



Extraordinary General Assembly
Attachments 26/03/2023

Item Number 7

Dividends details that will distributed to shareholders for the first half of 31 December 2022, based on the recommendation of the Board of Directors on 29-12- 1443 corresponding to 28-07-2022

Item	Details
The Total amount distributed	SAR 1,500,000,000
Number of Shares Eligible for Dividends	3,000,000,000
Dividend per share	SAR 0.50
Percentage of Dividend to the Share Par Value (%)	5.% after deduction of Zakat
Eligibility date	29-12-1443 Corresponding to 28-07-2022
Distribution Date	2022/08/11

Dividends details that will be distributed to shareholders for the second half of 31 December 2022, based on the recommendation of the Board of Directors on 24-05- 1444 corresponding to 18-12-2022

Item	Details
The Total amount distributed	SAR 1,950,000,000
Number of Shares Eligible for Dividends	3,000,000,000
Dividend per share	SAR 0.65 after deduction of Zakat
Percentage of Dividend to the Share Par Value (%)	6.5%
Eligibility date	04/09/1444H (corresponding 26/03/2023G)
Distribution Date	12/09/1444H (corresponding 03/04/2023G)

■ Item Number 10 ■

نموذج السيرة الذاتية للعضو المرشح
Candidate CV Form

1. Personal Information		1. البيانات الشخصية	
Name	Abdulrahman Ismail Rashad Tarabzouni	الاسم	عبدالرحمن إسماعيل رشاد طرابزونى
Nationality	Saudi	الجنسية	سعودي
Date of Birth	1405/04/20 هـ	تاريخ الميلاد	
2. Educational Qualifications		2. المؤهلات العلمية	
اسم المؤسسة التعليمية Academic Institution Name	تاريخ المؤهل Qualification Date	التخصص Major	المؤهل Qualification
معهد ماساتشوستس للتكنولوجيا (MIT)	2007	علوم وهندسة الحاسب	ماجستير
Massachusetts Institute of Technology (MIT)		Computer Science and Engineering	Master
معهد ماساتشوستس للتكنولوجيا (MIT)	2009	الهندسة الكهربائية وعلوم الحاسب	بكالوريوس
Massachusetts Institute of Technology (MIT)		Electrical Engineering and Computer Science	Bachelor
1. Work Experience		3. الخبرات العملية	
Area of Expertise	مجال الخبرة	الفترة Duration	#
STV - Founder & CEO	STV – المؤسس والرئيس التنفيذي	حالي/Current	1
Google- Last position: Global Head of New Business & Partnerships	شركة جوجل (Google) – آخر منصب : رئيس تطوير الأعمال عالمياً – أندرويد	سابق/Previous	2
3. Current Memberships in Boards & Committees		4. العضوية الحالية فى مجالس إدارات الشركات واللجان	
الشكل القانونى للشركة Company Legal Status	طبيعة العضوية Nature of Membership	نوع العضوية Membership Type	اسم الشركة Company Name
جمعية	بصفته الشخصية	رئيس مجلس الإدارة	جمعية رأس المال الجريء والملكية الخاصة السعودية
Association	in personal capacity	Chairman of the Board	Saudi Venture Capital and Private Equity Association
مساهمة مدرجة	بصفته الشخصية	عضو مجلس إدارة رئيس لجنة المكافآت والترشيحات	شركة جرير للتسويق (مكتبة جرير)
Listed Joint Stock	in personal capacity	Board Member Chairman of the Nomination and Compensation Committee	Jarir Bookstore
حكومية	بصفته الشخصية	عضو مجلس الأمناء عضو اللجنة التنفيذية	مكتبة الملك فهد الوطنية
Government	in personal capacity	Board Member Member of the Executive Committee	King Fahd National Library

Items Number 11-12-13-14

To the shareholders of Riyad Bank,

Greetings,

Pursuant to the requirements of Article 71 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 Company shall declare such interests for the approval of the general assembly of the Company. 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 Chairman of the Board will notify the general assembly of transactions and contracts in which a member of the Board has a direct or indirect interest.

Based on that, we would like to inform you about the transactions and contract that board of members have direct or indirect interest, which the bank is seeking to obtain a license from the General Assembly on, which is as follows:

1. To vote on transactions and contracts between the bank and General Organization for Social Insurance (GOSI) where the board member Mr. Hani Abdullah Al-Juhani (works in the Hassana Investment Company, which is the investment arm of GOSI) has indirect interest. It consists of a rental contract for Riyad bank HQ building (Granada Oasis) in Riyadh, the value of this transaction reached in 2022 SAR (31,068,444) without preferential terms in addition to authorizing it for next year. (Attached)
2. To vote on transactions and contracts between the bank and General Organization for Social Insurance (GOSI) where the board member Mr. Hani Abdullah Al-Juhani (works in the Hassana Investment Company, which is the investment arm of GOSI) has indirect interest. It consists of a rental contract for renting the headquarters of the 60th Street branch 286 for exhibitions No. (1,2,3,5) in Riyadh, the value of this transaction reached in 2022 SAR (600,000) without preferential terms in addition to authorizing it for next year. (Attached)
3. To vote on transactions and contracts between the bank and General Organization for Social Insurance (GOSI) where the board member Mr. Hani Abdullah Al-Juhani (works in the Hassana Investment Company, which is the investment arm of GOSI) has indirect interest. It consists of a rental contract renting 20 parking spots in Granada Business for relationship managers in the corporate banking sector in Riyadh, the value of this transaction reached in 2022 SAR (199,226) without preferential terms in addition to authorizing it for next year. (Attached)
4. To vote on transactions and contracts between the bank and General Organization for Social Insurance (GOSI) where the board member Mr. Hani Abdullah Al-Juhani (works in the Hassana Investment Company, which is the investment arm of GOSI) has indirect interest. It consists of a rental contract renting Al-Murabba branch at King Abdulaziz Street in Riyadh, the value of this transaction reached in 2022 SAR (400,000) without preferential terms in addition to authorizing it for next year. (Attached)

We also attach to you the special report on these transactions issued by the Bank's auditors, PricewaterhouseCoopers.

Best regards,

Chairman of the Board of Directors

Abdullah Muhammed Al-Issa

The transactions with related parties include a group of transactions and contracts conducted for the Bank, in which the members of the board of directors have a direct or indirect interest, which exceed SAR 10 million, as follows:

No.	Nature of Contract	Name of the Related Party	Owner Name	Contract Expiry	Annual Contract Value
1.	Renting the headquarters of the 60th Street branch 286 for exhibitions No. (1,2,3,5) – Riyadh	Member of the Board of Directors, Mr. Hani Abdullah Al-Juhani, (works in the Hassana Investment Company, which is the investment arm of GOSI)	the General Organization for Social Insurance	08/08/2026	600,000
2.	Renting the General Administration Building (Granada Oasis) Al	Member of the Board of Directors, Mr. Hani Abdullah Al-Juhani, (works in the Hassana Investment Company, which is the investment arm of GOSI)	the General Organization for Social Insurance	08/14/2022	31,068,444
3.	Renting 20 parking spots in Granada Business for relationship managers in the corporate banking sector	Member of the Board of Directors, Mr. Hani Abdullah Al-Juhani, (works in the Hassana Investment Company, which is the investment arm of GOSI)	the General Organization for Social Insurance	08/14/2022 2022/14/08 under renewal	199,226
4.	Renting Al-Murabba branch 218 King Abdulaziz Street in Riyadh	Member of the Board of Directors, Mr. Hani Abdullah Al-Juhani, (works in the Hassana Investment Company, which is the investment arm of GOSI)	the General Organization for Social Insurance	2023/07/20	400,000



To the shareholders
Riyad Bank

Independent Limited assurance report on the Chairman of the Board of Directors' declaration to the shareholders of Riyad Bank

We have undertaken a limited assurance engagement in respect of the accompanying declaration of related party transactions for the year ended December 31, 2022 relating to Riyad Bank (the "Bank") prepared by the Chairman of the Board 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 management of the Bank and approved by the Chairman of the Board of Directors as attached to this report and submitted to us.

Criteria

The applicable Criteria is the requirement of Article 71 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 Company shall declare such interests for the approval of the general assembly of the Company. 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 Chairman of the Board will notify the general assembly of transactions and contracts in which a member of the Board has a direct or indirect interest.

Management's responsibility

The management of the Bank 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.

Our independence and quality control

We have complied with the independence requirements of International Code of Ethics for Professional Accountants (including International Independence Standards) that is endorsed in the Kingdom of Saudi Arabia (the "Code"), and the ethical requirements that are relevant to our limited assurance engagement in the Kingdom of Saudi Arabia, which includes independence and other requirements founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies International Standard on Quality Management 1 (ISQM 1) as 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



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', as 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, 2022.

The procedures selected depend on our judgment, including the assessment of risks such as failure of systems and controls, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the Bank's compliance with the requirements of Article 71 of the Regulations for Companies in the preparation of the Declaration. Our procedures included examining, on a test basis, evidence supporting systems and controls in respect of the preparation of the Declaration in accordance with the requirements of Article 71 of the Regulations for Companies.

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 Company'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, 2022.
- 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, 2022; 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 35 to the audited financial statements for the year ended December 31, 2022.

Inherent limitations

Our procedures regarding systems and controls relating to the preparation of the Declaration in accordance with the requirements of the Article 71 of the Regulations for Companies 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), as 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, as 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, 2022, 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 December 31, 2022.

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 Chairman of the 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.

PricewaterhouseCoopers



Mufaddal A. Ali
Certified Public Accountant
License No. 447
February 27, 2023



■ Item Number 16 ■



To the Board of Directors
Riyad Bank

Independent limited assurance report over the schedule of information prepared in connection with the Implementing Regulations of the New Companies Law for Listed Joint Stock Companies relating to the proposed buy-back of shares

We have undertaken a limited assurance engagement in respect of the accompanying schedule of information in relation to the proposed buy-back of shares (the "Schedule") of Riyad Bank (the "Bank") as at March 1, 2023, prepared in accordance with the applicable Criteria mentioned below.

Subject matter

The subject matter for our limited assurance engagement is the Schedule prepared by the management of the Bank as attached to this report and submitted to us.

Criteria

The criteria are the applicable requirements of Part six, Chapter one, Article 17.3 of the Implementing Regulations of the New Companies Law for Listed Joint Stock Companies issued by the Capital Market Authority ("CMA") of the Kingdom of Saudi Arabia dated 18 January 2023 (as amended) ("the Implementing Regulations", the "Criteria").

Management's responsibility

The Bank's management is responsible for:

- the preparation of the Schedule in accordance with the Criteria and ensuring its completeness and accuracy;
- the design, implementation and maintenance of internal control relevant to the preparation of the Schedule that is free from material misstatement, whether due to fraud or error; and
- the calculation of estimated working capital as set out in the Schedule in accordance with the Criteria.

Our independence and quality control

We have complied with the independence requirements of the code of professional conduct and ethics, endorsed in the Kingdom of Saudi Arabia, and the ethical requirements that are relevant to our limited assurance engagement in the Kingdom of Saudi Arabia which includes independence and other requirements founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies International Standard on Quality Management 1 (ISQM 1) as 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.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the Schedule 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', as 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 Schedule is not prepared, in all material respects, in accordance with the applicable requirements of the Implementing Regulations relating to the proposed buy-back of shares.

The procedures selected depend on our judgment, including the assessment of risks such as failure of systems and controls, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the Bank's compliance with the requirements of the Implementing Regulations issued by CMA in the preparation of the Schedule. Our procedures included examining, on a test basis, evidence supporting systems and controls in respect of the preparation of the Schedule in accordance with the requirements of the Implementing Regulations.

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 the Implementing Regulations issued by CMA in the preparation of the Schedule.

- Obtained an understanding of the process used in the preparation of the Schedule and identified areas where a material misstatement of the subject matter information is likely to arise.
- Reviewing minutes of the meeting of the Board of Directors' of the Bank held on 20 February 2023, in which the resolution relevant to the proposed shares buy-back was approved.
- Obtaining the Schedule as at March 1, 2023 which details the Bank's workings and calculations that support the requirements specified in the Implementing Regulations relating to the proposed shares buy-back.
- Comparing the proposed number of shares for buy-back by the Bank as set out in the Schedule with the number of shares approved in the resolution passed in the meeting of the Board of Directors of the Bank held on 20 February 2023.
- Obtaining the market price per share of the Bank prevailing on the Date of the Schedule from Tadawul and agreeing it with the relevant calculations made in the Schedule to compute the estimated purchase cost of the proposed shares buy-back transaction.
- Obtaining an understanding of the basis of preparation of the estimated working capital calculation prepared by management based on the maturity analysis of assets and liabilities.
- Performed limited substantive testing, on a selective basis of evidence supporting management calculation of the estimated working capital prepared using the expected recovery or settlements.
- Agreeing the arithmetical accuracy of the estimated working capital calculation of excess of assets over the liabilities (including contingent liabilities as per Glossary of Defined Terms used in the Implementing Regulation of the Capital Market Authority) appearing in the Schedule, with the maturity analysis of assets and liabilities prepared by the management of the Bank as at 31 December 2022 including the breakdown of the balances between 3 to 12 months and 1 to 2 years.
- Agreeing the total of assets, liabilities and contingent liabilities as at 31 December 2022, as disclosed in the Schedule to the Bank's audited consolidated financial statements for year ended 31 December 2022.

- Checking the arithmetical accuracy of the computation of the surplus assets at 31 December 2022 as reported in Section B of the Schedule (i.e. being total assets remaining after the deduction of total liabilities and contingent liabilities).
- Agreeing the Bank's retained earnings as at 31 December 2022 as disclosed in the Schedule with the Bank's audited consolidated financial statements for year ended 31 December 2022.
- Checking the arithmetical accuracy of the computation of excess of retained earnings as at 31 December 2022 (i.e. being the excess of retained earnings after deduction of the treasury shares to be held by the Bank after the proposed shares buy-back) as reported in Section C of the Schedule.

Inherent limitations

Our procedures regarding systems and controls relating to the preparation of the Schedule in accordance with the requirements of the Implementing Regulations 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.

Moreover, given the announcement requirements by the CMA, our report is issued well before the expected date of the proposed shares buy-back. As a result, the share price of the Bank on the actual date of execution of the proposed share buy-back transaction may be substantially different from the share price used in arriving at the estimated purchase cost of the proposed shares buy-back transaction in the Schedule as at the date prepared by the management and accompanying our report. Further, the working capital following the proposed share buy-back transaction may also differ significantly from the calculation performed by management and reflected in the Schedule.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised), as 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, as 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. Furthermore, our procedures did not include testing or assessing any forward-looking statements or other information including the estimated working capital.

This conclusion relates only to the Schedule as at March 1, 2023 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.

Emphasis of a matter

We draw attention to Part A of the Schedule which describes the basis of calculation of the estimated working capital presented in the Schedule and the fact that it is based on the unaudited maturity profile of assets and liabilities of the Bank as at December 31, 2022. Our conclusion is not modified in respect of this matter.

Limited assurance conclusion

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the accompanying Schedule as at March 1, 2023 is not prepared, in all material respects, in accordance with the applicable requirements of the Implementing Regulations relating to the proposed buy-back of shares.

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 in fulfilling its reporting obligations to the CMA in accordance with the Implementing Regulations. The report should not be used for any other purpose or published except as permitted under the terms of our agreement. To the fullest extent permitted by law, we do not accept or assume responsibility to any third party.

PricewaterhouseCoopers



Mufaddal A. Ali
License Number 447

March 1, 2023

