attached)
25. Voting on the businesses and contracts that will take place between the Bank and AlJazira Cooperative Takaful Company which is considered a Related Party as Eng. Abdulmajeed Al-Sultan the chairman of the bank, and Mr. Naif Al-Abdulkareem the CEO & MD of the bank have an indirect interest in it being members of the board of directors of AlJazira Cooperative Takaful Company. These contracts are related to Additional investment in AJT shares. These transactions in 2024 amounted to 76,217,925 million SAR and was done without any preferential treatment. (attached)
26. Voting on the businesses and contracts that will take place between the Bank and AlJazira Capital Company which is considered a Related Party

as Mr. Naif Al-Abdulkareem the CEO & MD of the bank, has an indirect interest in it being member of the board directors of AlJazira Capital Company. These contracts are related to Financing income earned on money market placements. There transactions in 2024 amounted to 111,195,023 million SAR and was done without any preferential treatment. (attached)

27. Voting on the businesses and contracts that will take place between the Bank and AlJazira Capital Company which is considered a Related Party as Mr. Naif Al-Abdulkareem the CEO & MD of the bank, has an indirect interest in it being member of the board directors of AlJazira Capital Company. These contracts are related to Return on time and call deposit investments. There transactions in 2024 amounted to 27,827,585 million SAR and was done without any preferential treatment. (attached)
28. Voting on the businesses and contracts that will take place between the Bank and AlJazira Capital Company which is considered a Related Party as Mr. Naif Al-Abdulkareem the CEO & MD of the bank, has an indirect interest in it being member of the board directors of AlJazira Capital Company. These contracts are related to Service Level Agreement. There transactions in 2024 amounted to 1,150,000 million SAR and was done without any preferential treatment. (attached)
29. Voting on the businesses and contracts that will take place between the Bank and AlJazira Capital Company which is considered a Related Party as Mr. Naif Al-Abdulkareem the CEO & MD of the bank, has an indirect interest in it being member of the board directors of AlJazira Capital Company. These contracts are related to Fees and commission income. There transactions in 2024 amounted to 281,563 thousand SAR and was done without any preferential treatment. (attached)
30. Voting on the businesses and contracts that will take place between the Bank and AlJazira Capital Company which is considered a Related Party as Mr. Naif Al-Abdulkareem the CEO & MD of the bank, has an indirect interest in it being member of the board directors of AlJazira Capital Company. These contracts are related Custody fee expense. There transactions in 2024 amounted to 6,043,040 million SAR and was done without any preferential treatment. (attached)
31. Voting on the businesses and contracts that will take place between the Bank and AlJazira Capital Company which is considered a Related Party as Mr. Naif Al-Abdulkareem the CEO & MD of the bank, has an indirect interest in it being member of the board directors of AlJazira



Capital Company. These contracts are related to Asset management and investment advisory fee. There transactions in 2024 amounted to 1,292,333 million SAR and was done without any preferential treatment. (attached)

32. Voting on the businesses and contracts that will take place between the Bank and AlJazira Capital Company which is considered a Related Party as Mr. Naif Al-Abdulkareem the CEO & MD of the bank, has an indirect interest in it being member of the board directors of AlJazira Capital Company. These contracts are related to Transaction advisory for acquisition of investments. There transactions in 2024 amounted to 5,362,000 million SAR and was done without any preferential treatment. (attached)
33. Voting on the businesses and contracts that will take place between the Bank and AlJazira Capital Company which is considered a Related Party as Mr. Naif Al-Abdulkareem the CEO & MD of the bank, has an indirect interest in it being member of the board directors of AlJazira Capital Company. These contracts are related to Rent and building related expense. There transactions in 2024 amounted to 4,004,767 million SAR and was done without any preferential treatment. (attached)

Sincerely,

Bank AlJazira Board of Directors

# Audit Committee Annual Report 2024

## 1. Introduction:

The Audit Committee (the "Committee") of Bank Aljazira (the "Bank") is pleased to present to the shareholders of the Bank its annual report for the financial year ending on December 31<sup>st</sup>, 2024 which includes details of its performance as stipulated in the Companies Law and its executive regulations, and the opinion of the Committee regarding the adequacy of the internal and financial control systems and Risk Management Group of the Bank and what tasks and activities that were carried out by the Committee that fall within the scope of its competence, in line with the Companies Law and based on the relevant regulatory requirements.

## 2. Scope of The Audit Committee:

The Committee is responsible for the general oversighting over the Bank's activities and submits all its observations and recommendations to the Board of Directors of the Bank. The Committee has the right to review records and documents and to request any clarification from members of the board of directors or the executive management of the Bank. The Committee performs its responsibilities, including supervising the Internal Audit, Compliance and Anti-Money Laundering Groups, review their reports, as well as the results of the internal control system evaluation, in addition to reviewing the quarterly and annual financial statements, the accounting policies followed by the Bank, nominate and recommend external auditors to the Board of Directors, reviewing the reports of control functions regarding the Bank's compliance with applicable regulations, and assess appropriate tools through which the Bank's staff can communicate their observations on any violation.

In alignment with the tasks and responsibilities assigned to the Committee as per the approved charter, the Audit Committee perform an essential and important role in supporting the board of directors to fulfill its duties regarding the integrity of the Bank's financial statements, the qualifications and independence and effectiveness of the external auditors, the Bank's disclosure procedures, the effectiveness of the Internal Audit Group, the evaluation and examination of the adequacy of the Bank's internal accounting systems and financial controls, as well as compliance with the code of conduct.

The Audit Committee is comprised of a chairperson chosen from (independent) board members and at least two external independent members with relevant experience and knowledge. The Committee meets at least four times a year and the meetings are attended by the Head of the Internal Audit Group, Chief Financial Officer, Chief Risk Officer, Chief Credit Officer and head of the Compliance and Anti-Money Laundering

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Group on an ongoing basis. The CEO and senior executives attend the Committee meetings as requested by the Committee.

### 3. Audit Committee Charter:

In accordance with corporate governance mandatory requirements, the Committee's charter was reformulated in line with the regulatory requirements. The Committee charter was approved by the Bank's General Assembly that was held on 10<sup>th</sup> Jumada al-Akhirah 1446 AH / December 11<sup>th</sup>, 2024.

### 4. Audit Committee Members:

The following are the members of the Audit Committee who were selected for the Board's term started on January 1<sup>st</sup>, 2022 and ending on December 31<sup>st</sup>, 2024 during the Bank's Extraordinary General Assembly meeting held on 10<sup>th</sup> Rabi'Il 1443 AH / November 15<sup>th</sup>, 2021.

Committee Member Name	Membership
Saad Ibrahim Almushawah (Independent)	Chairperson-Independent Board Director
Fawzi Ibrahim Alhobayb (Independent)	Member-Independent-External
Dr. AbuBaker BaGabir (Independent)	Member-Independent-External

### 5. Committee Meetings:

The Committee held (7) four meetings during 2024 as below:

Member Name	Meeting 1 31 <sup>st</sup> January	Meeting 2 30 <sup>th</sup> April	Meeting 3 9 <sup>th</sup> June	Meeting 4 25 <sup>th</sup> July	Meeting 5 6 <sup>th</sup> August	Meeting 6 24 <sup>th</sup> October	Meeting 7 5 <sup>th</sup> December
Saad Ibrahim AlMushawah	✓	✓	✓	✓	✓	✓	✓
Fawzi Ibrahim AlHobayb	✓	✓	✓	✓	✓	✓	✓
Dr. AbuBaker BaGabir	✓	✓	✓	✓	✓	✓	✓

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#### **6. Audit Committee responsibilities and its activities during 2024:**

During 2024, the Committee performed several activities as summarized below:

- **Financial Statements:**

The Audit Committee reviewed the quarterly and annual financial statements of the Bank, where relevant matters were discussed with Finance Group and the external auditors, review and verify causes of deviations, the adequacy of disclosures, the extent of implementing accounting policies and standards, and discussing all relevant aspects. The external auditors' feedback was obtained regarding the cooperation of the Bank's management in terms of providing all required documents and responding to raised inquiries. The external auditors confirmed that there were no material observations affecting the integrity of the Bank's financial statements. Accordingly, the Committee submitted its recommendation to the Board of Directors.

- **External Auditors:**

The Committee recommended to the Board of Directors and the General Assembly the nominated external auditors for the Bank, after reviewing the offers. Whereas, the Bank's General Assembly, held on Shawwal 15<sup>th</sup>, 1445 AH / April 24<sup>th</sup>, 2024 approved the reappointment of PricewaterhouseCoopers and EY as the Bank's external auditors to examine, review, and audit the financial statements for the second, third quarters as well as the annual statement for the fiscal year 2024 and first quarter 2025 and determine their fees.

Also, the Committee approved the annual audit review plan submitted by the external auditors. The Committee also discussed with the external auditors the annual management letters and the observations raised and directed the concerned departments to implement and follow up the corrective action plans.

- **Internal Audit:**

The Committee approved the annual internal audit plan and the comprehensive strategic plan for the next four years. The Committee also followed up and reviewed the periodic reports issued by the Bank's Internal Audit Group, the progress of implementing the approved plans, reviewed significant observations and provided the necessary directions to address any deficiencies. The Committee was also presented with the independent external quality assurance assessment, which resulted in the Bank's Internal Audit Group being rated as "Generally Conforms with Internal Auditing Standards" and is the highest rating obtainable.

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- **Compliance and Anti Financial Crime:**

The Committee discussed the periodic reports of the Compliance and Anti-Financial Crime Group, following up on the adequacy of the enhancement level of compliance, reviewed significant observations and reports issued by regulatory inspections and the non-compliance with the regulations and instructions and provided its recommendations.

## **7. Results of the annual internal review of the effectiveness of the Bank's internal control**

The Bank adopts an internal control framework based on three lines of defense. The various departments and business sectors in the Bank correspond their activities in accordance with the rules and regulations established and approved by the competent functions represent the first line of defense. The second line of defense is represented by control functions including the Compliance Group, Risk Management Group, the Finance Group, and the Credit Group, which are concerned with assessing, measuring and monitoring various levels of risks in terms of daily operations, credit operations and information security to ensure compliance with the controls set in place and with the aim of meeting the Bank's regulatory requirements.

These departments submit periodic reports to management committees and the Board's Sub-Committees, including the Board Risk Committee. The Internal Audit Group carries out the tasks of the third line of defense concerned with conducting the necessary audits and reviews that ensure the bank, and its employees are complying with the approved policies and procedures based on the work of the Internal Audit Group implemented during the year 2024, which covered the main activities of the Bank.

Generally, there is a reasonable assurance of the effectiveness of the internal control systems in terms of covering the important control aspects that materially affect the Bank's achievement of its objectives.

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#### **8. The audit Committee's opinion on the adequacy of the internal control system:**

The executive management of the Bank is responsible for establishing and maintaining an effective internal control system that includes all policies, procedures, and processes that have been designed under the supervision of the Board of Directors to achieve the strategic objectives of the Bank. An integrated system for internal control has been designed in the Bank as recommended by the regulatory and supervisory authorities. The Bank evaluates and monitors the internal control system through its control functions and the concerned committees.

Based on the periodic reports presented to the Audit Committee by the Internal Audit Group, the Compliance and Anti Financial Crime Group, the Risk Management Group, the Credit Group, as well as the external auditors, and based on the annual confirmations and disclosures obtained from the executive management, the Audit Committee considers that the internal control system currently in place is operating with an acceptable and reasonable level of effectiveness. Taking into consideration that any internal control system, regardless of the soundness of its design and effectiveness of its implementation, cannot provide absolute assurance.

**Audit Committee Chairperson**

**Saad Ibrahim Almushawah**

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## Sixth Item Attachments

Table of Amendments of the Article (7) of the Bank's bylaws



## Table of Amendments to Article (7) of Bank's AlJazira's bylaws

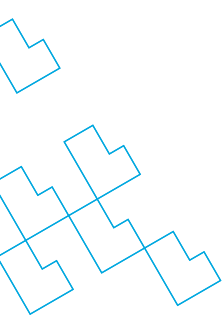
Article	Current Version	Updated Version	Type of Change
Article (7): Capital	The share capital of the Company is (10,250,000,000) ten billion two hundred and fifty million Saudi Riyals divided into (1,025,000,000) one billion twenty-five million shares of equal nominal value of ten Saudi Riyals (SAR 10) each, all of which are ordinary shares, and the value of the amount paid from it is (10,250,000,000) ten billion two hundred and fifty million Saudi Riyals.	The share capital of the Company is (12,812,500,000) Twelve billion eight hundred twelve million five hundred thousand Saudi Riyals divided into (1,281,250,000) One billion two hundred eighty-one million two hundred fifty thousand shares of equal nominal value of ten Saudi Riyals (SAR 10) each, all of which are ordinary shares, and the value of the amount paid from it is (12,812,500,000) Twelve billion eight hundred twelve million five hundred Saudi Riyals.	Amended

# Tenth Item Attachments

(Competing Businesses)

## Dar Al Tamleek

Mr. Mohammed Saad Bin Dawood is currently a member of the Board of Directors of Dar Al Tamleek, which is considered a competitor to the bank's business, as Dar Al Tamleek is a specialized and leading company in providing housing finance solutions in the Kingdom of Saudi Arabia. The company offers a variety of programs, each program is tailored to a specific segment of people in the kingdom to match their particular needs and budgets, to make sure that everyone can own their dream home. Dar Al Tamleek operates in Riyadh, Jeddah, and Dammam along with over 15 locations to better serve the vast majority of the population.



# Eleventh Item Attachments

(Competing Businesses)

## Dinar

Mr. Abdulaziz Muteb Alrasheed is currently a member of the Board of Directors of Dinar, which is considered a competitor to the bank's business, as it offers avenues for swift and adaptable financing options. At Dinar, it also introduces individuals and entities to an innovative investment asset previously missing from local investors' portfolios, allowing them to contribute to the financing of local businesses at appealing profit margins.

# Appendix of Items Twelfth to Thirty-three

(Related Party Transactions)

**Board of Directors' Declaration under Article 71 of the Regulations for Companies of transactions in which Directors of Bank AlJazira (the "Bank", or "BAJ") have direct or indirect interest, for the year ended December 31, 2024.**

According to the requirements set in Article (27) and Article (71) of the Regulations for Companies issued by the Royal Decree No. 132/m for the year 1443H, which states that any member of the Board of Directors (BoD) is not allowed to have a direct or indirect interest in the businesses and contracts undertaken by Bank AlJazira unless permitted by the General Assembly. We would like to inform you that the Bank intends to renew a number of contracts and commercial transactions of the Bank in which certain members of the BoD have a direct or indirect interest. The Bank seeks to obtain the shareholders' authorization thereon, as follows:

- A. The agreements and transactions that will take place between the Bank and AlJazira Takaful Ta'awuni Company (AJT) which is considered a Related Party as Eng. Abdulmajeed Ibrahim Al-Sultan, Chairman of BAJ Board of Directors, and Mr. Naif Abdulkareem AlAbdulkareem, the CEO & MD of the Bank, have an indirect interest in these by being members of Board of Directors of AlJazira Takaful Ta'awuni Company. These contracts are the collective insurance agreement for the personal finance portfolio, the collective insurance agreement for the real estate finance portfolio, the collective insurance services agreement for the Bank's employees, the loan portfolio protection services agreement for the Bank's employees, insurance agreements for Property All Risk Mortgage Employees, customers and own properties, Banker Blanket bond, Directors and Officers Liability Insurance, Sabotage & Terrorism Insurance, Bancassurance Distribution Agreement, Agreement for placement of time deposits by AJT and their licensing for the next year. These transactions in 2024 amounted to SAR 290.2 million and were done without any preferential treatment.
- B. The agreements and transactions that will take place between the Bank and AlJazira Capital Company (AJC) which is considered a Related Party as Mr. Naif Abdulkareem Al-Abdulkareem, the CEO & MD of the Bank, have an indirect interest in these by being members of Board of Directors of AlJazira Capital Company. These contracts are Shared services agreement, Custody service agreement, Agreement for placement of time & call deposits by AJC, Agreement for provision of money market funds by BAJ, Agreement for letters of guarantee, Agreements for investment advisory services, Agreements for foreign exchange transactions, Agreements for branch lease expense sharing agreement and their licensing for the next year. These transactions in 2024 amounted to SAR 157.2 million and were done without any preferential treatment.

The detailed list of transactions with respect to above related parties, entered during the year ended December 31, 2024 is attached in Annexure 1.

Further, the Bank entered into transactions with certain other related parties during the year ended December 31, 2024, but are not included above as these were below the delegated threshold approved by the shareholders for notification or are excluded as per Article 27(5).

Head Office: Jeddah - Saudi Arabia

المركز الرئيسي: جدة - المملكة العربية السعودية

A Saudi Joint Stock Company - Fully Paid Capital SAR 10,250,000,000  
Tax Identification Number: 300000226900003 - C.R. No. 4030010523  
National Address: King Abdulaziz Road, Al Shati, Building No. 7724  
Zipcode 23513, Additional No. 3551, Unit No. 1, P.O. Box 6277, Jeddah 21442  
Telephone: +966 12 6098888 - Fax +966 12 6098881 - bankaljazira.com  
Bank AlJazira is under the supervision of Saudi Central Bank

شركة مساهمة سعودية - رأس المال 10,250,000,000 ريال مدفوع بالكامل  
رقم التعريف الضريبي: 300000226900003 - س.ت. 4030010523  
العنوان الوطني: بنك الجزيرة، طريق الملك عبدالعزيز - الشاطئ، رقم المبنى 7724  
الرمز البريدي 23513، الرقم الإضافي 3551، وحدة رقم 1، ص.ب 6277 جدة 21442  
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بنك الجزيرة يخضع لإشراف ورقابة البنك المركزي السعودي

**BANK ALJAZIRA** **ANNEXURE 1**  
**RELATED PARTY TRANSACTIONS UNDER ARTICLE 71 OF THE REGULATIONS FOR COMPANIES**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**

S. No	Purpose	Transaction amount in 2024 in SAR
<b>A</b>	<b>Aljazira Takaful Ta'awuni (AJT)</b>	
1	Personal Dinar Insurance Policy	42,683,983
2	Mortgage Insurance Policy	79,830,162
3	Group Life Insurance Policy	1,784,938
4	Staff Credit Cover Policy	382,397
5	Property All Risk	56,205
6	Banker Blanket bond	5,407,904
7	Directors and Officers Liability Insurance	1,101,662
8	Return on time deposits investments	7,778,505
9	Claims received	26,505,326
10	Commission received	113,115
11	Dividends received	5,813,096
12	Profit on the sukuks issued by BAJ	9,000,000
13	Purchase of MoF sukuks through BAJ	33,515,537
14	Additional investment in AJT shares	76,217,925
		<b>290,190,756</b>
<b>B</b>	<b>Al Jazira Capital Company (AJC)</b>	
1	Financing income earned on money market placements	111,195,023
2	Return on time and call deposit investments	27,827,585
3	Service Level Agreement	1,150,000
4	Fees and commission income	281,563
5	Custody fee expense	6,043,040
6	Asset management and investment advisory fee	1,292,333
7	Transaction advisory for acquisition of investments	5,362,000
8	Rent and building related expense	4,004,767
		<b>157,156,311</b>

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بنك الجزيرة يخضع لإشراف ورقابة البنك المركزي السعودي





Eng. Abdulmajed Ibrahim Absultan  
Chairman of the Board



Mr. Mohammed Saad Bha Dawood  
Deputy Chairman of the Board



Mr. Naif Abdulkareem AlAbdulkareem  
CEO and Managing Director



Mr. Ibrahim Abdulaziz Al-Shaia



Mr. Abdulaziz Muteb AlRasheed



Mr. Mohammed Abdulkareem AlNafes



Mr. Saad Ibrahim Alimshawakh



Mr. Abdulmohsen Mohammed AlSheikh



Mr. Sultan Abdulaziz AlHamali

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To the Board of Directors  
Bank AlJazira (A Saudi Joint Stock Company)

***Limited assurance report on the Board of Directors' declaration to the shareholders of Bank AlJazira***

We have undertaken a limited assurance engagement in respect of the accompanying declaration of related party transactions for the year ended December 31, 2024 relating to Bank AlJazira (the "Bank") prepared by the Board of Directors of the Bank in accordance with the applicable criteria mentioned below so as to comply with the requirements of Article 71 of the Regulations for Companies (the "Declaration").

***Subject matter***

The Subject Matter for our limited assurance engagement is the Declaration prepared by the Board of Directors as attached to this report and submitted to us.

***Criteria***

The applicable Criteria is the requirement of Article 71 and subject to Article 27 of the Regulations for Companies issued by the Ministry of Commerce which states that any member of the board of directors (the "Board") with any interest, both directly or indirectly, in the transactions or contracts made for the account of the Bank shall declare such interests for the approval of the general assembly of the Bank. The board member must notify the Board of such interest and excuse himself in vote by the Board to approve such transactions or contracts. The Board will notify the general assembly of transactions and contracts in which a member of the Board has a direct or indirect interest.

***Board's responsibility***

The Board is responsible for the preparation of the Declaration in accordance with the Criteria and ensuring its completeness. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Declaration that is free from material misstatement, whether due to fraud or error.

***Professional ethics and quality management***

We have complied with the independence requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards), endorsed in the Kingdom of Saudi Arabia (the "Code"), that is relevant to our limited assurance engagement and we have fulfilled our other ethical responsibilities in accordance with the Code's requirements.

The firm applies International Standard on Quality Management 1 ("ISQM 1"), that are endorsed in the Kingdom of Saudi Arabia, 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.

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#### ***Our responsibility***

Our responsibility is to express a limited assurance conclusion on the Declaration based on the procedures we have performed and the evidence we have obtained. We conducted our limited assurance engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), 'Assurance Engagements Other Than Audits or Reviews of Historical Financial Information', that are endorsed in the Kingdom of Saudi Arabia. This standard requires that we plan and perform this engagement to obtain limited assurance about whether anything has come to our attention that causes us to believe that the Bank has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration for the year ended December 31, 2024.

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

#### ***Summary of work performed***

We planned and performed the following procedures to obtain limited assurance over the Bank's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration:

- Discussed with the management the process for obtaining business and contracts by any of the Board members with the Bank.
- Obtained the accompanying Declaration that includes the list of all transactions and agreements entered into by any of the board members of the Bank, either directly or indirectly, with the Bank during the year ended December 31, 2024.
- Reviewed the minutes of the Board meetings that indicate that the Board member notified the Board on the transactions and agreements entered into by the board member during the year ended December 31, 2024; and further that the concerned board member did not vote on the resolution issued in this regard at the meetings of the Board.
- Reviewed confirmation obtained by the management from the board members on the transactions and agreements entered into by the board member during the year.
- Reviewed the consistency of the transactions and agreements included in the Declaration with the disclosure in Note 37 to the audited financial statements for the year ended December 31, 2024.

#### ***Inherent limitations***

Our procedures regarding systems and controls relating to the preparation of the Declaration in accordance with the Criteria are subject to inherent limitations and, accordingly, errors or irregularities may occur and not be detected. Furthermore, such procedures may not be relied upon as evidence of the effectiveness of the systems and controls against fraudulent collusion, especially on the part of those holding positions of authority or trust.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised), that are endorsed in the Kingdom of Saudi Arabia. Consequently, the nature, timing and extent of the procedures outlined above for gathering sufficient appropriate evidence were deliberately limited relative to a reasonable assurance engagement, and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.

Our procedures did not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, that are endorsed in the Kingdom of Saudi Arabia, and, accordingly, we do not express an audit opinion or a review conclusion in relation to the adequacy of systems and controls around the preparation of the Declaration.

This conclusion relates only to the Declaration for the year ended December 31, 2024, and should not be seen as providing assurance as to any future dates or periods, as changes to systems or controls may alter the validity of our conclusion.



**Limited assurance conclusion**

Based on our work described in this report, nothing has come to our attention that causes us to believe that the Bank has not complied, in all material respects, with the applicable requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration of related party transactions for the year ended 31 December 2024.

**Restriction of use**

This report, including our conclusion, has been prepared solely upon the request of the management of the Bank, to assist the Bank and its Board of Directors in fulfilling its reporting obligations to the General Assembly in accordance with Article 71 of the Regulations for Companies. The report should not be used for any other purpose or to be distributed to or otherwise quoted or referred to, without our prior consent to any other parties other than the Ministry of Commerce, Capital Market Authority and the shareholders of the Bank. To the fullest extent permitted by law, we do not accept or assume responsibility to any third party.

**PricewaterhouseCoopers**

Waleed A. Alhidiri  
License No.559

March 23, 2025



Thank You