



Board Executive Committee Mandate – GIB KSA

Executive Committee Mandate

Table of Contents

1	INTRODUCTION	3
1.1	Purpose	3
1.2	Review and update of policy	3
1.3	Evaluation Process	3
2	DELEGATION OF POWER	3
3	COMPOSITION	3
4	REMOVAL OR RESIGNATION	3
5	INVITEES	3
6	SECRETARY	4
7	MEETINGS	4
7.1	Frequency	4
7.2	Calling Meetings and Notice	4
7.3	Quorum and Voting	4
7.4	Minutes	5
8	AUTHORITY & RESPONSIBILITIES	5
8.1	Resources	5
8.2	Authority.....	5
8.3	Responsibilities	5
9	REPORT TO THE BOARD	6

Executive Committee Mandate

1 Introduction

1.1 Purpose

- 1.1.1 This is the mandate ("Mandate") for the Executive Committee ("Committee") of the Board of Directors ("Board") of the Gulf International Bank Saudi Arabia ("GIB KSA" or "Bank").
- 1.1.2 The primary purpose of the Executive Committee is to have oversight and management responsibility of the bank's business operations and make prompt decisions on pressing issues in relation to the Bank's businesses.
- 1.1.3 It governs the procedures of the Committee and outlines the procedures and guidelines in relation to approving credit limits that exceed the authority of the CEO and exercise the power of the Board in certain circumstances.

1.2 Review and update of the Mandate

- 1.2.1 The Executive Committee Mandate shall conduct an annual review of the Mandate to ensure that the Mandate continues to reflect the current processes and guidance utilized.
- 1.2.2 The Board members to take into account new regulatory requirements on Board Committees.
- 1.2.3 The Head of Governance may recommend as and when required any changes to be incorporated in this Mandate due to changes in regulations, or as the Head of Governance may deem appropriate as a measure of good governance.
- 1.2.4 Any amendment to this Mandate shall be endorsed and recommended to the Governance, Nomination & Remuneration Committee to be endorsed by the Committee and sent to the Board of Directors for their review and approval.

1.3 Annual Performance Evaluation Process

The Committee shall prepare and review with the Board an annual performance evaluation report of the Committee, which will compare the Committee's performance with the applicable requirements. The report must be in the form of a written report provided at the regularly scheduled Board meetings.

2 Delegation of Power

The Committee has been established pursuant to the Key Principles of Governance in Financial Institutions issued by the Saudi Central Bank ("SAMA") and Article 27 of the Bank's Bylaws ("Bylaws") and the Board has delegated certain powers to the Committee.

3 Composition

The Executive Committee shall be comprised of three to five directors appointed by the Board. The Chairman of the Board shall be the Chairman of the Committee. It may not be chaired by the Chief Executive Officer.

The members of the Board Executive Committee shall be appointed by the Board of Directors for a period of three years renewable for a maximum of two additional periods. However, a member's tenure may be less where his tenure as a Board member is less than this period.

4 Removal or Resignation

If a member of the Committee retires, is removed or resigns from the Board, that member ceases to be a member of the Committee. The Board shall then appoint a successor.

Executive Committee Mandate

5 Invitees

- 5.1 The Committee may invite any person, it deems necessary, to attend a meeting of the Committee without having the right to vote on the Committee decisions.
- 5.2 The invitees cannot be present at any discussion in relation to themselves unless the Committee has invited them to discuss these issues with them. None of the invitees shall be considered members of the Committee.

6 Secretary

- 6.1 The Secretary to the Board shall act as Secretary to the Committee meetings, with the following duties and responsibilities, subject to obtaining SAMA approval prior to the Secretary undertaking the duties and responsibilities set out below:
- i. Manage the process of convening the Committee meetings, which includes collating the meeting files, preparation and circulation of agendas and minutes;
 - ii. Prepare and submit Committee reports to the Board and retain records of the same;
 - iii. Communicate the annual schedule of the Committee meetings in advance or when require any change to the meeting; and
 - iv. actively track and follow up on action items.
- 6.2 The Secretary will only be present in an administrative capacity and will only participate in discussions of the Committee if he is invited to participate in such discussions.
- 6.3 The secretary will not participate in any decision or vote of the Committee.
- 6.4 The secretary of the Committee may be recommended by the CEO and approved by the Board Executive Committee.

7 Meetings

7.1 Frequency

- 7.1.1 The Committee shall meet no less than six times a year. It can be summoned at any time if the need arises.

7.2 Calling Meetings and Notice

- 7.2.1 The Chairman of the Committee shall report to the Board on any major issue. He/she shall determine, after consultation with the Chairman of the Board, the items that shall be included in the Agenda.
- 7.2.2 A notice of each meeting confirming the date, time, venue and agenda must be forwarded to each member of the Committee at least five working days before the date of the meeting (less, in case of emergency). The notice for the Committee members will include relevant supporting papers for the agenda items to be discussed.
- 7.2.3 Participation in Meetings via teleconference or any electronic or virtual means of communication that permits all Committee Members 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 Member participating by telephonic or electronic means is present during the entire meeting.

Executive Committee Mandate

7.3 Quorum and Voting

- 7.3.1 A quorum will comprise of the majority of the Committee members. In the absence of the Committee's Chairman, the Chairman shall appoint one of the Committee members to act as Chairman for that meeting.
- 7.3.2 Resolutions are passed by majority of attending members' votes. Ties shall be decided by the vote of the Committee Chairman (or any member of the Committee replacing him in his absence). In the event that a meeting was attended by three members only, the resolutions are passed by unanimous decision. Committee Members may not cast their votes by proxy.
- 7.3.3 Resolutions by Circulation - When necessary, the Committee may make resolutions by way of circulation through e-mails and such decisions taken in this manner, unless a member has requested in writing that the Committee be convened to deliberate on such resolutions, shall be recorded in the minutes of the subsequent meeting of the Committee. Notwithstanding that, a decision will be deemed to be approved, if a decision of the majority of the members of the Committee (entitled to vote) has been received.

7.4 Situations of Conflict of Interests

In circumstances where a conflict of interest arises, the conflicted member shall be excused and recused from attending (either physically or virtually) the discussions/deliberations in regards. The conflicted member shall not vote on a decision by the Committee relating to such conflicting matter.

7.5 Minutes

Minutes of meetings and resolutions of Committee meetings will be kept by the Secretary. Minutes will be distributed to all Committee members, after the Committee Chairman has given the preliminary approval no later than 3 working days from the date of the approval of the Committee Chairman. Minutes, agenda and supporting papers will be made available to any Board Member upon request to the Secretary, providing no conflict of interest exists

8 Authority & Responsibilities

8.1 Resources

- 8.1.1 The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees of outside independent professionals and advisors as it deems necessary and appropriate, without seeking approval of the Board or management. The Bank shall provide appropriate funding for the compensation of any such persons.
- 8.1.2 The Committee may meet with these external advisers without the management being present.

8.2 Authority

- 8.2.1 Subject to the provisions of this Mandate, the Committee is authorized to formulate executive policy of the Bank and control the implementation of the executive policy.

8.3 Responsibilities

The board shall determine the powers and responsibilities of the Committee, and in return the

Executive Committee Mandate

committee shall assist the Board by :

- 8.3.1 reviewing, evaluating and making recommendations to the Board regarding key strategic issues such as mergers, acquisitions, privatisation, or material changes in key strategic objectives or direction.
- 8.3.2 The Committee shall be responsible for approving credit limits that exceed the authority of the Chief Executive Officer subject to the limits approved by the Board (in accordance with appendix 1 below).
- 8.3.3 The Committee shall have oversight over the IT Steering Committee (ITSC) in accordance with the approved ITSC Charter and as delegated by the Board from time to time.
- 8.3.4 The Committee shall have oversight over strategic initiatives and developments, and endorse these initiatives to the Board for approval.
- 8.3.5 The Committee shall monitor implementation and progress of key strategic plans.
- 8.3.6 The Committee shall review organizational performance against the GIB KSA balanced scorecards approved by the Board.
- 8.3.7 The Committee shall oversee all matters related to IPO readiness and Group Corporate Restructuring , and endorse recommendations to the Board on any related matter.
- 8.3.8 The Committee shall review regular report(s) and recommendations from the Group Corporate Restructuring Committee.
- 8.3.9 The Committee shall endorse for the Board approval the Budgets and related policies, financial projections for the fiscal years.
- 8.3.10 The Committee shall oversee Retail and Private Banking activities and endorse all related Retail policies and Strategy for the Board final approval.
- 8.3.11 The Committee shall have an oversight into the Micro, small and Medium Enterprises (MSMEs) Committee, and endorse its charter or any required report(s) to the Board for approval.
- 8.3.12 The Committee shall be vested with the authority to set, revise, and delegate expenditure limits across operational and strategic activities as and when required as per the approved expenditure budget approved by the Board and the Delegation of Authority
- 8.3.13 The Committee shall endorse to the Board the establishment and / or dissolve of the subsidiaries
- 8.3.14 Pursuant to the Board approved Subsidiary and Affiliate Corporate Governance Policy, the Committee shall be vested with the approval authority; To nominate Directors on all subsidiaries and Affiliates' boards and Board level committee based on the Management Investment Committee's recommendations and GNRC endorsement. To approve all Subsidiaries and Affiliate related matters to the extent it has no financial impact on the Bank.
- 8.3.15 The Committee shall review periodic reports from the management-level Investment Committee on its activities and approve its charter.
- 8.3.16 The Committee shall review and recommend to the Board the payment of dividends or interest, where it deems appropriate
- 8.3.17 Endorse investment proposal above CEO delegated exposure authorities.
- 8.3.18 Other additional responsibilities specifically mandated to the Committee by resolution of the Board.
- 8.3.19 Review and approve all types of credit facilities within its delegated authorities.

Executive Committee Mandate

- 8.3.20 Approve the extension of credit lines to Banks and Countries as per its delegated authorities.
- 8.3.21 Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with its Mandate.
- 8.3.22 Annually review the Committee's Mandate and recommend to the Board any changes, where applicable for Board approval.
- 8.3.23 The Committee shall update the Board on its significant discussion items, issues, deliberations and decisions.
- 8.3.24 In all cases, the members of the Committee shall exercise their business judgment to act in what they reasonably believe to be in the best interest of the Bank and its shareholders.
- 8.3.25 The relevant reporting Management Committees should share the minutes of their meetings for the ExCom members for information regularly.

1 Report to the Board

- 9.1 Regularly report to the Board about Committee activities, issues and related recommendations.
- 9.2 The Committee Chairman, or delegate, will report to the Board following each meeting. The Committee will report to the Board regularly on the matters set out in Section 8 of this Mandate.
- 9.3 The Committee will review for approval by the Board any report on the matters set out in Section 8 that may be:
 - (a) Required by any legislation, regulatory body or other regulatory requirement, or
 - (b) Proposed for inclusion in the annual report.
- 9.4 The Committee may delegate the role of preparing any such report to the management provided that any such report would be considered, reviewed and approved by the Committee before being sent to the Board.

Executive Committee Mandate

Appendix 1

Authorities of the Executive Committee

GIB KSA – Executive Committee Authorities

Rating / Type of limit	1	2	3	4	5	6	7-10
Percentages (%) #							
I. COUNTRY LIMITS							
Countries other than KSA*	500	360	100	40	14	8	SAR 450 MM
II. SINGLE OBLIGOR LIMITS							
A. Exposure							
1. Governments							
a. Government of KSA	SAR 75,000 MM						
b. Other governments	50		50	20	20	20	SAR 450 MM
2. Financial Institutions							
FIs	25	25		25	20	20	SAR 300 MM
3. Corporates							
Commercial Undertakings majority owned by Saudi Government**	25	25		20	20	20	SAR 150 MM
Corporates	15	15		15	15	15	SAR 150 MM
B. Underwriting	200% of relevant exposure						Nil
C. Settlement	Financial Institutions: 200% of relevant Exposure Governments & Corporates: 100% of relevant Exposure						Nil
D. Equity ***	Maximum of SAR 37.5MM to any single name. Counts as Exposure. Maximum of SAR 75MM to any single name for GCC Private Equity. Maximum aggregate equity exposure of equivalent to 30% of GIB's Capital Base, with a sublimit of 15% for non-marketable equity exposure.						
III. MARKET RISK LIMITS							
VAR limits	10% of GIB's Capital Base for all activities. 2% of GIB's Capital Base for trading activities.						
For credit facilities fully secured by cash collateral, approval will follow the GIB 1-2 authority regardless of rating. For credit facilities secured by cash, cash margins should be netted off from exposure in determining the required level of approval.							
Note: Regulatory Caps prevail over authority limits and at present the applicable limits are (a) 25% for Fis (b)15% for Corporates (c)5% for Individuals.							

Executive Committee Mandate

As a percentage of GIB's Capital Base as per the latest published annual accounts.

* For GCC countries and governments other than Saudi Arabia, the limits are at 200% of the relevant limit for each rating category.

** KSA Government Related Entities are defined as entities in which Saudi Government owns (directly or indirectly) $\geq 50\%$ will be subject to a 25% cap (as permitted by SAMA)

*** Equity exposure shall be measured on the basis of the equity equivalent of equity related instruments (e.g. convertibles) and the net of long and short positions.

Notes:

1. **EXCOM's** delegated authority is calculated at 200% of the Board approved risk tolerances.
2. **FI:** Lending to any D-SIB, or G-SIB, should not exceed 15% of GIB eligible capital base at all times.
3. **The Authority Matrix** should not be considered in total isolation from credit/risk policies where higher/different approval authority might be required based on deviations arising from PEP/UTP/Balloon/tenor bands/ etc.

¹ KSA GREs are defined as entities in which the Saudi Government owns (directly or indirectly) $> 50\%$.

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	25 November 2025
Executive Committee	Endorsement	01 December 2025
Governance, Nomination and Remuneration Committee	Endorsement	03 November 2025
Board of Directors	Approval	11 December 2025
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