



Board of Directors Charter – GIB KSA

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1 Definitions

For the purpose of this Manual, capitalised terms shall have the meanings given to them in under the following table unless the context requires otherwise. In the event of any conflict between the terms of this Manual and the Key Principles of Governance in Financial Institutions issued by the Saudi Central Bank (SAMA), the later shall prevail.

The Principles	The Key Principles of Governance in Financial Institutions issued by the Saudi Central Bank (SAMA).
The Board	The Board of Directors of GIB-KSA.
Committee	GIB-KSA Board Committee
Director or Member	A Member of the Board or any of its Committees
Executive Director	A Director who is full-time member of the executive management of the Bank, who participates in managing its daily activities.
Non-Executive Director	A Director who is not a full-time member of the executive management of the Bank and who does not participate in performing its daily activities.
Independent Director	A member who has complete independence in his/her position and decisions, and who shall not be subject to any of the factors affecting independence as stipulated in the Principles.
Relative/s	Fathers and mothers; grandfathers and grandmothers; children and grandchildren; and husbands and wives
Related Parties	<ul style="list-style-type: none"> a. Substantial shareholders in the Bank b. Board members of the Bank or any of its affiliates and their relatives; c. Senior executives of the Bank or any of its affiliates, and their relatives; d. Board Members and senior executives of substantial shareholders of the Bank; e. Establishments – other than companies – owned by a Member or a senior executive, or their relatives. f. Companies in which a member or senior executive or any of their Relatives is a partner; g. Companies in which a member or senior executive or any of their relatives is a member of their Board or a senior executive thereof; h. Joint stock companies in which a member or senior executive or any of their relatives owns 5% or more, subject to the provisions of Paragraph (d) of this definition. i. Holding companies or affiliates of the Bank.

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2 Introduction

2.1 Purpose

In accordance with the Key Principles of Governance in Financial Institutions issued by the Saudi Central Bank (SAMA) (the “Principles”) and the Gulf International Bank – Saudi Arabia (“GIB” or the “Bank”) Bylaws, the Board of Directors of GIB (the “Board”) approved the adaptation of this Board of Directors Charter (the “Charter”). The purpose of this Charter is to allow the Board to carry out the tasks and responsibilities assigned to them through explicit and appropriate processes. This Board Charter shall be read in conjunction with Appendix 1 (Policies & Procedures Governing Board Responsibilities).

2.2 Review and update

The Board shall review the Charter to ensure that the Charter continues to reflect the current processes and guidance utilised at least every three years. The Corporate Governance unit is required on annual basis to conduct a review in conjunction with the relevant departments to notify the Board on the applicable regulatory requirements, together with identification of weaknesses and making the necessary changes when required.

3 Board Formation and Composition

3.1 Board Composition

In accordance with the Bank’s Bylaws, the Board of Directors shall comprise of ten members. Board members shall be appointed by the Ordinary General Assembly for a period not exceeding three (3) years, and the Board may be re-elected after receiving non-objection letter on their appointment from SAMA

The membership of the Board shall not exceed maximum two members classified as Executive Directors, and a minimum one-third of the total Board members must be classified as independent directors.

3.2 Chairman and Vice Chairman

In accordance with Article 23 of the Bank’s Bylaws and as per SAMA requirements on Board of Directors Composition, the Board of directors shall appoint Non-Executive Director as a Chairman of the Board and a non-executive member as Vice-Chairman after receiving SAMA’s prior written non-objection and the consent of the competent authorities thereto. The Chairman and Vice-Chairman shall not exercise any of the responsibilities of the Chief Executive Officer, or/and any of the functions of the executive management, and there should be a separation of responsibilities.

3.3 Vacant Seat

In case of a vacancy arises on the Board of Directors, due to his/ her death or resignation, and if the minimum number of members required for the validity of the Board meetings is not affected by such vacancy, the Board may temporarily appoint a member to the vacant position, provided that the replacement candidate:

- a. Satisfies SAMA’s fit and proper criteria, SAMA Rules of Corporate Governance requirements and non-objection is received from SAMA;

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- b. with respect to Independent Directors satisfies the independency criteria set in the Principles;
- c. possesses the relevant experience and credentials for the role; and
- d. is ratified by the shareholders at the next annual general assembly meeting.

Further detail is set in the Corporate Governance Policy and Board Succession Procedures.

3.4 Memberships

No person shall be a Director on the Board of more than one bank licensed and incorporated in the Kingdom of Saudi Arabia. A Board member may participate in the membership of the Board of other companies other than banks, with a maximum of five listed companies provided that there should be no conflict of interests in his/her membership in any of these companies. Any Board member or employee of a bank who has been adjudicated bankrupt or convicted of a moral offence shall be considered as having resigned his/her post.

It is preferable that a board member should not serve on the Board for more than twelve consecutive or inconsecutive years from the date of issuance of the principles.

3.5 Secretary

The Board shall appoint a Secretary to the Board, from its members or otherwise, who shall Prepare and submit committee reports to the Board and retain same, communicate the annual schedule of the Board meetings in advance or when require any change to the meeting, have responsibility for reporting to the Board-on-Board procedures, subject to such appointment being approved by SAMA prior to the Secretary formally undertaking the responsibilities and duties associated with this role. The secretary will not participate in any decision or vote of the Board.

4 Meetings

4.1 Frequency

The Board of Directors meetings shall be convened at least four times a year, with one meeting every three months, upon a call by the Chairman. Such call shall be made in writing and delivered by hand or fax, express couriers, sent by registered mail or electronic mail not less than fifteen days prior to the date set for the meeting, unless otherwise agreed by the Directors. The Chairman of the Board shall call for a meeting to discuss one or more matters if requested in writing by a Director, or whenever required.

4.2 Collegial Board

The Board shall be collegial and deliberative, to gain the benefit of each individual Director's judgment and experience. The Chairman shall take an active lead in promoting mutual trust, open discussion, constructive dissent and support for decisions after they have been made.

4.3 Calling Meetings and Notice

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Meetings of the Board of Directors may be held by telephone, or other electronic means of communication, that permits all Directors present to be heard by all others present. Unless otherwise notified, the Chairman may assume, for purposes of determining a quorum, that any Director participating by telephonic or electronic means is present during the entire meeting.

All members should attend and participate in Board meetings. Members shall only be absent with an acceptable reason to be reported to the Chairman of the Board in advance. If a member fails to attend three meetings a year without a valid reason, a new member shall be appointed to replace him/her. It is advisable that non-executive and independent directors may hold closed sessions without the attendance of the executive board members. The Bank must immediately notify SAMA indicating which member has failed to satisfy the required level of attendance and any mitigating circumstances affecting his/her non-attendance.

4.4 Quorum and Voting

The quorum of a meeting of the Board requires the attendance of at least half of the Directors or their representatives. In the event that a Director of the Board gives a proxy to another Director to attend the Board meetings on his/her behalf, such proxy shall be given accordance with the following:

- a. A Director of the Board may not act on behalf of more than one other Director as to attending the same meeting;
- b. A proxy shall be made in writing and sent by email or any means of technology; and
- c. A Director acting by proxy may not vote on resolutions on which his/her principal is prohibited from voting, under the laws and regulations.

The Board resolutions shall be adopted with the approval of the majority vote of the Directors present in person or represented by proxy, and in case of a tie, the Chairman shall have a casting vote. Members of the Board must declare to the Board or the Committee any personal interest, whether direct or indirect, in any proposal that appears before the Board or before any Board committee. The interested Board member shall, without being excluded from the quorum necessary to validate the Board meeting, not participate in deliberations and vote taking place within the Board or committee on the relevant matter or proposal.

A Board level decision shall become effective on the date of its issuance, unless the decision provides for a specific date or condition for its effectiveness.

Participation in Board Meetings via teleconference or any electronic or virtual means of communication that permits all Directors present to be heard by all others present, is regarded as attendance and may be recorded as such. The Chairman may consider, for purposes of determining a quorum, that any Director participating by telephonic or electronic means is present during the entire meeting.

Resolutions by Circulation – The Board may, when necessary, make resolutions by way of circulation through email or any other electronic mean, and such decisions taken in this manner shall be ratified at the first meeting of the Board, and shall be recorded in the minutes of such meetings. For resolutions by circulation to take effect, they should be approved by the majority of Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board). References to “Directors”, for these purposes, does not include a Director who would not be entitled to vote on the resolution due to a conflict of interest.

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In case of an equality of votes, the Chairman shall have a casting vote. Notwithstanding the foregoing, Directors may request in writing that the Board be convened to deliberate on such resolutions.

Board deliberations and resolutions shall be recorded in minutes by the Secretary to be signed by the Meeting Chairman, attending Directors, and the Secretary. Such minutes shall be recorded in a special register to be signed by the Board Chairman and the Secretary.

The Minutes should be accurate and should clearly reflect all the items, wherein to note the meeting place, date, beginning and ending time, names of attending and absent Directors, and the attendees outside the Board, including an external party such as the external auditor or internal party such as the **financial manager**, and a statement of the meeting discussions with the reservations expressed by the Board together with an explanation of the reasons.

Means of technology may be used to obtain signatures, record deliberations and decisions, and prepare meeting minutes.

Minutes of the meetings shall be distributed to the parties concerned within a period not exceeding fifteen (15) business days.

4.5 Invitees

The Board may invite any person, it deems necessary, to attend the Board meeting.

The invitees cannot be present at any discussion in relation to themselves unless the Board has invited them to discuss these issues with them. None of the invitees shall be considered members of the Board.

4.6 Reports

The Board should, at the beginning of each year, set a specific timetable for receiving reports from the Committees concerned and internal and external auditors, and shall ensure that the mechanism for the collection, preparation and submission of reports and data is in place and in line with the internal adopted policy. It shall also ensure the preparation of important information and its presentation to the Board on a timely basis.

5 Authority & Responsibilities

5.1 Responsibilities of the Board

5.1.1 The Board shall oversee the business of the bank, including approving and overseeing the implementation of the bank's strategic objectives, and approving risk strategy, corporate governance rules and principles of professional conduct. Members shall set and comply with clear limits for responsibility and accountability at all levels of the Bank. Responsibilities of the executive management shall be completely separated. The Board is also responsible for supervision of senior management. Members of the Board shall carry out the tasks and responsibilities entrusted to them by ensuring that adequate policies and procedures for supervision and control of the Bank's performance are in place.

5.1.2 Without prejudice to the powers of the general assembly, the Board has the widest authority

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in managing the affairs of the Bank. The Board can delegate some of its decision-making authority and responsibilities to one or more of its Members or others to carry out certain acts, such delegation if done by a power of attorney to be in line with the Power of Attorney Policy. However, this doesn't relieve the Board of its full accountability.

- 5.1.3 The Board should ensure the soundness and solvency of the bank and maintain effective relationships with supervisory and regulatory authorities. The Board members should also study and understand relevant regulations and legislation related to the banking sector at the top of which is the Banking Control Law. They should also know SAMA's Requirements for Appointments to Senior Positions in Financial Institutions Supervised by SAMA (as may be amended, superseded or supplemented from time to time), in addition to other SAMA rules and regulations as well as rules and instructions issued by other related entities.
- 5.1.4 The Board shall develop and approve internal policies related to the Bank's business; this shall include defining the tasks, competencies and responsibilities assigned to the various organizational levels.
- 5.1.5 The Board shall ensure adequacy of human and financial resources to achieve the strategic goals and ensure the implementation of the obligations of the bank to all relevant parties. It should ensure compliance of all employees with established policies and procedures, in addition to their responsibilities to protect depositors' and shareholders' funds.
- 5.1.6 The Board shall select and change (if needed) executives in key positions and ensure that the bank has an appropriate replacement policy for the replacement by an appropriate alternative.
- 5.1.7 The Board shall ensure the existence of an effective system for an objective and systematic performance assessment of the Bank's employees at all levels. The performance assessment of the executive management shall be long-term and shall not be limited to the performance of a single year only.
- 5.1.8 The Board shall ensure the existence and development of effective units for compliance, internal audit and risk management the Board shall ensure such departments are independent as well as ensure the availability of the adequate powers and resources and training therein.
- 5.1.9 The Board shall ensure the development and monitoring the implementation of a comprehensive risk management strategy and policies in proportion to the nature and size of the Bank's activities and review same on an annual basis.
- 5.1.10 The Board of Directors should promote, integrity, professional conduct, within the bank, effective governance, sound remuneration practices, ethical behaviour, compliance with the laws and regulations, internal conduct standards within the Bank and for ensuring accountability for misconduct. The Board should ensure that the senior management is following policies which may prevent or limit activities and relationships that might affect the application of the principles of governance.
- 5.1.11 The Board should develop a written policy for settlement of complaints and disputes that might arise between the bank and its stakeholders
- 5.1.12 The Board is responsible for the establishment of a Counter-Fraud Programme and setting the tone from the top to establish a Counter-Fraud culture through a Code of Conduct (or equivalent) as well as ensuring that a robust Fraud Risk Management framework is

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established and maintained to manage fraud risks.

- 5.1.13 The Board is responsible for ensuring that sufficient budget for Counter-Fraud is allocated, utilised, and monitored.
- 5.1.14 The Board is responsible for ensuring the establishment of a Counter-Fraud Governance Committee (“CFGC”) and approving its charter. The Board is responsible for the endorsement (after being approved by the CFGC) of the roles and responsibilities of Senior Management accountable for the Counter-Fraud Programme, the Counter-Fraud Strategy, Policy, the output of the Fraud Risk Assessment and Fraud Risk Appetite.
- 5.1.15 The responsibilities of the Board, as well as of those of the Directors, the Chairman, and the Board Committees, shall be fully set out in detailed Charter and Mandates endorsed and / or approved by the Board, approved by the Shareholders that reflect to the extent possible the corporate governance requirements of SAMA.
- 5.1.16 The Board of Directors is responsible for the adoption and review of the Bank’s Strategy, Management Structure and Responsibilities and Systems & Controls Framework.
- 5.1.17 The Board may delegate certain functions to Committees, Management, or others, it may not delegate its ultimate responsibility to ensure that an adequate, effective, comprehensive and transparent corporate governance framework is in place.
- 5.1.18 The Board shall ensure that the Bank obtains SAMA’s prior written approval for all major proposed changes to the Bank’s strategy and/or corporate plan prior to the implementation of such major changes.
- 5.1.19 The Board shall have effective policies and processes in place for review and approving budgets, reviewing performance against those budgets and plans and key performance indicators and management of the Bank’s compliance risk.
- 5.1.20 The Board shall approve any expenditure required for Board-related activities that has not been budgeted for and that exceeds the expenditure approval authorities of the GCEO and KSA CEO as set under the board approved delegation of authority matrix. This excludes any Board remuneration and sitting fees approved by the Shareholders
- 5.1.21 The Board of the subsidiary shall set related corporate governance rules and evaluate any group-level decisions or practices to ensure that they do not put the subsidiary in breach of applicable local regulations.
- 5.1.22 The Board shall be responsible for the overall design and oversight of the remuneration system that promote prudent risk-taking behaviours and business practices and accordingly shall not delegate this responsibility to senior management.
- 5.1.23 The Board shall ensure that senior management puts in place policies and procedures that ensure effective control and adherence to any SAMA’s remuneration rules, and any relevant Laws, Regulations, Principles and Standards.
- 5.1.24 The Board shall review and, if satisfied, approve the remunerations of the senior management based on the recommendations of the Governance, Nomination and Remuneration Committee.
- 5.1.25 The Board shall engage actively with the senior management, including challenging their recommendations if warranted when a serious or recurring misconduct occurs, and ensuring that root cause analysis is performed when such misconduct is identified.

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- 5.1.26 The Board shall be responsible for reviewing and endorsing the Remuneration Policy for Senior Management and for the Board and Board committee Remuneration to the General Assembly.
- 5.1.27 The Board shall be responsible for reviewing and approving any remuneration policy for other employees who are not defined as Senior Management in SAMA's Remuneration rules.
- 5.1.28 The Board shall adopt the Bank's social responsibility programs, in line with the social responsibility policy approved by the General Assembly, and that the objectives of these programs are directed towards supporting various social projects, increase financial awareness, meet the credit needs of the local economy through granting loans and facilities for productive businesses, and innovate products that encourage economic development without compromising the solvency of the financial institution and stakeholders. The Board shall ensure that the services rendered by the Bank meet the needs and requirements of society at fair costs, and that the financial institution takes the initiative to provide facilities to support and encourage small and medium enterprises.
- 5.1.29 The Board shall approve a written policy to define the powers delegated to the executive management, with details on the method of implementation and its delegation period; it may request the management to submit a periodic report on the forgoing.
- 5.1.30 The Board shall determine the issues that it has the power to decide on.
- 5.1.31 The Board shall not be exempted from responsibility and shall be held accountable if the operations of the Bank are outsourced to another party; it shall be aware of the risks arising from the assignment process and shall ensure the assignment operations be governed by the relevant SAMA instructions.
- 5.1.32 To ensure that the Annual General Assembly exercises its oversight over the Audit Committee, in line with the provisions of the SAMA's Principles of Governance in Financial Institutions, the Board must:
- a) Submit proposals and recommendations to enable the AGM to exercise its oversight.
 - b) Follow-up on any developments to the regulations and instructions related to the internal audit issued by the competent authorities from time to time.
- 5.1.33 Despite the Audit Committee being independent in its remit than that of the board and executive management, that does not absolve the board- in line with SAMA's Principles of Corporate Governance- from its responsibility to supervise the Audit Committee and monitor the performance of its duties and responsibilities.
- 5.1.34 The Board is responsible for the following with respect to the roles and responsibilities of the executive management towards the internal audit function:
- a) Ensuring that the executive management develops and maintains an appropriate effective internal control framework to follow up and identify, measure, monitor and manage all risks the bank is exposed to.
 - b) Ensure the effectiveness and efficiency of the internal control system is reviewed based on – but not limited to – information provided by the internal audit function.
- 5.1.35 The Board is responsible for continuously ensuring that:

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a) an independent and effective internal audit function exists in the Bank, whereby the Board shall periodically review, update, and approve its structure and mandate;

b) the size, resources and qualifications and competencies of the head and employees of the internal audit function commensurate with the size of the Bank's operations, systems and complexity of its organizational structure; and

5.1.36 The Board is primarily responsible for the overall Shariah governance framework of the bank and the compliance of its Islamic banking activities with the Shariah principles and rules. The board is also responsible for approving the bank's Shariah governance framework, performing continuous oversight over the effective functioning of the framework, and ensuring that the framework is commensurate with the size, complexity, and nature of the bank's business.

5.1.37 The Board has an oversight responsibility to ensure that senior management develop and implement the detailed internal policies and procedures for offering of new products and services.

5.1.38 The Board is responsible for ensuring that product and service risks are well managed, and the needs and rights of consumers are appropriately addressed.

5.1.39 The Board must review whether the offering of products and services by the Bank remains consistent with the risk appetite approved by the Board and internal policies and procedures for offering of new products and services.

5.1.40 The Board must review and revise the Bank's risk appetite when the offering of products and services by the Bank is no longer consistent with the approved risk appetite. Any changes to the risk appetite must be justified and documented with detailed risk assessment, taking into consideration the risk management capabilities and risk bearing capacity of the Bank. The Board must also ensure that internal policies and procedures are updated by senior management accordingly following changes in risk appetite.

5.1.41 **Establishment of Management Structure** - The Board shall appoint officers whose authority shall include management and operation of current activities of the Bank, reporting to and under the direction of the Board. The officers shall include at a minimum:

1. The CEO
2. The Chief Financial Officer
3. The Corporate Secretary
4. The Chief Auditor

And may also include such other officers as the Board considers appropriate.

5.2 Responsibilities of the Chairman

5.2.1 The Chairman shall have the power to convene a meeting of the Board and preside over its meetings and those of the General Assembly. The Vice-Chairman shall deputise the Chairman, in his absence.

5.2.2 The Chairman or the CEO (the Managing Director if appointed) shall be entitled to exercise the powers and authorities vested upon them pursuant to the Bank's bylaws and any Board resolution granting either of them certain powers and authorities to act on behalf of the Board.

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- 5.2.3 The Chairman presides at the meetings of the Board and ensures that the Board and its Committees function effectively and independently of management.
- 5.2.4 The Chairman is responsible for the leadership of the Board and for the efficient functioning of the Board.
- 5.2.5 The Chairman is responsible of overseeing the drafting of the Board meeting agenda and to consult with the Members upon preparing it, in consideration of any point raised by a board member or auditor.
- 5.2.6 The Chairman shall ensure that all Directors receive an agenda with relevant supporting documents not less than 7 days, minutes of prior meetings, and adequate background information in writing before each Board meeting and when necessary between meetings.
- 5.2.7 The Chairman shall ensure that all Board members have timely access to complete, clear, and correct information
- 5.2.8 In terms of the Board decision making process, the Chairman shall take an active lead in promoting mutual trust, open discussion, constructive dissent and support for decisions after they have been made.
- 5.2.9 The Chairman shall ensure that the views of shareholders are communicated to the Board as a whole.
- 5.2.10 The Chairman of the Board shall provide SAMA with a list of all Committees of the Board, their duties and work procedures as well as their members' names

5.3 Responsibilities of the Board Secretary

- 5.3.1 The Secretary of the Board of Directors shall conduct his/her responsibilities as directed by the Chairman of the Board. In addition to maintaining minutes of the Board meetings. The minutes are the permanent official record of the work and decisions taken by the Board.
- 5.3.2 Ensuring the availability of appropriate communication means for exchanging and recording information between the Board and its committees, as well as between senior management and non-executive board members.
- 5.3.3 Ensuring timely development of Board meetings schedule and Board agendas in conjunction with the Chairman and CEO.
- 5.3.4 Coordinating, Organizing and attending Board and shareholder meetings. Carrying out any instructions of the Board.
- 5.3.5 Maintaining minutes of the Board meetings.
- 5.3.6 Ensuring that the Board members have full access to copies of the minutes with the information and documents of the Bank; as well as any additional documents the Board may request.
- 5.3.7 Ensuring compliance with all statutory requirements in relation to Board affairs and procedures approved by the Board.
- 5.3.8 Retain the reports and drafts submitted to the Board.
- 5.3.9 Regulate the disclosure register of the Board.

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- 5.3.10 Follow up on Board recommendations pursuant to a mechanism to be approved by the Board.
- 5.3.11 Record Board meetings and drafting minutes, taking into account the submission of drafts to the members to express their opinions before signing.

6 Duties of the Directors

6.1 Loyalty to the Bank

- 6.1.1 The duty of loyalty includes a duty on a Director not to (i) use property of the Bank for his/her personal needs as though it was his/her own property, (ii) disclose confidential information of the Bank or use it for his/her personal profit, (iii) take business opportunities of the Bank for him/herself, (iv) compete in business with the Bank, and (v) to serve the Bank's interest in any transactions with the Bank in which he/she has a personal interest.
- 6.1.2 A Director must act with honesty, integrity and in good faith, with due diligence and care, with a view to the best interest of the Bank and its shareholders and other stakeholders. He/she shall not give precedence to his/her personal interests or the interests of persons whom he/she represents over those of the Bank, shareholders and other stakeholders.

6.2 Personal Accountability

- 6.2.1 Acknowledgment of personal accountability – Each Director shall understand that he/she is personally accountable to the Bank and the shareholders if he/she violates his/her legal duty of loyalty to the Bank, and that he/she can be personally sued by the Bank or the shareholders for such violations.
- 6.2.2 Directors are responsible for contributing to the oversight of the Bank's affairs with the professionalism and integrity with the aim of achieving the strategic and financial objectives adopted by the Board.
- 6.2.3 A key responsibility of the Board is to fill the gap between stakeholders (shareholders, employees, creditors, depositors, investment account holders, etc.) to whom the Board owes a duty of care, and Management, by monitoring Management closely on behalf of stakeholders.
- 6.2.4 Directors acknowledge and agree that non-attendance at Board meetings does not absolve them of their responsibilities as directors. Each Director shall allocate adequate time and effort to discharge his/her responsibilities. All Directors are to contribute actively to the work of the Board in order to discharge their responsibilities and shall make every effort to attend Board meetings where major issues are to be discussed.

6.3 Bank's Code of Conduct

- 6.3.1 The Board has established corporate standards for Board Members and employees of the Bank, which are set out in this Charter, the Corporate Governance Policy and the Bank's Code of Conduct (the "Code of Conduct"). The Board shall ensure that the Code of Conduct to be communicated throughout the Bank. Each member of the executive management, and the bank's employees have to sign the Code of Conduct declaration form annually.
- 6.3.2 The Board has established the Board's code of conduct (including the Insider trading provisions) within the Corporate Governance Policy which shall be communicated throughout the Board and shall be followed and adhered with by the Board.

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6.4 Avoidance of Conflicts of Interest

- 6.4.1 Each Director shall make every practicable effort to arrange his/her personal and business affairs to avoid a conflict of interest with the Bank.

6.5 Disclosure of Conflicts of Interest

- 6.5.1 Disclosure to the Board – Each Director, as soon as he/she becomes aware, shall inform the entire Board of Conflict of interest (and potential conflicts of interest) in their activities with and commitments to, other organizations as they arise and abstain from voting on the matter. This annual disclosure shall include all material facts in the case of a contract or transaction involving the Director. The Directors must understand that any approval of a conflict transaction is effective only if all material facts are known to the authorizing persons and the conflicted person did not participate in the decision. Each Director shall declare in writing all their other interests in other enterprises or activities (whether as a shareholder of above 5% of the voting capital of a company, a manager, or other form of significant participation) to the Board on an annual basis.
- 6.5.2 Procedure for disclosure – The Board shall establish and disseminate to its members formal policies and procedures for periodic disclosure and updating of information by each Director on his/her actual and potential conflicts of interest, and advance approval by disinterested Directors or shareholders of all transactions in which the Bank Director has a personal interest provided that the Board shall require such advance approval in every case.
- 6.5.3 Situations of conflict of interests – In circumstances where a conflict of interest arises, the conflicted Director shall be excused and recused from attending (either physically or virtually) the discussions/deliberations in regards. The conflicted Director shall not vote on a decision by the Board of Directors relating to conflicting transactions and contracts.
- 6.5.4 Material conflict of interest –Directors shall not enter into competition with the Bank, not demand or accept substantial gifts from the Bank for himself/herself or his/her Related Parties, not misuse the Bank’s assets, not use the Bank’s privileged information or take advantage of business opportunities to which the Bank is entitled, for himself/herself or his/her associates. They shall absent themselves from any discussions or decision-making that involves a subject where they are incapable of providing objective advice, or which involves a subject or (proposed) transaction where a conflict of interest exists or is likely to arise.
- 6.5.5 All Directors must quarterly declare in writing their personal and relatives’ corporate and commercial affiliations and personal interests, including any contracts, transactions related to the GIB Group ,its subsidiaries and associates, as set out in the GIB KSA’s Conflict of Interest and Related Party Transaction Policy
- 6.5.6 The Bank’s external auditors shall prepare a report to the shareholders at the Annual General Assembly Meeting to reflect any authorization of a conflict-of-interest contract or transaction required in accordance with Article 71 of the KSA Companies Law.
- 6.5.7 The responsibilities of the Directors (as set out in Annexure 1. Policies & Procedures Governing Board Responsibilities) set forth in this Charter are to be carried out in line with the standards of the Code of Conduct adopted by the Board, as well as the Bank’s Corporate Governance Policy.

6.6 Directors’ Independence of Judgement

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- 6.6.1 Independent judgement – One of the key roles of a Director is to independently assess and question policies, processes and procedures, with the intent to initiate management action on issues requiring improvement. Every Director shall bring independent judgment to bear in decision-making. No individual or group of Directors shall dominate the Board’s decision-making and no one individual shall have unfettered powers of decision.
- 6.6.2 Information from Executive Directors – Executive Directors shall provide the Board with all relevant business and financial information within their cognizance and shall recognize that their role as a Director is different from their role as an officer of the Bank.
- 6.6.3 Appointment of Directors - The Board shall, inform the shareholders of any applicable regulatory requirements to be taken into account in the shareholders’ appointment of new directors. Where there is the potential for conflict of interest, or there is a need for impartiality, the Board shall, to the extent possible, assign a sufficient number of independent Board members capable of exercising independent judgment.
- 6.6.4 Each Director has the obligation to act with honesty, integrity and in good faith with due diligence and care, with a view to the best interests of GIB, its shareholders and other stakeholders.

6.7 The Board’s Representation of all Shareholders of the Bank

- 6.7.1 The Rights of Shareholders - The corporate governance principles followed should protect and facilitate the exercise of shareholders’ rights, contribute to providing effective channels for communication with shareholders and ensure the equitable treatment of all shareholders, including minority holdings, encourage greater shareholder participation at the meetings of the Ordinary General Assembly, and present proposals relating to the Bank’s performance and enhance the development of its operations.

6.8 Directors’ Access to Independent Advice

- 6.8.1 Independent advice – The Board shall ensure by way of formal procedures that Directors have access to independent legal or other professional advice at the Bank’s expense whenever they judge this necessary to discharge their responsibilities as Directors and this shall be in accordance with the Bank’s approved policies.
- 6.8.2 Access to Corporate Secretary –Directors shall also have access to the Board Secretary as determined by the Board, who shall have responsibility for reporting to the Board on Board procedures. Both the appointment and removal of the Corporate Secretary shall be a matter for the Board as a whole, not for the CEO or any other officer.
- 6.8.3 Dissent – Whenever a Director has serious concerns which cannot be resolved concerning the running of the Bank or a proposed action, he/she shall consider seeking independent advice and shall ensure that the concerns are recorded in the Board minutes and that any dissent from a Board action is noted or delivered in writing. Upon resignation, a Director shall provide a written statement to the Chairman, for circulation to the Board, if he/she has any such concerns, and a copy thereof shall be furnished to SAMA.

6.9 Directors’ Communications with Management

- 6.9.1 Management participation – The Board shall encourage participation by management regarding matters the Board is considering, and also by management members who by reason of responsibilities or succession, the CEO believes shall have exposure to the Directors.

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6.9.2 Access to management – Non-executive Directors shall have free access to the Bank's management beyond that provided in Board meetings. Such access shall be through the Chairman of the Audit Committee or the CEO. The Board shall make this charter known to management to alleviate any management concerns about a Director's authority in this regard.

6.9.3 The Bank has in place a Directors and Officers Insurance Policy ("Insurance Policy") which provides insurance cover for its directors in respect of certain actions and/or omissions of the directors (as set out in the Insurance Policy) while acting in their official capacity.

6.10 Related Party Transactions

6.10.1 The Bank has developed a Related Party Transaction Policy to regulate, identify, monitor and enumerating approved and unapproved transactions, to be approved by the Board,

6.10.2 The Board shall ensure that related party transactions are carried out fairly and without preference had an "arm's length basis".

7 Committees of the Board

7.1 Creation of Committees

The Board may, from time to time, form an appropriate number of Board Committees. The Mandates of the committees shall be approved by the Board or endorsed by the Board to the Ordinary General Assembly for approval as may be the case. The Board has formed the following specialized committees:

7.1.1 **The Executive Committee (ExCom)** – The Board shall approve the formation of the ExCom, its Mandate and the appointment of its members. The ExCom is authorized to formulate executive policy of the Bank and supervise the implementation of the executive policy, assist the Board by reviewing, evaluating and making recommendations to the Board with regard to key strategic issues such as mergers, acquisitions or material changes in key strategic objectives or direction, approve credit limits that exceed the authority of the CEO subject to the limits approved by the Board such other responsibilities specifically mandated to it by resolution of the Board.

7.1.2 **The Audit Committee (AUCOM)** - The Board shall approve the formation of the Audit Committee and endorse to the General Assembly its Mandate. The General Assembly shall appoint members of the Audit Committee as per the approved Committee Mandate. The Chairman of the Board/Board Committee may not act as the Chairman of the AUCOM. The responsibilities of the Audit Committee include, without limitation, assisting the Board in providing oversight of the integrity of the Bank's financial statements; the Bank's compliance with legal and regulatory requirements; the Bank's compliance with the rules of good corporate governance; the external auditors' qualifications and independence; performance of the Bank's internal audit function; independent audits and regulatory inspections; reviewing the Bank's systems of internal controls regarding finance, accounting, legal, compliance and ethics that management and the Board have established; and reviewing the Bank's auditing, accounting and financial reporting policies and processes.

7.1.3 **The Risk Committee (BRC)** - The Board shall approve the formation of the Board Risk Committee and its mandate. The Board shall also appoint the members of the BRC as

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mandated in the Committee Mandate. The Risk Committee's role is to act as the agent of the Board in ensuring that the Bank has an effective risk management framework in place and that all risk controls operating throughout the Bank are in accordance with the regulatory requirements and best practice standards for management of risks in banks.

- 7.1.4 The Governance Nomination and Remuneration Committee (GNRC)** - The Board shall approve the formation of the Governance Nomination and Remuneration Committee ("GNRC"), and endorse to the General Assembly its Mandate for approval. The Board shall appoint the members of the GNRC as per the approved Mandate. The GNRC's responsibilities includes the nomination of the Bank's executive, and staff remuneration policy as well as establishing processes for the identification of, and recommending, suitable candidates for senior management, establishing processes for the review of the performance of the Directors and the Board as a whole, establishing processes for the review of the performance of senior management, and recommending to the Board the appropriate skill criteria and any applicable regulatory requirements to be taken into account in the shareholders' assessment of new candidates for directorships. The GNRC shall also nominate to the shareholders the nominated suitable Members of the Board and the Audit Committee.
- 7.1.5 The Shariah Committee (SC)**- The Board shall approve the formation of the Shariah Committee and its framework. The Board shall also appoint the members of the SC as mandated in the Committee Framework. The SC's responsibilities include the supervising of the Bank's Islamic banking dealings' compliance with Sharia provisions and principles, issuing decisions on Shariah matters in order to enable the Bank to comply with the provisions and principles of Shariah, Ensuring that the Bank's policies and Shariah procedures are in compliance with Shariah provisions and principles, assisting the stakeholders in the Bank by giving advices, when requested, on Shariah matters related to the Bank's operations, preparing an annual report on the compliance of the Islamic banking activities of the Bank with the provisions and principles of Shariah and submitting it to the Board, and formal signing off on Shariah compliant banking business products and transactions approvals and Fatwa by the Chairman together with the other members of the SC.
- 7.1.6** The Board may -from time to time- form ad-hoc temporary committees that shall be delegated with a specific purpose, which will be terminated upon the completion of such purpose.
- 7.1.7** Each Board Committee Secretary shall directly inform the Board Secretary of any resignation or ceasing to continue working of any Board Committee Member and provide the Board Secretary with the required documents to proceed further with the regulatory requirements.

7.2 Committees Mandates

Committees must act only within their formal written mandates (as approved by the Board or the AGM as may be the case) and, therefore, the Board may not allow any committee to dominate or effectively replace the whole Board in its decision-making responsibility.

7.3 Disclosures

The Bank should disclose in its annual report on the working of the Board committees formed, the scope of their work, and names of their members (including independent members) and their current and previous jobs, qualifications, and experience. The Chairman of the Board shall

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provide SAMA with a list of all Committees of the Board, their duties and work procedures as well as their members names upon the Board's formation.

8 Evaluation of the Board and each Committee

8.1 Annual Evaluation

At least annually, the Board shall conduct an evaluation of its performance and the performance of each committee, and each Director as set in the Corporate Governance Policy and Board Evaluation Procedures.

The evaluation process shall include:

- a. Assessing the Board's operations and activities.
- b. Reviewing member's performance: this evaluation may be assigned to an external party to ensure its objectivity.
- c. Evaluating the performance of each committee in light of its specific purposes and responsibilities, which shall include review of the self- evaluations undertaken by each Committee;
- d. Reviewing each Director's work, his/her attendance at Board and committee meetings, and his/her constructive involvement in discussions and decision making.
- e. Reviewing the Board's current composition against its desired composition with a view toward maintaining an appropriate balance of skills and experience and a view toward planned and progressive refreshing of the Board.

8.1.1 The Board should periodically review the effectiveness of its own controls and work procedures and identify weak points and make any necessary changes whenever the need arises.

8.1.2 The Board shall conduct an annual evaluation for the extent of independence of the independent members, to avoid the circumstances that may affect his/her independence.

8.2 Administration of Evaluation by Committee

While the evaluation is a responsibility of the entire Board, it may be organized and assisted by an internal Board committee and, when appropriate, with the help of external experts.

9 Board Competencies and Training

9.1 Skill Criteria and Regulatory Requirements

9.1.1 Board members must have a proper understanding of, and competence to deal with the affairs and products of the bank and devote sufficient time to their responsibilities; and be able to independently assess and question the policies, processes and procedures of the bank, with the intent to identify and initiate management action on issues requiring improvement.

9.1.2 The Board shall inform the shareholders of the appropriate skill criteria and any applicable regulatory requirements to be taken into account in the shareholders' assessment of new candidates for directorships. Such criteria may include judgment, specific skills, experience

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with other comparable businesses, the relation of a candidate's experience with that of the other Directors and other factors.

9.2 Induction and Training of Directors

- 9.2.1 Induction of new Director/s – When a new Director is inducted, the Chairman, Corporate Secretary, legal counsel, compliance officer or other individual delegated by the Chairman shall review the Board's role and duties with that person, particularly covering legal and regulatory requirements of this Charter
- 9.2.2 The Chairman shall ensure that each new Director receives a formal and tailored induction to ensure his/her contribution to the Board from the beginning of his/her term. The induction shall include meetings with senior management, visits to Bank facilities, presentations regarding strategic plans, significant financial, accounting and risk management issues, compliance programs, its internal and independent auditors and legal counsel. In addition to comprehensive information on the bank's mission, its strategies and best professional practices, with a memorandum explaining the member's duties and responsibilities
- 9.2.3 Continuing Directors – All continuing Directors shall be invited to attend orientation meetings and all Directors shall continually educate themselves as to the Bank's business and corporate governance.
- 9.2.4 Management programs and presentations – Management, in consultation with the Chairman, may hold programs and presentations to Directors in respect of the Bank's business and industry, which may include periodic attendance at conferences and management meetings. The Governance, Nomination and Remuneration Committee shall oversee Directors' corporate governance educational activities.
- 9.2.5 Director appointment agreements – The Bank shall have a written appointment agreement with each Director which recites the Directors' powers, duties, responsibilities and accountabilities and other matters relating to their appointment including their term, the time commitment envisaged, the committee assignment (if any), their remuneration and expense reimbursement entitlement, and their access to independent professional advice when that is needed.

10 Board and Committees Remuneration

Matters relating to directors' remuneration are covered under the separate Remuneration Policy.

11 Titles, Authorities, Duties and Reporting Responsibilities

- 11.1.1 Appointment of Management – The Board shall adopt by-laws and issue a formal letter of appointment prescribing each senior officer's title, authorities, duties and internal reporting responsibilities. This shall be done with the advice of the GNRC and in consultation with the CEO, to whom the other officers shall normally report. These provisions shall include but shall not be limited to the following:
1. The CEO shall have authority to act generally in the Bank's name, representing the Bank's interests in concluding transactions on the Bank's behalf and giving instructions to other officers and the Bank's employees;

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2. The chief financial officer shall be responsible and accountable for:
 - (i) The complete timely, reliable and accurate preparation of the Bank's financial statements, in accordance with the accounting standards and policies of the Bank; and
 - (ii) Presenting the Board with a balanced and understandable assessment of the Bank's financial situation.
 3. The Corporate Secretary's duties shall include arranging, recording and following up on the actions, decisions and meetings of the Board and of the shareholders (both at annual and extraordinary meetings) in books to be kept for that purpose.
 4. The internal auditor's duties shall include providing an independent and objective review of the efficiency of the Bank's operations including a review of the accuracy and reliability of the Bank's accounting records and financial reports as well as a review of the adequacy and effectiveness of the Bank's risk management, control, and governance processes.
- 11.1.2 Limitations on authority – The Board shall also specify any limits which it wishes to set on the authority of the CEO or other officers (i.e. COO, CFO, CRO), such as monetary maximums for transactions which they may authorize without separate Board approval.
- 11.1.3 Corporate Secretary – The Corporate Secretary shall be given general responsibility for reviewing the Bank's corporate governance related procedures and advising the Board directly on such matters.
- 11.1.4 Succession planning – At least annually the Board shall review and concur in a succession plan addressing the policies and principles for selecting a successor to the CEO, both in emergencies and in the normal course of business. The succession plan shall include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO.

12 Communications with Shareholders

12.1 Shareholders' Meetings

- 12.1.1 Pursuant to Article 31 of the Bank's Bylaws, shareholders should be furnished with sufficient information on the date, location and agenda of the General Assembly's meetings 21 days prior to the date of the meeting.
- 12.1.2 Conduct of shareholders' meetings – the Board shall observe both the letter and the intent of the legal requirements for shareholder meetings including the following:
- a. Notices of meetings must be honest, accurate and not misleading. They shall clearly state and, where necessary, explain the nature of the business of the meeting;
 - b. Meetings shall be held during normal business hours and at a place convenient for the greatest number of shareholders to attend;
 - c. Notices of meetings shall encourage shareholders to attend shareholders meetings, and if not possible, participate by proxy and shall refer to procedures for appointing a proxy and for directing the proxy how to vote on a particular resolution. The proxy agreement shall list

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the agenda items and shall specify the vote (such as “yes,” “no” or “abstain”);

- d. Notices shall ensure that all material information and documentation is provided to shareholders on each agenda item for any shareholder meeting, including but not limited to any recommendations or dissents of Directors;
- e. The Board shall propose a separate resolution at any meeting on each substantially separate issue, so that unrelated issues are not “bundled” together;
- f. In meetings where Directors are to be elected or removed the Board shall ensure that each person is voted on separately, so that the shareholders can evaluate each person individually;
- g. The Chairman of the meeting shall encourage questions from shareholders, including questions regarding the Bank’s corporate governance guidelines;
- h. The minutes of the meeting must be made available to shareholders upon their request as soon as possible but not later than 7 working days after the meeting; and

Disclosure of all material facts must be made to the shareholders by the Chairman prior to any vote by the shareholders.

- 12.1.3 Pursuant to the Bylaws, shareholder meetings shall be chaired by the Chairman or the Vice Chairman (in the Chairman’s absence), or any Director who is delegated by the Board in the event of the Chairman and Vice Chairman’s absence. In the event that this is not possible, the General Assembly shall be chaired by whomever the shareholders delegate from among the Board members or by others through voting.
- 12.1.4 Attendance of external auditor at shareholder meetings – The Bank shall require its external auditor to attend the annual shareholders’ meeting and be available to answer shareholders’ questions concerning the conduct and conclusions of the audit.
- 12.1.5 The Bank shall provide SAMA with a copy of the minutes of the General Assembly meetings within no more than (15) days of the date of the meeting.
- 12.1.6 Notices of shareholder meetings – in notices of meetings at which Directors are to be elected or removed the Bank shall ensure that:
 - a. Where the number of candidates exceeds the number of available seats, the notice of the meeting shall explain the voting method by which the successful candidates will be selected and the method to be used for counting of votes, and
 - b. The notice of the meeting shall present a factual and objective view of the candidates so that shareholders may make an informed decision on any appointment to the board.

12.2 Direct Shareholder Communication

- 12.2.1** The Board respects the rights of shareholders and seeks to facilitate the exercise of those rights by ensuring that the Bank communicates effectively with its shareholders. Accordingly, the Board has approved the Corporate Governance Policy and Shareholder and Board Communication and Complaints Procedures to promote cogent communication with shareholders, and to set a framework for processing any shareholder complaints should they arise.

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13 Disclosure of Corporate Governance

13.1 Disclosure

- 13.1.1 The Bank shall publish all financial and non-financial information which concerns depositors, shareholders, investors, market dealers through the annual report of the Bank, website or via an appropriate channel. Such information shall be provided to regulatory and supervisory entities and other concerned parties.
- 13.1.2 Compliance – At each annual shareholders' meeting, the Board shall report on the Bank's compliance with this Charter and the Code and explain the extent if any to which it has varied them or believes that any variance or noncompliance was justified.
- 13.1.3 Reporting – At each annual shareholders' meeting, the Board shall report on its compliance with the SAMA rules and regulations. Such information shall be maintained and held at the Bank's premises on behalf of the shareholders.
- 13.1.4 Board responsibility for disclosure – The Board shall oversee the processes of disclosure and communications with internal and external stakeholders. The Board shall ensure that disclosures made by the Bank are fair, transparent, comprehensive and timely and reflect the character of the Bank and the nature, complexity and risks inherent in the Bank's business activities. Disclosure policies shall be reviewed to comply with the SAMA's disclosure requirements.

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Document Approval Record

The signatories below have given their agreement to this Document:

Name	Role	Date
Khalil Baghdadi	Board Secretary – GIB KSA Head of Legal & Governance	02 December 2025
Governance, Nomination and Remuneration Committee	Endorsement	03 November 2025
Board of Directors	Approval	11 December 2025
EFFECTIVE DATE		11 December 2025
NEXT REVIEW DATE		10 December 2028

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APPENDIX 1

Policies & Procedures Governing Board Responsibilities

This Appendix sets out the parameters of Board Responsibilities and an overview of the process and related policies and procedures governing such responsibilities. The roles and responsibilities of the Board arise as a matter of law and pursuant to the SAMA rules on Corporate Governance as may be updated from time to time.

Failure of a Director to perform or dispatch his/her duties will subject him/her to liability for breach as set out under relevant law, regulation or as set out under the Corporate Governance Policy.

Relevant Policy	Policy Owner	Overview	Related Policies and Procedures
Corporate Governance Policy	Corporate Governance Unit	The Policy outlines the corporate governance framework of Gulf International Bank Saudi Arabia (“GIB KSA” or “the Bank”) and the main principles for promoting sound corporate governance practices at GIB KSA, , that reflect to the extent possible the corporate governance requirements of the Saudi Central Bank (“SAMA”). This Policy aims at strengthening compliance with the standards and rules governing the management of the Bank, protecting its shareholders and stakeholders’ rights, operationalizing the role of shareholders to facilitate their exercise of their established rights, outlining the role of the Board of Directors and its subcommittees, the role of Management committees, attaining the highest levels of transparency, integrity and fairness, and enhancing disclosure therein as well as enhancing the oversight and accountability across the Board and senior management.	<ul style="list-style-type: none"> Board Charter
Annual Agenda Guidelines	Corporate Governance Unit	Sets out the various submissions to the Board, Board Committees and Shareholders on an annual basis. Details of the various polices raised to the Board are covered therein.	<ul style="list-style-type: none"> Board Charter
Conflict of Interest and Related Party Transaction Policy	Legal and Corporate Governance Unit	Sets out the principles, roles and responsibilities with regard to conflicts of interest and related party	<ul style="list-style-type: none"> Code of Conduct

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Relevant Policy	Policy Owner	Overview	Related Policies and Procedures
		transactions of the board members, board committee members, senior executives, employees, and Shariah Board members of Gulf International Bank Saudi Arabia.	
Policy on Insider Trading, Information Barriers & Personal Account Dealing	Legal and Corporate Governance Unit	To control the flow of Material, Non-public Information or Inside Information within Bank and to prevent the misuse of such Information. The policy sets the internal guidelines on managing Insiders, on prevention of abuse of Inside Information, on information barriers (Wall), and on personal account dealing.	<ul style="list-style-type: none"> Code of Conduct
Code of Conduct	Human Resources	An internal code which governs, amongst other things,: (i) fraudulent or dishonest acts, (ii) intentional negligence or non-compliance with the Bank's internal controls, (iii) matters of integrity (iv) deficiency of processes (v) unlawful or illegal activities (vi) improper, unethical or illegal conduct, (vii) unauthorized disclosure of confidential information (viii) illegal conduct, corruption, bribery, theft (ix) health and safety, (x) reputational damage (xi) unauthorized use of bank's funds (xii) sexual or physical abuse (xiii) concealment of information and retaliatory behavior and (xiv) acceptance of gifts	<ul style="list-style-type: none"> Board Charter Corporate Governance Policy
Board Succession Procedures	Legal and Corporate Governance Unit	An outline of the rules governing succession of the Board members and Board Committee members and steps required to once membership ends to ensure proper continuity.	<ul style="list-style-type: none"> Code of Conduct Board Charter
Board Evaluation Procedures	Legal and Corporate Governance Unit	The objective of this Procedures is to ensure a consistent and systematic method is implemented to assess the performance of the Board (as a function), each Board Committees (as a function) and the performance and independence of the Board of	<ul style="list-style-type: none"> Board Charter Corporate Governance Policy

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Relevant Policy	Policy Owner	Overview	Related Policies and Procedures
		Directors individually in accordance with the regulatory requirements.	
Transparency and Disclosure Framework Policy	Corporate Governance Unit	Ensuring that any information disclosed to stakeholders, third parties and the public relating to GIB is transparent and disclosed in a timely, complete and accurate manner and in accordance with applicable laws and regulations, and that relevant stakeholders are adequately informed about areas of their interest relating to GIB's business. It is integral to maintain GIB's image with respect to the principles of transparency, honesty & commitment during the course of any disclosure of information pertaining to GIB.	<ul style="list-style-type: none"> ▪ Board Charter ▪ Corporate Governance Policy
Delegation of Authority Policy	Corporate Governance Unit	The objective of this policy is to set the overall decision-making approach to be followed across the Bank.	<ul style="list-style-type: none"> ▪ Corporate Governance Policy ▪ Delegation of Authority Procedure
Policy and Procedure Policy	Corporate Governance Unit	The Objective of the policy is to defines GIB's Policies, Frameworks, and Procedures including applicable standards, objectives, roles & responsibilities, and approval cycles	<ul style="list-style-type: none"> ▪ Corporate Governance Policy