

## Riyad Bank Invites its Shareholders to Attend the Extraordinary General Assembly Meeting (First Meeting)

The Board of Directors of Riyad Bank is pleased to invite its shareholders to attend the Extraordinary General Assembly Meeting (First Meeting) scheduled to be held at 10:30 PM on Tuesday, 11/09/1443H (corresponding 12/04/2022G)(by personal attendance, and virtual. This is in support of the preventive and precautionary efforts and measures exerted by the competent and relevant health authorities to address the emerging Corona Virus (COVID-19), and as an extension of the continuous efforts exerted by all government agencies in the Kingdom of Saudi Arabia to take the necessary preventive measures to prevent its spread.

In order to consider the following agenda:

1. To vote on the board of director's report for the fiscal year ending on 31/12/2021.
2. To vote on the banks financial statements as in 31/12/2021
3. To vote on the discharge of the board members for the fiscal year ending on 31/12/2021.
4. Vote to disburse an amount of (5,960) thousand riyals as a bonus to the members of the Board of Directors for the fiscal year ending 12/31/2021.
5. To vote on the appointment of external auditors from among the candidates recommended by the Audit Committee to audit the Bank's annual financial statements for the second, third quarters and annual financial statements for the fiscal year 2022 and the first quarter of the fiscal year 2023, and provide Zakat and TAX services along with determining their fees.
6. Voting on the Board of Directors' recommendation to distribute cash dividends in the amount of (1,620) million riyals for the second half of the fiscal year 31/12/2021 at the rate of (54) halalas per share and (5.4%) of the capital, provided that the shareholders who own the shares are eligible by the end of The day of the general assembly meeting and those registered in the Banks shareholders register at the Securities Depository Centre Company are traded at the end of the second trading day following the maturity date will be disbursed as of Monday 04/25/2022 corresponding to 09/24/1443 AH.
7. To vote on authorizing the Board of Directors to distribute interim dividends to shareholders for the fiscal year 2022 on biannually or quarterly basis.
8. To vote on authorizing the Board of Directors the power of license included in paragraph (1) of Article (71) of the Companies Law, for one year from the date of approval of the General Assembly or until the end of the Board of directors term whichever is proceeds, in accordance with the Regulatory Rules and Procedures issued pursuant to the Companies Law relating to Listed Joint Stock Companies.
9. To vote to appoint Mr. Abdulaziz Khalid Alfalih as a member in the Audit Committee (an independent external member) substitute for the resigned member MR. Abdulaziz Abdullah Alduaiej.(an independent external member) The appointment is effective as of

the Board approval on date 27/04/2021 until the end of the current Audit committee term, which shall end on 30/10/2022 .

10. Voting on amending the regulations of the Audit Committee Charter. (Attached)
11. Voting on amending the regulations of the Nomination, Remunerations Committee Charter.
12. To vote on transactions and contracts between the bank and General Organization for Social Insurance (GOSI) where the board member Mr. Mohammed Talal Al-Nahas (board member at GOSI and the governor of GOSI) has indirect interest. It consists of a rental contracts for Riyadh bank HQ building and other locations/branches in Riyadh and two ATM's, and a data supply agreement between the Masdar Company for Data Solutions owned by the Corporation and Riyadh Bank, the value of these transactions reached in 2021 SAR (29,945,266) without preferential terms in addition to authorizing it for next year.
13. To vote on the transactions and contracts between the bank and Saudi Telecom Company (STC) where the board member Mr. Mohammed Talal Al-Nahas (board member at STC) has indirect interest. It consists of contract for linking the branches and buildings network for IPVPN data services, a service management contract for the SMS platform, and a lease contract for two ATM locations, the value of these transactions reached in 2021 SAR (65,740,892) without preferential terms in addition to authorizing it for next year.
14. To vote on amending Article No. (1) of the company's articles of association related to incorporation.
15. To vote on amending Article No. (2) of the company's articles of association related to the Name of the Company
16. To vote on amending Article No. (3) of the company's articles of association related to the company's purposes.
17. To vote on amending Article No. (4) of the Company's Articles of Association related to participation and ownership in companies.(attached)
18. To vote on amending Article No. (5) of the Company's Articles of Headquarters of the Company.
19. To vote on amending Article No. (6) of the Company's Articles of The Company's Term.
20. To vote on amending Article No. (7) of the Company's Articles of The Company's Capital.
21. To vote on amending Article No. (9) of the Company's Articles of Preferred Shares.
22. To vote on adding a new Article of the company's articles related to Company's Buyback and Sale of its Own Shares and Granting Loans to Employees.
23. To vote on amending Article No. (10) of the Company's Articles of Seizure of Shares and Sale of Unpaid Shares.
24. To vote on amending Article No. (12) of the Company's Articles of Association related to shares trading.
25. To vote on removing Article No. (13) of the company's articles related to Shareholders Register
26. To vote on amending Article No. (14) of the Company's Articles of Increase of the capital increase.

27. To vote on the amendment of Article No. (15) of the company's articles of association related to the capital reduction.
28. To vote on adding a new Article of the company's articles related to Debt Instruments and Sukuk .
29. To vote on the amendment of Article No. (16) of the company's articles of association related to the Management of the Company.
30. To vote on amending Article No. (17) of the Company's Articles of Association related to the expiration of the Board's.
31. To vote on amending Article No. (18) of the Company's Articles of Association relating to the vacant position in the Board.
32. To vote on amending Article No. (19) of the Company's Articles of Association related to the powers of Board's.
33. To vote on the amendment of Article No. (20) of the Company's Articles of Association relating to remuneration for board members .
34. To vote on amending Article No. (21) of the Company's Articles of Association related to the powers of the Chairman of the Board of Directors, the term of his membership, the membership of the Deputy, the Managing Director and the Board Secretary.
35. To vote on amending Article No. (22) Of the Company's Articles of Association related to Board Meetings.
36. To vote on amending Article No. (24) Of the Company's Articles of Association related to the Minutes of Board Meetings.
37. To vote on adding a new Article of the Company's Articles of Association related to Board Committees.
38. To vote on the amendment of Article No. (28) of the Company's Articles of Association related to assemblies invitation.
39. To vote on deleting Article No. (29) of the Company's Articles of Association related to the attendance record of assemblies.
40. To vote on the amendment of Article No. (34) of the Company's Articles of Association related to discussions in General Assembly Meetings.
41. To vote on the amendment of Article No. (36) of the Company's Articles of Association relating to formation of the Audit Committee.
42. To vote on the amendment of Article No. (38) of the Company's Articles of Association relating to the competencies of the Audit Committee.
43. To vote on the amendment of Article No. (39) of the Company's Articles of Association relating to the Audit Committee Reports.
44. To vote on amend the title of Chapter Six of the Company's Articles of Association related to The Auditor.
45. To vote on the amendment of Article No. (40) of the Company's Articles of Association relating to the appointment of the auditor.
46. To vote on the amendment of Article No. (41) of the Company's Articles of Association relating to Appointment of the External Auditor.
47. To vote on the amendment of Article No. (43) of the Company's Articles of Association relating to the Financial Statements.

48. To vote on the amendment of Article No. (44) of the Company's Articles of Association relating to the Distribution of Profits.
49. To vote on the amendment of Article No. (46) of the Company's Articles of Association relating to the Dividends of Preferred Shares.
50. To vote on amending the Article No. (47) of the Company's Articles of Association related to the company's losses.
51. To vote on the amendment of Article No. (49) of the Company's Articles of Association relating to the Dissolution of the Company.
52. To vote on the amendment of Article No. (50) of the Company's Articles of Association relating to the Final Provisions.

As per Article (31) of the Bank Articles of Association, the Quorum for holding the extraordinary meeting will be half of the share capital. In case of non-completion of the quorum at this meeting, a second meeting will be held within one hour of the scheduled time for the first meeting, and The second meeting will be valid be quarter of the shareholding capital.

Electronic voting will start at 10:00 am on Saturday, 09/04/2022G corresponding to 08/09/1443H and will end once the Ordinary General Meeting ended. Shareholders registered in Tadawulaty system will be able to vote remotely via the website <http://www.tadawulaty.com.sa>.

For any inquiries, please contact

Tel: 0114013030 Ext: 2445-2448 During the bank's working hours or by email

[investor.relations@riyadbank.com](mailto:investor.relations@riyadbank.com)