

Saudi Reinsurance Company "Saudi Re" invites its shareholders to attend the Extraordinary Ordinary General Assembly Meeting (First Meeting) via means of modern technology

The Board of Directors of Saudi Reinsurance Company "Saudi Re" is pleased to invite the honorable shareholders to participate and vote in the Extraordinary General Assembly Meeting which will be held at 6:30 pm on Sunday 10/05/2026G corresponding to 23/11/1447H. through means of modern technology.

City and Location of the General Assembly's Meeting:

Kingdom of Saudi Arabia - Riyadh City - Via Means of Modern Technology.

Link to the venue of the meeting:

www.tadawulaty.com.sa

Date of the General Assembly's Meeting:

10/05/2026G corresponding to 23/11/1447H.

Time of the General Assembly's Meeting:

18:30

How the General Assembly is convened:

Via Modern Technology Means.

Attendance Eligibility:

Shareholders who are registered in the issuers shareholders record at the Depository Center by the end of the trade session prior to the general assembly meeting and in accordance with the laws and regulations. The shareholder has the right to delegate whomever other than the board of directors. The right to register a name to attend the general assembly meeting ends at the time of convening the general assembly meeting. The attendees right to vote on the items of the assembly's agenda ends upon the end of screening the votes by the Screening Committee.

Quorum for Convening the General Assembly's Meeting:

The Extraordinary Ordinary General Assembly Meeting shall be valid if attended by shareholders representing at least half of the capital. If the quorum is not available to hold this meeting, the second meeting will be held one hour after the end of the period specified for the first meeting, and the second meeting shall be valid if attended by shareholders representing at least quarter of the capital.

Saudi Reinsurance Company – Saudi Re
الشركة السعودية لإعادة التأمين - إعادة

General Assembly Meeting Agenda:

1. Review and discuss the Directors' Report of the fiscal year ending on December 31st, 2025.
2. Voting on the auditors' report of the fiscal year ending on December 31st, 2025.
3. Review and discuss the annual financial statements of the fiscal year ending on December 31st, 2025.
4. Voting to absolve the members of the Board of Directors for the fiscal year ending on December 31st, 2025.
5. Voting on the appointment of the Company's auditors from among the candidates based on the recommendation of the Audit Committee, in order to examine, review and audit the financial statements for the second, third quarters and annual of the fiscal year of 2026 and the first quarter of year 2027, and determine their fees.
6. Voting on the business and contracts concluded between the Company and SAB Invest, in which the member of the Board of Directors, Mr. Abdulaziz Al-Bassam, has an indirect interest, due to his membership in the Board of Directors of SAB Invest, which is an investment advisory contract without preferential conditions, noting that the value of the contract is estimated at SAR 793,473.55.
7. Voting on the business and contracts concluded between the Company and Alpha Capital, in which the Chairman of the Board of Directors, Mr. Abdullatif Al-Fozan, has an indirect interest, due to his membership in the Board of Directors of Alfa Capital, which is an investment agreement in the Alpha Murabaha Fund, without preferential conditions, noting that the Murabaha Fund management fees are estimated at SAR 385,785.20.
8. Voting on disbursing an amount of 2,292,329 Saudi Riyals as a remuneration to the members of the Board of Directors for the financial year ending December 31st, 2025.
9. Voting on the updates in the policy for Board Members, Committees Members and Executive Management Remuneration and Compensation.
10. Voting on the election of the members of the Board of Directors from among the candidates for the next session, which starts from the date (11/05/2026G) and its duration is four years, as it ends on (10/05/2030G).
11. Voting on the addition of the article (15) of the Company's bylaws related to the Issuance and Offering of Debt Instruments.

The shareholder right in discussing the assembly agenda topics, asking questions, and exercising the voting right:

The shareholder has the right to discuss the topics on the agenda of the Assembly, ask questions, and the right to register attendance for the Assembly meeting ends at the time of the Assembly meeting. Also, the eligibility to vote on the items of the Assembly for those present ends when the counting committee finishes counting the votes. Shareholders can vote remotely on the agenda of the General Assembly through the (electronic voting) service by visiting the Tadawulaty website: www.tadawulaty.com.sa.

Details of the electronic voting on the Assembly's agenda:

All shareholders can vote remotely on the agenda of the Assembly through the service (electronic voting) by visiting the website of Tadawulaty: www.tadawulaty.com.sa .

Voting on the items of the meeting will start from 01:00 am on Wednesday 06/05/2026G corresponding 19/11/1447H to until the end of the time of the Extraordinary Ordinary General Assembly.

Method of Communication in Case of Any Enquiries:

For inquiries, please contact the Investors relations department via telephone on +966 11 510 2000 ext. 181 or via email of the Investor relations Department at: Invest@saudi-re.com .

تقرير لجنة المراجعة إلى الجمعية العامة 2025

The 2025 Audit Committee Report to the General Assembly for the Financial Year 2025

Saudi Reinsurance Company – Saudi Re
الشركة السعودية لإعادة التأمين - إعادة

Northern Ring Branch Rd 4130
Al Wadi - Riyadh 13313 - 6684
Kingdom of Saudi Arabia
P.O. Box: 300259
CR: 7001556021
Regulated by Insurance Authority
License TMN/17/20087
Paid Up Capital: SR 1,699 Billion
Telephone: +966 11 510 2000

[http:// www.saudi-re.com](http://www.saudi-re.com)

الطريق الدائري الشمالي الفرعي -
الوادي 4130 الرياض 6684 - 13313
المملكة العربية السعودية
ص.ب: 300259
سجل تجاري: 7001556021
تحت إشراف هيئة التأمين
ترخيص رقم ت م ن / 17 / 20087
رأس المال المدفوع: 1,698 مليون ريال هاتف
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رأي اللجنة في مدى كفاية وفاعلية نظم الرقابة الداخلية والمالية وإدارة المخاطر

Saudi Reinsurance Company – Saudi Re
الشركة السعودية لإعادة التأمين - إعادة

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+966 11 510 2000 :

First, Introduction.

The Audit Committee is responsible for monitoring integrity of reports, financial statements and internal control systems, and to ensure compliance with Laws regulations in respect of Capital Market Authority and Insurance Authority and other relevant regulations and instructions.

The committee's opinion in respect of the internal audit work is based on the assessment of the internal control systems and its discussion on periodic audit reports during its meetings with the Executive Management and the Audit Department.

The Committee prepared this report to present the role of the Committee and the most important activities it carried out during the year 2025.

Second: The Committee's activities and significant achievements during the year 2025

In compliance with the "Corporate Governance" regulations and the approved "Audit Committee Charter", the committee held Nine meetings in 2025 and carried out the following activities:

1. Reviewing and discussing the annual financial statements with the external auditor and Finance department and submitting a recommendation thereon to the Board of Directors
2. Discussing the quarterly financial statements with the external auditor and Finance department and submitting a recommendation thereon to the Board of Directors.
3. Reviewing and discussing the observations of the supervisory authorities regarding any observations, and following up to ensure observations are closed.
4. Discussing the Insurance Authority observations during the inspection visits to the company's and reviewing the corrective plans submitted by the company's management.

أولاً: مقدمة

تختص لجنة المراجعة بمراقبة أعمال الشركة والتحقق من سلامة ونزاهة التقارير والقوائم المالية وأنظمة الرقابة الداخلية فيها كما هو وارد في لائحة عمل لجنة المراجعة المعتمدة من الجمعية العامة للشركة ، وذلك طبقاً لما نص عليه نظام الشركات والأنظمة ذات العلاقة الصادرة عن هيئة السوق المالية وهيئة التأمين واللوائح والتعليمات الأخرى ذات العلاقة.

وقد استند رأي اللجنة بخصوص نتائج أعمال المراجعة الداخلية المبنية على تقييمها لأنظمة الرقابة الداخلية ومناقشتها لتقارير المراجعة الدورية خلال اجتماعاتها مع منسوبي الإدارة التنفيذية وإدارة المراجعة.

وأعدت اللجنة هذا التقرير لعرض دور اللجنة وأهم ما قامت به من أنشطة وأعمال خلال عام 2025

ثانياً: أنشطة اللجنة وأبرز أعمالها خلال العام 2025:

التزاماً بلائحة عمل اللجنة المعتمدة ولائحة "حوكمة الشركات"، عقدت اللجنة تسعة اجتماعات خلال العام 2025 ، حيث شملت أعمالها الأنشطة التالية:

1. مراجعة ومناقشة القوائم المالية السنوية مع المراجع الخارجي والإدارة المالية ورفع التوصية بشأنها لمجلس الإدارة.
2. مناقشة القوائم المالية الربعية مع المراجع الخارجي والإدارة المالية ورفع التوصية بشأنها لمجلس الإدارة.
3. مراجعة ومناقشة ملاحظات الجهات الرقابية والإشرافية بخصوص أي ملاحظات ودراسة أسبابها ومتابعة معالجتها وفق جدول زمني محدد.
4. مناقشة ملاحظات هيئة التأمين خلال الزيارات التفتيشية لإدارات الشركة ومراجعة الخطط التصحيحية المقدمة من إدارة الشركة.

- | | |
|--|---|
| <p>5. Assessing the efficiency and objectivity of the work carried out by the External Auditors and the Internal Audit and Compliance Departments.</p> | <p>5. تقييم مدى كفاءة وموضوعية الأعمال التي يقوم بها مراجعي الحسابات الخارجيين وإدارتي المراجعة الداخلية والالتزام.</p> |
| <p>6. Recommend to the Board of Directors the appointment and reappointment of the External Auditors.</p> | <p>6. التوصية لمجلس الإدارة بتعيين مراجعي الحسابات الخارجيين وإعادة تعيينهم.</p> |
| <p>7. Following up on the activities of Compliance department and ensuring that company is compliant with Insurance Authority, CMA and other laws & regulations.</p> | <p>7. متابعة أنشطة إدارة الإلتزام وضمان الإلتزام الشركة لتعليمات وأنظمة هيئة التأمين وهيئة السوق المالية والقوانين واللوائح الأخرى.</p> |
| <p>8. Discussing the Actuary Reports and making recommendation thereon for the Board.</p> | <p>8. مناقشة التقارير الاكتوارية ورفع التوصيات بشأنها للمجلس.</p> |

Third: The Committee's opinion on the adequacy and effectiveness of the internal and financial control systems and risk management systems:

The committee carried out its responsibilities and reached reasonable assurance about the effectiveness and efficiency of the internal and financial control systems and existence of a risk management system, the committee did not find material observations on the internal control system that affect the integrity and fairness of the financial statements issued by the company.

Accordingly, the committee considers that the company's internal and financial control systems and risk management systems, is effective and that it has no reason to believe that the internal and financial control systems and risk management systems, has not been properly developed and applied.

ثالثاً: رأي اللجنة في مدى كفاية وفاعلية نظم الرقابة الداخلية والمالية وإدارة المخاطر:

قامت اللجنة بمسؤولياتها وتوصلت إلى تأكيد معقول بشأن فاعلية وكفاءة نظم الرقابة الداخلية والمالية ووجود نظام إدارة المخاطر. كما لم يتبين للجنة وجود ملاحظات جوهرية على نظم الرقابة الداخلية والمالية وإدارة المخاطر بما يؤثر على سلامة وعدالة القوائم المالية الصادرة من الشركة.

وبناءً على ما سبق، ترى اللجنة أن نظم الرقابة الداخلية والمالية وإدارة المخاطر في الشركة فعال وأنه لا يوجد لديها ما يجعلها تعتقد بأن نظم الرقابة الداخلية والمالية وإدارة المخاطر لم يتم تطويرها وتطبيقها بالشكل الصحيح.

رئيس لجنة المراجعة
Chairman of Audit Committee
عبدالله الفراج
Abdullah Al-Farraj

General Assembly Meeting Agenda:

Item One
Review and discuss the Directors' Report of the fiscal year ending on December 31st, 2025.
Click Here

Item Two

Voting on the auditors' report of the fiscal year ending on December 31st, 2025.

Deloitte

Deloitte and Touche & Co.
Chartered Accountants
(Professional Simplified Joint Stock Company)
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BDO

الدكتور محمد العمري وشركاه
Dr. Mohamed Al-Amri & Co.

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

To the Shareholders of
Saudi Reinsurance Company
(A Saudi Joint Stock Company)
Riyadh, Kingdom of Saudi Arabia

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Saudi Reinsurance Company** (the "Company"), which comprise the statement of financial position as at 31 December 2025, and the statement of income, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2025, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") that are endorsed in the Kingdom of Saudi Arabia, and other standards and pronouncements that are issued by the Saudi Organization for Chartered and Professional Accountants ("SOCPA").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs") as endorsed in the Kingdom of Saudi Arabia. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) as endorsed in the Kingdom of Saudi Arabia ("the Code"), as applicable to audits of financial statements of public interest entities, and we have fulfilled our other ethical responsibilities in accordance with the requirements of the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF SAUDI REINSURANCE COMPANY (CONTINUED)

Key audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of Reinsurance contract liabilities and Reinsurance contract assets</p> <p>Reinsurance contract liabilities and reinsurance contract assets are carried in the statement of financial position at 2,190 million and 120 million respectively.</p> <p>The Company measures reinsurance contracts issued using the general measurement model (GMM) as the total of the fulfillment cash flows, which comprise estimates of the present value of the future cash flows ("PVFCFs"), with a risk adjustment for non-financial risk; and the contractual service margin ("CSM").</p> <p>The PVFCFs and the CSM amounted to 1,266 million and 750 million respectively at the reporting date.</p> <p>The determination of the PVFCFs and the CSM involves actuarial models. Its accuracy is dependent on the input data being correct and requires management to apply significant judgements, make significant estimates, for example loss ratios, claims development factors and discount rates etc. and use actuarial models. The risk of error arises as a result of the inappropriate choice of actuarial methodologies, techniques and assumptions. Management used an external actuary to assist them in the aforementioned determination.</p> <p>We considered the valuation of the PVFCFs and the CSM as a key audit matter due to the following:</p> <ul style="list-style-type: none"> significant judgments applied and estimates made by management; the quantitative significance of the amounts to the financial statements; and the level of audit effort required. <p>Refer to notes 3 and 4 for material accounting policy and significant accounting estimates and judgments adopted by the Company and note 7 for the details of reinsurance contract liabilities and reinsurance contract assets.</p>	<p>Our audit procedures included, inter alia, the following:</p> <ul style="list-style-type: none"> Obtained an understanding of the process adopted by management to determine the PVFCFs and the CSM and identified the key controls in this process; Assessed the abovementioned key controls to determine if they were appropriately designed and tested these controls to determine if they were operating effectively throughout the year; Tested the data used in the process of valuation of the PVFCFs and the CSM, on a sample basis, by agreeing amounts to supporting documentation; Tested samples of claims outstanding as at the year-end by comparing the amount of the claim to appropriate documentation, such as reports from loss adjusters, confirmations obtained from lawyers and reinsurance contracts; and Evaluated the objectivity, skills, qualifications and competence of the independent external actuary and read the terms of the actuary's engagement with the Company to determine if the scope of his work was sufficient for audit purposes. <p>In addition, with the assistance of our internal actuarial specialists, we:</p> <ul style="list-style-type: none"> Reviewed the report issued by the external actuary; Evaluated the methodology applied to determine the PVFCFs and CSM; Recalculated the CSM recognised for services provided for a sample of groups of contracts; Assessed the appropriateness of key actuarial assumptions by independent recalculation of ultimate premiums and ultimate claims; Reperformed the calculation of the present value of future cash flows on a sample basis and assessed the reasonableness of management's estimates; and We assessed the disclosures relating to this matter in the financial statements against the requirements of IFRSs.

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF SAUDI REINSURANCE COMPANY (CONTINUED)

Other Matter

The financial statements of the Company for the year ended 31 December 2024 were jointly audited by another joint auditor who expressed an unmodified opinion on those statements on 20 March 2025, (corresponding to 20 Ramadan 1446H).

Other Information

Other information consists of the information included in the Company's 2025 annual report, other than the financial statements and our auditors' report thereon. The Board of Directors and management is responsible for the other information in the annual report. The annual report is expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above, when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs that are endorsed in the Kingdom of Saudi Arabia and other standards and pronouncements issued by SOCPA, the applicable requirements of the Regulations for Companies and Company's By-laws, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, i.e. the Board of Directors, are responsible for overseeing the Company's financial reporting process.

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF SAUDI REINSURANCE COMPANY (CONTINUED)

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs that are endorsed in the Kingdom of Saudi Arabia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs that are endorsed in the Kingdom of Saudi Arabia, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosure are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Deloitte.

BDO الدكتور محمد العمري وشركاه
Dr. Mohamed Al-Amri & Co.

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF SAUDI REINSURANCE COMPANY (CONTINUED)

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because of the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Deloitte and Touche & Co.
Chartered Accountants
P.O. Box 213
Riyadh 11411
Kingdom of Saudi Arabia

Dr. Mohamed Al-Amri & Co.

P.O. Box 8736
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Kingdom of Saudi Arabia


Waleed Bin Moh'd Sobahi
Certified Public Accountant
License No. 378





Gihad Al-Amri
Certified Public Accountant
License No. 362

15 Ramadan, 1447H
04 March, 2026



Item Three

Review and discuss the annual financial statements of the fiscal year ending on December 31st, 2025.

[Click Here](#)

Item Four

Voting to absolve the members of the Board of Directors for the fiscal year ending on December 31st, 2025.

Item Five

Voting on the appointment of the Company's auditors from among the candidates based on the recommendation of the Audit Committee, in order to examine, review and audit the financial statements for the second, third quarters and annual of the fiscal year of 2026 and the first quarter of year 2027, and determine their fees.

توصية لجنة المراجعة على إختيار مراجعي حسابات للشركة وذلك لفحص ومراجعة وتدقيق القوائم المالية للربع الثاني والثالث والقوائم السنوية للعام المالي 2026 والربع الأول من عام 2027م وتحديد أتعابهم.

Audit Committee Recommendation on the selection of the company's External Auditor to Examine, Review and Audit the Financial Statements for the Second, Third, and Annual of the 2026 Fiscal year and the First quarter of 2027, and determine their fees.

Audit Committee Members

Mr. Abdullah Al-Farraj – Chairman
Mr. Tariq Zaino – Member
Mr. Yanal Soudi – Member
Mrs. Kubra Radhi – Member

أعضاء لجنة المراجعة:

السيد/ عبدالله الفراج - رئيس اللجنة
السيد / طارق زينو - عضو
السيد / ينال سعودي - عضو
السيدة / كبرى رضي - عضو

Audit Committee Secretary

Mr. Abdulrahman Al-Bedaiwi

سكرتير لجنة المراجعة

السيد / عبدالرحمن البديوي

Audit Committee resolved as follows:

Audit Committee selected Deloitte and Touche & Co. and BDO Dr. Mohamed Al-Amri & Co, Certified Public Accountants as Saudi Re Joint External Auditors to Examine, Review and Audit the Financial Statements for the Second, Third, and Annual of the 2026 Fiscal year and the First quarter of 2027 and recommended the same to the Board of Directors for their recommendation to General Assembly for approval.

قررت لجنة المراجعة التالي:
إختارت لجنة المراجعة شركة ديلويت اند توش والدكتور محمد العمري وشركاه محاسبين قانونيون - بي دي أو كمراجعي حسابات مشتركين للشركة السعودية لإعادة التأمين "إعادة" لفحص القوائم المالية للربع الثاني والثالث والقوائم السنوية للعام المالي 2026 م والربع الأول من عام 2027 م، والتوصية بذلك لمجلس الإدارة لتوصيتهم إلى الجمعية العامة للموافقة عليها.

Reasons for selection are as follows:-

- 1) The External Auditors staff experience
- 2) External Auditors independence
- 3) Insurance and Reinsurance Industry experience
- 4) Experience in IFRS 17 Standards

أسباب الاختيار هي كالتالي:

- 1) خبرات موظفي مراجعي الحسابات.
- 2) إستقلالية المدققين الخارجيين.
- 3) خبرة سابقة في صناعة التأمين وإعادة التأمين.
- 4) الخبرة في المعيار الدولي للتقرير المالي (IFRS -17)

External Audit	Deloitte	BDO Dr. Mohamed Al-Amri & Co
Total Amount (SAR)	2,090,000	940,000
Gross Total Amount (SAR)	3,030,000	

المراجع الخارجي	ديلويت اند توش	الدكتور محمد العمري بي دي أو
مجموع المبلغ (ريال)	2,090,000	940,000
إجمالي المبلغ (ريال)	3,030,000	

I certify that the above decision was taken during Audit Committee meeting held on 23-February-2026

أقر أن القرار المذكور أعلاه تم اتخاذه خلال الاجتماع المنعقد يوم الثلاثاء بتاريخ 23 فبراير 2026.

Abdullah Al-Farraj
Chairman of Audit Committee
Date : 23/02/2026

عبدالله الفراج
رئيس لجنة المراجعة
التاريخ : 2026/02/23

Saudi Reinsurance Company – Saudi Re
الشركة السعودية لإعادة التأمين - إعادة

Item Six

Voting on the business and contracts concluded between the Company and SAB Invest, in which the member of the Board of Directors, Mr. Abdulaziz Al-Bassam, has an indirect interest, due to his membership in the Board of Directors of SAB Invest, which is an investment advisory contract without preferential conditions, noting that the value of the contract is estimated at SAR 793,473.55.

Date : 12/04/2026

Declaration of Related Party Transactions

To: The General Assembly of the Saudi Reinsurance Co
Reference is made to the requirements of paragraph (1) , Article (71) of the Companies Law , that requires the board of director to disclose any direct or indirect interest in the related contracts and work engaged with the company.
The board of director would like to inform you of the following:

Board Member	Counterpart	Nature of Transaction	Amount SAR
Abdulatif Al-Fozan	Alpha Capital	Management fees for the Murabaha fund	385,785.20
Abdulaziz Al-Bassam	SAB Invest	Advisory fees	793,473.55

I would like also to report that the Board of Directors has taken all the necessary regulatory measures and made sure that no preference is given to the company and parties mentioned above.

These transactions were made in accordance with the policies and procedures adopted by the company.

The company's auditor has been appointed to submit their report on this case as per the statutory requirements in accordance with the standards approved by the Saudi Organization for Certified Public Accountants.

The Board proposes to this esteemed Assembly to approve these contracts and permit for coming year.

Abdulatif Al-Fozan
Chairman of The Board




Saudi Reinsurance Company – Saudi Re
الشركة السعودية لإعادة التأمين - إعادة

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سجل تجاري: 7001556021
تحت إشراف هيئة التأمين
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**Limited assurance report on the declaration of related party transactions
for the year ended 31 December 2025 approved by the Chairman of the
Board of Directors of the Company (the “Report”)**

**To The Shareholders
Saudi Reinsurance Company (a Saudi Joint Stock Company)
Riyadh, Saudi Arabia**

Introduction

We have been engaged with Saudi Reinsurance Company (a Saudi Joint Stock Company) (the “Company”) to carry out a limited assurance procedures in respect of the accompanying declaration of related party transactions for the year ended 31 December 2025 relating to the Company approved by the Chairman of the Board of Directors of the Company in accordance with the applicable criteria below to comply with the requirements of Article 71 of the Regulations for Companies (the “Declaration”).

Subject matter of the Report

The subject matter of this report is the Declaration prepared by the management of the Company and approved by the Chairman of the Board of Directors in accordance with the requirements of the provisions of Article 71 of the Regulation for Companies issued by Ministry of Commerce.

The applicable criteria

The criteria applicable to the subject matter of the report are as follows:

- The requirements of provisions of Article 71 of the Regulation 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.

Responsibility of the Company’s management

The Company’s management is responsible for preparing the Declaration in accordance with the applicable criteria mentioned in the previous paragraph “The applicable criteria”. The Company’s management is also responsible for preparing and presenting the information included in the Declaration and responsible for the application of internal control systems that it deems necessary to determine and present the data included in the Declaration in accordance with applicable criteria and management is responsible for preparation and presentation of the information mentioned in the Declaration in accordance with the applicable criteria and that are free from any material misstatements, whether due to fraud or error, while keeping the supporting documents, records and accounting books for these transactions.

Limited assurance report on the declaration of related party transactions for the year ended 31 December 2025 approved by the Chairman of the Board of Directors of the Company (the "Report") (continued)

Professional Ethics and Quality Management

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

Our firm applies International Standard on Quality Management (ISQM) 1, Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements, 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.

Specific purpose and restriction of use

We performed our engagement in accordance with International Standard on Assurance Engagements (3000) "Assurance engagements other than reviews or examinations of historical financial information" issued by the International Standards Board for Auditing and Assurance and the instructions set forth in the requirements of provisions of Article 71 of the Regulation for Companies issued by the Ministry of Commerce.

This report, including our conclusion, has been prepared solely upon the request of the management of the Company, to assist the Company and its Chairman of 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 Company.

Summary of procedures performed

Our procedures included the following:

- Discussed with the management regarding the process of, directly or indirectly, acquiring business and contracts with the Company by any member of the Board of Directors;
- Obtained the accompanying Declaration stamped for identification purposes which includes a list of all transactions and contracts concluded with the Company by members of the Company's Board of Directors, directly or indirectly, for the year ended 31 December 2025; and
- Reviewed the consistency of transactions included in the Declaration with the Company's underlying accounting records for the financial year ended 31 December 2025.

We also perform such other procedures as we considered necessary in the circumstances.

The procedures performed in the limited assurance engagement differ in nature and timing from the reasonable assurance engagement and are lower in scope and thus the level of assurance that is achieved in the limited assurance engagement is much less than the assurance that would have been reached if a reasonable assurance engagement had been performed.

Limited assurance report on the declaration of related party transactions for the year ended 31 December 2025 approved by the Chairman of the Board of Directors of the Company (the "Report") (continued)

Our Responsibility

Our responsibility is to provide 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 Engagement (3000) "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 Company has not complied, in all material aspects, with the applicable requirements of Article 71 of the Regulation for Companies issued by the Ministry of Commerce in the preparation of the Declaration for the year ended 31 December 2025.

The nature, timing and extent of the procedures selected depend on our professional judgment, including the assessment of risks such as failure of systems and controls, whether due to fraud or error. In making these risk assessments, we considered internal controls relevant to the Company's compliance with the requirements of Article 71 of the Regulation for Companies in the preparation of the Declaration. Our procedures included examining, on 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 Regulation for Companies.

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

Limited assurance conclusion

Based on the limited assurance procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Declaration of related party transactions for the year ended 31 December 2025 dated 12 April 2026 has not been prepared in all material respects, in accordance with the Applicable Criteria.

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.

Limited assurance report on the declaration of related party transactions for the year ended 31 December 2025 approved by the Chairman of the Board of Directors of the Company (the "Report") (continued)

Inherent limitations (continued)

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 31 December 2025, 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.

Other matters

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

We stamped the attached Declaration from Chairman of Board of Directors for identification purposes only.

For Dr. Mohamed Al-Amri & Co.



Gihad Al-Amri
Certified Public Accountant
Registration No. 362

Riyadh on: 12 April 2026(G)
Corresponding to: 24 Shawwal 1447(H)

Item Seven

Voting on the business and contracts concluded between the Company and Alpha Capital, in which the Chairman of the Board of Directors, Mr. Abdullatif Al-Fozan, has an indirect interest, due to his membership in the Board of Directors of Alfa Capital, which is an investment agreement in the Alpha Murabaha Fund, without preferential conditions, noting that the Murabaha Fund management fees are estimated at SAR 385,785.20.

Date : 12/04/2026

Declaration of Related Party Transactions

To: The General Assembly of the Saudi Reinsurance Co
Reference is made to the requirements of paragraph (1) , Article (71) of the Companies Law , that requires the board of director to disclose any direct or indirect interest in the related contracts and work engaged with the company.
The board of director would like to inform you of the following:

Board Member	Counterpart	Nature of Transaction	Amount SAR
Abdulatif Al-Fozan	Alpha Capital	Management fees for the Murabaha fund	385,785.20
Abdulaziz Al-Bassam	SAB Invest	Advisory fees	793,473.55

I would like also to report that the Board of Directors has taken all the necessary regulatory measures and made sure that no preference is given to the company and parties mentioned above.

These transactions were made in accordance with the policies and procedures adopted by the company.

The company's auditor has been appointed to submit their report on this case as per the statutory requirements in accordance with the standards approved by the Saudi Organization for Certified Public Accountants.

The Board proposes to this esteemed Assembly to approve these contracts and permit for coming year.

Abdulatif Al-Fozan
Chairman of The Board



Saudi Reinsurance Company – Saudi Re
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- Reviewed the consistency of transactions included in the Declaration with the Company's underlying accounting records for the financial year ended 31 December 2025.

We also perform such other procedures as we considered necessary in the circumstances.

The procedures performed in the limited assurance engagement differ in nature and timing from the reasonable assurance engagement and are lower in scope and thus the level of assurance that is achieved in the limited assurance engagement is much less than the assurance that would have been reached if a reasonable assurance engagement had been performed.

Limited assurance report on the declaration of related party transactions for the year ended 31 December 2025 approved by the Chairman of the Board of Directors of the Company (the "Report") (continued)

Our Responsibility

Our responsibility is to provide 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 Engagement (3000) "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 Company has not complied, in all material aspects, with the applicable requirements of Article 71 of the Regulation for Companies issued by the Ministry of Commerce in the preparation of the Declaration for the year ended 31 December 2025.

The nature, timing and extent of the procedures selected depend on our professional judgment, including the assessment of risks such as failure of systems and controls, whether due to fraud or error. In making these risk assessments, we considered internal controls relevant to the Company's compliance with the requirements of Article 71 of the Regulation for Companies in the preparation of the Declaration. Our procedures included examining, on 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 Regulation for Companies.

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

Limited assurance conclusion

Based on the limited assurance procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Declaration of related party transactions for the year ended 31 December 2025 dated 12 April 2026 has not been prepared in all material respects, in accordance with the Applicable Criteria.

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.

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Limited assurance report on the declaration of related party transactions for the year ended 31 December 2025 approved by the Chairman of the Board of Directors of the Company (the "Report") (continued)

Inherent limitations (continued)

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 31 December 2025, 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.

Other matters

We have no responsibility to update this report for events and circumstances occurring after the date of this report.

We stamped the attached Declaration from Chairman of Board of Directors for identification purposes only.

For Dr. Mohamed Al-Amri & Co.



Gihad Al-Amri
Certified Public Accountant
Registration No. 362

Riyadh on: 12 April 2026(G)
Corresponding to: 24 Shawwal 1447(H)

Item Eight

Voting on disbursing an amount of 2,292,329 Saudi Riyals as a remuneration to the members of the Board of Directors for the financial year ending December 31st, 2025.

Item Nine

Voting on the updates in the policy for Board Members, Committees Members and Executive Management Remuneration and Compensation.

Saudi Reinsurance Company – Saudi Re
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سياسة مكافآت وتعويضات أعضاء مجلس الإدارة
وأعضاء اللجان التابعة للمجلس وكبار التنفيذيين
الشركة السعودية لإعادة التأمين (إعادة)

**Board Members, Committees Members and
Executive Management Remuneration and
Compensation Policy**

Saudi Reinsurance Company "Saudi Re"
May 2021

إعادة
Saudi Re 

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1. Preamble

1. تمهيد

The Corporate Governance Policy and best practices require Saudi Re to ensure that remunerations and compensations payable to members of the Board, the committees and the Executive Management are in line with the Articles of Association of the Company and regulatory rules and do not exceed the ceiling set by the regulatory rules.

تقتضي المبادئ الرئيسية للحوكمة أن تحرص الشركة السعودية لإعادة التأمين (إعادة) التعاونية على أن تتسق المكافآت والتعويضات المدفوعة لأعضاء مجلس الإدارة واللجان وكبار التنفيذيين مع النظام الأساسي للشركة والأعراف المحلية والأنظمة الرقابية، وأن لا تتجاوز هذه التعويضات السقف الذي حددته الضوابط الإشرافية.

The Companies Laws stated that the Articles of Association of a Company should set the mechanism in which remunerations are payable to Board members and allowed for such remuneration to be in the form of certain amount, attendance fee, and in-kind benefit or a percentage of the profits, or a combination of two or more such benefits.

ينص نظام الشركات على أنه يجب على الشركة أن تبين في نظامها الأساسي آلية دفع مكافأة أعضاء مجلس الإدارة، وأجاز ان تكون هذه المكافأة مبلغاً معيناً للعضو أو بدل حضور عن الجلسات أو مزايا عينية أو نسبة معينة من الأرباح، ومن أنه يجوز الجمع بين اثنتين أو أكثر من هذه المزايا.

This policy shall be in effect after approval by the General Assembly of the Company. It shall be reviewed periodically, if necessary, by the Nomination and Remuneration Committee so that the proposed amendments shall be presented to the Board of Directors for study to recommend amendments to the General Assembly for approval.

تكون هذه السياسة سارية بعد موافقة الجمعية العامة للشركة، كما يتم مراجعتها بصفة دورية - عند الحاجة - من قبل لجنة الترشيحات والمكافآت لتعرض التعديلات المقترحة على مجلس الإدارة للدراسة بحيث يوصي بدوره بالتعديلات للجمعية العامة لاعتمادها.

The amendments shall only be applicable after approval of the General Assembly, unless otherwise is included in the laws, regulations and instructions issued by the relevant authorities.

لا يسري التعديل إلا بعد موافقة الجمعية العامة، مالم تتضمن الأنظمة واللوائح والتعليمات الصادرة من الجهات ذات العلاقة غير ذلك.

2. General Framework of Remunerations and Compensations

As a general rule, the remunerations and compensations payable to Saudi Re's Board of directors, Non-Board Committee members and Executive Management will be in line with the directives of the regulatory authorities and governed in general by the Corporate Governance Rules issued by CMA/SAMA, Companies Laws and the Articles of Association and the Corporate Governance Policy of the Company.

This policy aims to:

1. Setting clear criteria and procedures that show the shareholders the conditions, standards and procedures followed in granting remunerations to the members of the Board of Directors, members of the committees and Executive Management of the company.
2. Attract, motivate, and retain outstanding individuals to ensure achieving the tasks assigned to them.

The following criteria are taken into consideration in the preparation of the Compensation and Remuneration Policy:

1. To be based on the recommendation of the Nominations and Remuneration Committee which shall not exceed what is customary or what have been set by the regulators.
2. The remuneration should be fair and commensurate with the specialties of Board Directors, Committees' members and Executive Management, and the duties and responsibilities assigned to them.
3. To be in line with the company's strategy and objectives.
4. The remunerations should be commensurate with the company's business and the skills required to manage them, taking into account the sector in which the company operates and its size.
5. Provide remunerations with the aim of encouraging the Board members and Executive Management to achieve the success of the Company and its long-term development.
6. Determine remuneration based on job level, duties and responsibilities, educational qualifications, practical experience, skills and level of performance.
7. Be consistent with the magnitude, nature and level of risks faced by the Company.

2. الإطار العام لسياسة التعويضات والمكافآت

بشكل عام تُحدد التعويضات والمكافآت المدفوعة لأعضاء مجلس إدارة الشركة و أعضاء اللجان من خارج المجلس وكبار التنفيذيين وفق الأطر التي حددتها التعليمات الصادرة عن الجهات الإشرافية، ويحكمها بشكل عام لائحة حوكمة الشركات الصادرة عن هيئة السوق المالية والبنك المركزي السعودي، ونظام الشركات والنظام الأساسي للشركة ووثيقة حوكمة الشركة.

تهدف هذه السياسة إلى:

1. وضع معايير وإجراءات واضحة تبين لمساهمي الشركة الشروط والمعايير والإجراءات المتبعة عند منح المكافآت لأعضاء مجلس الإدارة، أعضاء اللجان وكبار التنفيذيين بالشركة.
2. جذب الأفراد المتميزين وتحفيزهم والحفاظ عليهم لضمان تحقيق المهام المراد إكمالها إليهم.

كما يؤخذ بالاعتبار عند إعداد سياسة التعويضات والمكافآت المعايير التالية:

1. أن تكون مبنية على توصية لجنة الترشيحات والمكافآت بما لا يتجاوز ما هو متعارف عليه أو ما نصت عليه الجهات الإشرافية.
2. أن تكون المكافآت عادلة ومتناسبة مع اختصاصات أعضاء مجلس الإدارة و اللجان و كبار التنفيذيين، والأعمال والمسؤوليات المسندة إليهم.
3. انسجامها مع استراتيجية الشركة وأهدافها.
4. أن تكون المكافآت متناسبة مع نشاط الشركة والمهارة اللازمة لإدارتها، مع الأخذ بالاعتبار القطاع الذي تعمل فيه الشركة وحجمها.
5. أن تقدّم المكافآت بغرض حث أعضاء مجلس الإدارة وكبار التنفيذيين على إنجاز الشركة وتنميتها على المدى الطويل.
6. يكون تحديد المكافآت بناءً على مستوى الوظيفة، والمهام والمسؤوليات المنوطة بشاغلها، والمؤهلات العلمية، والخبرات العملية، والمهارات، ومستوى الأداء.

8. Take into consideration the practices of other companies in respect of the determination of remunerations, and avoid the disadvantages of such comparisons in leading to unjustifiable increases in remunerations and compensations.
 9. The remunerations are reasonably sufficient to attract, maintain and motivate talented professionals.
 10. Remuneration shall be determined in coordination with the Nominations and Remuneration Committee for the new appointments.
 11. If it is found that the remuneration has been determined on the basis of inaccurate information provided by a member of the Board of Directors or Committees or Executive Management, it will be suspended and necessary actions will be taken to recover in the case if it was disbursed.
 12. Regulating the granting of Company's shares to the Board members and the Executive Management, whether newly issued or purchased by the Company.
7. انسجامها مع حجم وطبيعة ودرجة المخاطر لدى الشركة.
 8. الأخذ في الاعتبار ممارسات الشركات الأخرى في تحديد المكافآت، مع تفادي ما قد ينشأ عن ذلك من ارتفاع غير مبرر للمكافآت والتعويضات.
 9. أن تكون المكافآت كافية بشكل معقول لاستقطاب الكفاءات المهنية والمحافظة عليها وتحفيزها.
 10. يتم تحديد المكافآت بالتنسيق مع لجنة الترشيحات والمكافآت عند التعيينات الجديدة.
 11. إذا تبين أن المكافآت قد تقرر بناءً على معلومات غير دقيقة قدمها عضو مجلس الإدارة أو اللجان أو كبار التنفيذيين فإنه يتم إيقاف صرفها واتخاذ الإجراءات النظامية لاستردادها في حال تم صرفها.
 12. تنظيم منح أسهم في الشركة لأعضاء مجلس الإدارة وكبار التنفيذيين سواء أكانت إصداراً جديداً أم أسهماً اشترتها الشركة.

2.1 Remunerations and Compensations of Board Directors

1. The remuneration of the members of the Board of Directors will be a specific amount or attendance allowance for participating in meetings or benefits and specific percentage from net profit and shall be combinations or more of benefits.
2. The Chairman of the Board will be paid a minimum lump-sum amount of SAR 300,000 per year, and Board members will be paid a minimum lump-sum amount of SAR 200,000 as an annual remuneration against Board directorship and contribution to Board business.

If the remuneration is a percentage of the Company's profits, it shall not exceed 10% of the net profit of the net profit may be distributed after deducting provisions approved by the General Assembly in accordance with the Cooperative Insurance Companies Control Law Company Law and this Article of Association, and after distributing the profits on shareholders with less than 5%

2.1 مكافآت وتعويضات أعضاء مجلس إدارة الشركة

- 1- تكون مكافأة أعضاء مجلس الإدارة مبلغاً معيناً أو بدل حضور عن الجلسات أو مزايا عينية أو نسبة معينة من صافي الأرباح، ويجوز الجمع بين اثنتين أو أكثر من هذه المزايا.
- 2- يكون الحد الأدنى للمكافأة السنوية لرئيس مجلس الإدارة مبلغ 300,000 ريال وكذلك الحد الأدنى للمكافأة السنوية لكل عضو من أعضاء المجلس مبلغ 200,000 ريال نظير عضويتهم في مجلس الإدارة ومشاركتهم في أعماله.

إذا كانت المكافأة نسبة معينة من أرباح الشركة، فلا يجوز أن تزيد هذه النسبة على (10%) من صافي الأرباح، وذلك بعد خصم الاحتياطيات التي قررتها الجمعية العامة تطبيقاً لأحكام نظام مراقبة شركات التأمين التعاوني ونظام الشركات والنظام الأساسي للشركة وبعد توزيع ربح على المساهمين لا يقل عن (5%) من رأس مال الشركة

- of the Company's paid up capital, provided that such remuneration should commensurate with the meetings attended by the member, and any arrangement other than the above shall be null and void. In all cases, the total remuneration paid to the Board member shall not exceed SAR 500,000 annually, be it in kind or in cash except the Audit Committee members, pursuant to the controls set out by the Capital Market Authority
- المدفوع، على أن يكون استحقاق هذه المكافأة متناسباً مع عدد الجلسات التي يحضرها العضو، وكل تقدير يخالف ذلك يكون باطلاً.
- وفي جميع الأحوال، لا يتجاوز مجموع ما يحصل عليه عضو مجلس الإدارة من مكافآت ومزايا مالية أو عينية مبلغ 500,000 ريال سنوياً (ويستثنى من ذلك أعضاء لجنة المراجعة)، وذلك وفق الضوابط التي تضعها هيئة السوق المالية.
- 3- A Board member will be paid an amount of SAR 5,000 as an attendance fees per Board or committee meeting excluding travel and accommodation expenses.
- 3- يكون بدل حضور جلسات المجلس ولجانه 5,000 ريال عن كل جلسة، غير شاملة مصاريف السفر والإقامة.
4. The directors whom are representing the shareholders will be paid with the same benefits and compensation paid to other directors against Board directorship and contribution to Board business.
- 4- يتقاضى أعضاء مجلس إدارة الشركة الممثلين للشركاء الرئيسيين نفس المزايا نظير عضويتهم في مجلس إدارة الشركة ومشاركتهم في أعماله.
5. The company will refund the actual expenses incurred by a director for attending the Board meetings including travel and accommodation expenses.
- 5- تُدفع لكل عضو من أعضاء المجلس بما فيهم رئيس المجلس؛ قيمة النفقات الفعلية التي يتحملونها من أجل حضور اجتماعات المجلس أو اللجان المنبثقة من مجلس الإدارة بما في ذلك مصروفات السفر والإقامة والإعاشة.
6. The compensations and remunerations payable to an Executive director of the Board will be governed by the terms and conditions of the employment contract made with him.
- 6- تحكم الإشتراطات التي يتضمنها عقد العمل المبرم مع عضو مجلس الإدارة التنفيذي حدود المكافآت والتعويضات التي تمنح له.
7. Board Members may be awarded remunerations in the form of Company shares, after fulfilling all the related regulatory controls, in which the value of the shares will be calculated based on the market value at the due date.
- 7- يجوز منح مكافآت لأعضاء مجلس الإدارة على شكل أسهم، وذلك بعد استيفاء كافة الضوابط النظامية المقررة في هذا الشأن، حيث يتم احتساب قيمة الأسهم بناءً على القيمة السوقية في تاريخ الاستحقاق.

2.2 Compensation of Non-Board Committee Members

In line with the regulatory directives and the Charters of the respective Board committees, non-Board members will be appointed to contribute to the Board Committee functions.

Compensation payable to Non-Board Committee members will be subject to the following terms:

1. Each Non-Board Committee member will be paid a lump sum of SAR 100,000 per year as a compensation for contribution to the Committee functions.
2. Each Non-Board Committee Chairman will be paid a lump sum of SAR 120,000 per year as a compensation for contribution to the Committee functions.
3. A Non-Board member will be paid an amount of SAR 5,000 as an attendance fee per meeting per committee, whether such member is attending physically or through any remote channel.

2.3 Compensation of Secretaries of the Board & Committees

The persons appointed as the Secretary of the Board and Board Committees will be paid for each committee, an annual lump sum Secretarial Fees of SAR 10,000.

2.4 Remunerations and Compensation of Executive Management

1. The Board of Directors shall determine – as per the recommendations of the Nomination and Remuneration Committee - the remuneration types to be granted to the Company's Executive Management such as fixed or performance-based remunerations.

2.2 تعويضات أعضاء اللجان من خارج مجلس إدارة الشركة

وفق ما تنص عليه التعليمات الإشرافية وقواعد وأحكام عمل اللجان المنبثقة عن مجلس إدارة الشركة، ووفق ما تضمنته أفضل التطبيقات لقواعد تنظيم أعمال اللجان، فيتم تعيين أعضاء من خارج مجلس الإدارة للمشاركة في أعمال اللجان وفعاليتها.

وتحكم الإشتراطات التالية نطاق التعويضات الممنوحة لأعضاء هذه اللجان من خارج المجلس :

1. يتقاضى كل عضو من أعضاء اللجان المنبثقة عن مجلس إدارة الشركة من خارج المجلس على مبلغ مقطوع كتعويض وبدل لمشاركته في أعمال اللجان يبلغ 100,000 ريال سعودي سنوياً.
2. يتقاضى كل رئيس لجنة منبثقة عن مجلس إدارة الشركة من خارج المجلس على مبلغ مقطوع كتعويض وبدل لمشاركته في أعمال اللجان يبلغ 120,000 ريال سعودي سنوياً.
3. يحصل العضو من خارج مجلس الإدارة على مبلغ وقدره 5,000 ريال سعودي نظير حضور كل جلسة من جلسات لجان المجلس التي يكون عضواً فيها سواء كان حضوره بصفة مباشرة أو من خلال أي من وسائل التواصل عن بعد.

2.3 تعويضات أمناء سر المجلس واللجان التابعة له

يتم دفع رسوم سكرتارية سنوية بواقع 10,000 ريال سعودي للأشخاص المعيّنين كأمناء سر للمجلس و اللجان التابعة له .

2.4 مكافآت وتعويضات كبار التنفيذيين

1. يحدد مجلس الإدارة – بناءً على توصيات لجنة الترشيحات والمكافآت - أنواع المكافآت التي تمنح لكبار التنفيذيين في الشركة مثل المكافآت الثابتة أو المكافآت المرتبطة بالأداء.

2. Executive management shall be awarded annual remunerations based on performance appraisals, in addition to the fixed compensations and remunerations according to their employment contracts.
3. Executive management may be awarded remunerations in the form of Company shares, after fulfilling all the related regulatory controls, in which the value of the shares will be calculated based on the market value at the due date.
4. The performance appraisal of Executive Management is based mainly on their professional performance and their contribution to the Company's strategic objectives.

2. يتم منح كبار التنفيذيين مكافآت سنوية بناءً على تقييم الأداء، بالإضافة إلى التعويضات والمكافآت الثابتة حسب عقود العمل المبرمة معهم.
3. يجوز منح مكافآت لكبار التنفيذيين على شكل أسهم، وذلك بعد استيفاء كافة الضوابط النظامية المقررة في هذا الشأن، حيث يتم احتساب قيمة الأسهم بناءً على القيمة السوقية في تاريخ الاستحقاق.
4. يبنى تقييم أداء كبار التنفيذيين بشكل رئيسي على أدائهم المهني ومدى مساهمتهم في تحقيق أهداف الشركة الإستراتيجية.

3. Methods of Remuneration and Compensation Payment

3. آليات دفع المكافآت والتعويضات

Annual Remuneration and Sitting Fees payable to Board, Non-Board members & Secretaries against their participation in the Board and Committees meetings will accumulate yearly against such contributions. Annual remuneration to Board members will be paid upon the approval of the General Assembly.

يتم احتساب التعويضات والمكافآت المستحقة لأعضاء مجلس الإدارة والأعضاء من خارج المجلس وأمناء سر المجلس واللجان نظير مشاركتهم، والمصاريف التي تكبدوها للمشاركة في إجتماعات المجلس واللجان بصفة سنوية. يتم دفع التعويضات السنوية لأعضاء المجلس بعد موافقة الجمعية العامة.

All other incidental expenses incurred in attending the meetings, such as Travel & Accommodation will be paid/reimbursed on receipt of the invoice by the company.

يتم تعويض الأعضاء عن المصاريف العرضية الأخرى التي يتكبدونها للمشاركة في إجتماعات المجلس واللجان (كمصاريف السفر والإقامة) عند استلام الشركة للفواتير.

All compensations will accrue to the members and secretaries on a Calendar year basis (1st Jan to 31st Dec). In the cases where the membership was for less than 12 months in a financial year, the lump-sum payments specified above will accrue to the member on a pro-rata basis calculated using the joining/resigning date.

يكون استحقاق جميع التعويضات للأعضاء وأمناء السر على أساس السنة التقويمية (1 يناير إلى 31 ديسمبر)، وفي الحالات التي تقل فيها العضوية عن 12 شهراً من السنة المالية، فإنه يتم دفع المبلغ الإجمالي المحدد أعلاه للأعضاء على أساس تناسبي يتم حسابه باستخدام تاريخ الإنضمام أو الاستقالة.

All payments of financial consideration to Board & Non-Board Members and communication of such payment details will be made through the finance department of the company.

يتم دفع المقابل المالي وإبلاغ الأعضاء بتفاصيله من خلال الإدارة المالية بالشركة.

For Executive Management, their remuneration and compensation shall be paid in accordance with the Company's internal

regulations and as agreed in their employment contracts.

بالنسبة لكبار التنفيذيين، يتم دفع مكافآتهم وتعويضآتهم حسب أنظمة الشركة الداخلية وكما هو متفق عليه في عقود العمل المبرمة معهم.

4. Disclosure of Remuneration and Compensation Paid to the Board of Directors, Committees' members and Executive Management

4. الإفصاح عن حجم ومقدار المكافآت والتعويضات المدفوعة لأعضاء مجلس الإدارة وأعضاء اللجان وكبار التنفيذيين

In line with the rules issued by the Supervisory authorities, in particular the Corporate Governance Rules issued by CMA/SAMA, the Companies Act, and Saudi Re's Articles of Association and its Corporate Governance Policy, the company must submit a report to the General Assembly shall include comprehensive statement for everything given to the board of directors during the financial year including rewards, allowance, expenses and other benefits in their capacity as employees or administrators or what they received against technical, administrative or consultations. It also shall include a statement with the number of meetings attended by each member from the last date of the General Assembly.

وفق ما تقضي به اللوائح الصادرة عن الجهات الإشرافية وعلى الأخص لائحة حوكمة الشركات الصادرة عن هيئة السوق المالية والبنك المركزي السعودي، وإلى ما اشتمل عليه نظام الشركات وما تضمنه نظام الشركة الأساسي ووثيقة حوكمة الشركة، فإنه يجب على الشركة الإلتزام بالإفصاح في تقرير مجلس الإدارة السنوي المقدم للجمعية العامة على بيان شامل لكل ما حصل عليه أعضاء مجلس الإدارة واللجان وكبار التنفيذيين خلال السنة المالية من مكافآت وبدل مصروفات وغير ذلك من المزايا. وأن يشتمل كذلك على بيان ما قبضه أعضاء المجلس بوصفهم عاملين أو إداريين أو ما قبضوه نظير أعمال فنية أو إدارية أو استشارات. وأن يشتمل أيضاً على بيان بعدد جلسات المجلس وعدد الجلسات التي حضرها كل عضو من تاريخ آخر اجتماع للجمعية العامة.

5. General Assembly Approval of the Remuneration and Compensation paid to the Board of Directors

5. إعتقاد وإقرار الجمعية العامة للشركة للمكافآت والتعويضات المدفوعة لأعضاء مجلس الإدارة

The Company should include for the General Assembly approval, among the items on the agenda, the size of compensation and remuneration paid to the members of the Board of Directors for the financial year ended.

ينبغي للشركة أن تدرج ضمن بنود جدول أعمال الجمعية العامة حجم المكافآت والتعويضات المدفوعة لأعضاء مجلس الإدارة للسنة المالية المنتهية، بحيث يجري إقرارها من الجمعية العامة.

سياسة مكافآت وتعويضات أعضاء مجلس الإدارة
وأعضاء اللجان التابعة للمجلس وكبار التنفيذيين
الشركة السعودية لإعادة التأمين (إعادة)

**Board Members, Committees Members and
Executive Management Remuneration and
Compensation Policy**

Saudi Reinsurance Company "Saudi Re"

May 2026

إعادة
Saudi Re 

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1. Preamble

1. تمهيد

The Corporate Governance Policy and best practices require Saudi Re to ensure that remunerations and compensations payable to members of the Board, the committees and the Executive Management are in line with the Articles of Association of the Company and regulatory rules and do not exceed the ceiling set by the regulatory rules.

تقتضي المبادئ الرئيسية للحوكمة أن تحرص الشركة السعودية لإعادة التأمين (إعادة) على أن تتسق المكافآت والتعويضات المدفوعة لأعضاء مجلس الإدارة واللجان وكبار التنفيذيين مع النظام الأساسي للشركة والأعراف المحلية والأنظمة الرقابية، وأن لا تتجاوز هذه التعويضات السقف الذي حددته الضوابط الإشرافية.

The Companies Laws stated that the Articles of Association of a Company should set the mechanism in which remunerations are payable to Board members and allowed for such remuneration to be in the form of certain amount, attendance fee, and in-kind benefit or a percentage of the profits, or a combination of two or more such benefits.

ينص نظام الشركات على أنه يجب على الشركة أن تبين في نظامها الأساسي آلية دفع مكافأة أعضاء مجلس الإدارة، وأجاز ان تكون هذه المكافأة مبلغاً معيناً للعضو أو بدل حضور عن الجلسات أو مزايا عينية أو نسبة معينة من الأرباح، ومن أنه يجوز الجمع بين اثنتين أو أكثر من هذه المزايا.

This policy shall be in effect after approval by the General Assembly of the Company. It shall be reviewed periodically, if necessary, by the Nomination and Remuneration Committee so that the proposed amendments shall be presented to the Board of Directors for study to recommend amendments to the General Assembly for approval.

تكون هذه السياسة سارية بعد موافقة الجمعية العامة للشركة، كما يتم مراجعتها بصفة دورية - عند الحاجة - من قبل لجنة الترشيحات والمكافآت لتعرض التعديلات المقترحة على مجلس الإدارة للدراسة بحيث يوصي بدوره بالتعديلات للجمعية العامة لاعتمادها.

The amendments shall only be applicable after approval of the General Assembly, unless otherwise is included in the laws, regulations and instructions issued by the relevant authorities.

لا يسري التعديل إلا بعد موافقة الجمعية العامة، مالم تتضمن الأنظمة واللوائح والتعليمات الصادرة من الجهات ذات العلاقة غير ذلك.

2. General Framework of Remunerations and Compensations

As a general rule, the remunerations and compensations payable to Saudi Re's Board of directors, Non-Board Committee members and Executive Management will be in line with the directives of the regulatory authorities and governed in general by the Corporate Governance Rules issued by CMA/ Insurance Authority, Companies Laws and the Articles of Association and the Corporate Governance Policy of the Company.

This policy aims to:

1. Setting clear criteria and procedures that show the shareholders the conditions, standards and procedures followed in granting remunerations to the members of the Board of Directors, members of the committees and Executive Management of the company.
2. Attract, motivate, and retain outstanding individuals to ensure achieving the tasks assigned to them.

The following criteria are taken into consideration in the preparation of the Compensation and Remuneration Policy:

1. To be based on the recommendation of the Nominations and Remuneration Committee which shall not exceed what is customary or what have been set by the regulators.
2. The remuneration should be fair and commensurate with the specialties of Board Directors, Committees' members and Executive Management, and the duties and responsibilities assigned to them.
3. To be in line with the company's strategy and objectives.
4. The remunerations should be commensurate with the company's business and the skills required to manage them, taking into account the sector in which the company operates and its size.
5. Provide remunerations with the aim of encouraging the Board members and Executive Management to achieve the success of the Company and its long-term development.

2. الإطار العام لسياسة التعويضات والمكافآت

يشكل عام تُحدد التعويضات والمكافآت المدفوعة لأعضاء مجلس إدارة الشركة و أعضاء اللجان من خارج المجلس وكبار التنفيذيين وفق الأطر التي حددتها التعليمات الصادرة عن الجهات الإشرافية، ويحكمها بشكل عام لائحة حوكمة الشركات الصادرة عن هيئة السوق المالية و هيئة التأمين ، ونظام الشركات والنظام الأساسي للشركة ووثيقة حوكمة الشركة.

تهدف هذه السياسة إلى:

1. وضع معايير وإجراءات واضحة تبين لمساهمي الشركة الشروط والمعايير والإجراءات المتبعة عند منح المكافآت لأعضاء مجلس الإدارة، أعضاء اللجان وكبار التنفيذيين بالشركة.
2. جذب الأفراد المتميزين وتحفيزهم والحفاظ عليهم لضمان تحقيق المهام المراد إيكالها إليهم.

كما يؤخذ بالاعتبار عند إعداد سياسة التعويضات والمكافآت المعايير التالية:

1. أن تكون مبنية على توصية لجنة الترشيحات والمكافآت بما لا يتجاوز ما هو متعارف عليه أو ما نصت عليه الجهات الإشرافية.
2. أن تكون المكافآت عادلة و متناسبة مع اختصاصات أعضاء مجلس الإدارة و اللجان و كبار التنفيذيين، والأعمال والمسؤوليات المسندة إليهم.
3. انسجامها مع استراتيجية الشركة وأهدافها.
4. أن تكون المكافآت متناسبة مع نشاط الشركة والمهارة اللازمة لإدارتها، مع الأخذ بالاعتبار القطاع الذي تعمل فيه الشركة وحجمها.
5. أن تقدّم المكافآت بغرض حث أعضاء مجلس الإدارة وكبار التنفيذيين على إنجاز الشركة وتنميتها على المدى الطويل.

6. Determine remuneration based on job level, duties and responsibilities, educational qualifications, practical experience, skills and level of performance.
 7. Be consistent with the magnitude, nature and level of risks faced by the Company.
 8. Take into consideration the practices of other companies in respect of the determination of remunerations and avoid the disadvantages of such comparisons in leading to unjustifiable increases in remunerations & compensations.
 9. The remunerations are reasonably sufficient to attract, maintain and motivate talented professionals.
 10. Remuneration shall be determined in coordination with the Nominations and Remuneration Committee for the new appointments.
 11. If it is found that the remuneration has been determined on the basis of inaccurate information provided by a member of the Board of Directors or Committees or Executive Management, it will be suspended and necessary actions will be taken to recover in the case if it was disbursed.
 12. Regulating the granting of Company's shares to the Board members and the Executive Management, whether newly issued or purchased by the Company.
6. يكون تحديد المكافآت بناءً على مستوى الوظيفة، والمهام والمسؤوليات المنوطة بشاغلها، والمؤهلات العلمية، والخبرات العملية، والمهارات، ومستوى الأداء.
 7. انسجامها مع حجم وطبيعة ودرجة المخاطر لدى الشركة.
 8. الأخذ في الاعتبار ممارسات الشركات الأخرى في تحديد المكافآت، مع تفادي ما قد ينشأ عن ذلك من ارتفاع غير مبرر للمكافآت والتعويضات.
 9. أن تكون المكافآت كافية بشكل معقول لاستقطاب الكفاءات المهنية والمحافظة عليها وتحفيزها.
 10. يتم تحديد المكافآت بالتنسيق مع لجنة الترشيحات والمكافآت عند التعيينات الجديدة.
 11. إذا تبين أن المكافآت قد تقرر بناءً على معلومات غير دقيقة قدمها عضو مجلس الإدارة أو اللجان أو كبار التنفيذيين فإنه يتم إيقاف صرفها واتخاذ الإجراءات النظامية لاستردادها في حال تم صرفها.
 12. تنظيم منح أسهم في الشركة لأعضاء مجلس الإدارة وكبار التنفيذيين سواء أكانت إصداراً جديداً أم أسهماً اشترتها الشركة.

2.1 Remunerations and Compensations of Board Directors

1. The remuneration of the members of the Board of Directors will be a specific amount or attendance allowance for participating in meetings or benefits and specific percentage from net profit and shall be combinations or more of benefits. Compensation payable to members of the Board of Directors will be subject to the following terms:

1. The Chairman of the Board will be paid a lump sum of SAR 400,000 per year.
2. The Board Vice Chairman will be paid a lump sum of SAR 300,000 per year.

2.1 مكافآت وتعويضات أعضاء مجلس إدارة الشركة

- 1- تكون مكافأة أعضاء مجلس الإدارة مبلغاً معيناً أو بدل حضور عن الجلسات أو مزايا عينية أو نسبة معينة من صافي الأرباح، ويجوز الجمع بين اثنين أو أكثر من هذه المزايا. وتحكم الإشتراطات التالية نطاق التعويضات الممنوحة لأعضاء المجلس:

1. يتقاضى رئيس مجلس الإدارة مكافأة سنوية تبلغ 400,000 ريال سعودي.
2. يتقاضى نائب رئيس مجلس الإدارة مكافأة سنوية تبلغ 300,000 ريال سعودي.

3. The Board member will be paid a lump sum of SAR 200,000 per year. يتقاضى عضو مجلس الإدارة مكافأة سنوية تبلغ 200,000 ريال سعودي.
 4. The Board Committee Chairman will be paid a lump sum of SAR 150,000 per year. يتقاضى رئيس أية لجنة منبثقة عن المجلس مكافأة سنوية إضافية تبلغ 150,000 ريال سعودي.
 5. The Board Committee Member will be paid a lump sum of SAR 100,000 per year. يتقاضى كل عضو من أعضاء اللجان المنبثقة عن مجلس إدارة الشركة مكافأة سنوية إضافية تبلغ 100,000 ريال سعودي.
- 2- تمثل المكافآت المذكورة في الفقرة 1-2.1 الحد الأدنى ويجوز للمجلس التوصية للجمعية العمومية بزيادتها.
- If the remuneration is a percentage of the Company's profits, it shall not exceed 10% of the net profit of the net profit may be distributed after deducting provisions approved by the General Assembly in accordance with the Cooperative Insurance Companies Control Law Company Law and this Article of Association, and after distributing the profits on shareholders with less than 5% of the Company's paid up capital, provided that such remuneration should commensurate with the meetings attended by the member, and any arrangement other than the above shall be null and void.
- إذا كانت المكافأة نسبة معينة من أرباح الشركة، فلا يجوز أن تزيد هذه النسبة على (10%) من صافي الأرباح، وذلك بعد خصم الاحتياطيات التي قررتها الجمعية العامة تطبيقاً لأحكام نظام مراقبة شركات التأمين التعاوني ونظام الشركات والنظام الأساسي للشركة وبعد توزيع ربح على المساهمين لا يقل عن (5%) من رأس مال الشركة المدفوع، على أن يكون استحقاق هذه المكافأة متناسباً مع عدد الجلسات التي يحضرها العضو، وكل تقدير يخالف ذلك يكون باطلاً.
3. A Board member will be paid an amount of SAR 5,000 as an attendance fees per Board or committee meeting excluding travel and accommodation expenses. -3 يكون بدل حضور جلسات المجلس ولجانه 5,000 ريال عن كل جلسة، غير شاملة مصاريف السفر والإقامة.
 4. The directors who are representing the shareholders will be paid with the same benefits and compensation paid to other directors against Board directorship and contribution to Board business. -4 يتقاضى أعضاء مجلس إدارة الشركة الممثلين للشركاء الرئيسيين نفس المزايا نظير عضويتهم في مجلس إدارة الشركة ومشاركتهم في أعماله.
 5. The company will refund the actual expenses incurred by a director for attending the Board meetings including travel and accommodation expenses. -5 تُدفع لكل عضو من أعضاء المجلس بما فيهم رئيس المجلس؛ قيمة النفقات الفعلية التي يتحملونها من أجل حضور اجتماعات المجلس أو اللجان المنبثقة من مجلس الإدارة بما في ذلك مصروفات السفر والإقامة والإعاشة.

6. The compensations and remunerations payable to an Executive director of the Board will be governed by the terms and conditions of the employment contract made with him.
- 6- تحكم الإشتراطات التي يتضمنها عقد العمل المبرم مع عضو مجلس الإدارة التنفيذي حدود المكافآت والتعويضات التي تمنح له.
7. Board Members may be awarded remunerations in the form of Company shares, after fulfilling all the related regulatory controls, in which the value of the shares will be calculated based on the market value at the due date.
- 7- يجوز منح مكافآت لأعضاء مجلس الإدارة على شكل أسهم، وذلك بعد استيفاء كافة الضوابط النظامية المقررة في هذا الشأن، حيث يتم احتساب قيمة الأسهم بناءً على القيمة السوقية في تاريخ الاستحقاق.

2.2 Compensation of Non-Board Committee Members

2.2 تعويضات أعضاء اللجان من خارج مجلس إدارة الشركة

In line with the regulatory directives and the Charters of the respective Board committees, non-Board members will be appointed to contribute to the Board Committee functions.

وفق ما تنص عليه التعليمات الإشرافية وقواعد وأحكام عمل اللجان المنبثقة عن مجلس إدارة الشركة، ووفق ما تضمنته أفضل التطبيقات لقواعد تنظيم أعمال اللجان، فيتم تعيين أعضاء من خارج مجلس الإدارة للمشاركة في أعمال اللجان وفعاليتها.

Compensation payable to Non-Board Committee members will be subject to the following terms:

وتحكم الإشتراطات التالية نطاق التعويضات الممنوحة لأعضاء هذه اللجان من خارج المجلس :

1. Each Non-Board Committee member will be paid a lump sum of SAR 100,000 per year as a compensation for contribution to the Committee functions.
1. يتقاضى كل عضو من أعضاء اللجان المنبثقة عن مجلس إدارة الشركة من خارج المجلس على مبلغ مقطوع كتعويض وبدل لمشاركته في أعمال اللجان يبلغ 100,000 ريال سعودي سنوياً.
2. Each Non-Board Committee Chairman will be paid a lump sum of SAR 150,000 per year as a compensation for contribution to the Committee functions.
2. يتقاضى كل رئيس لجنة منبثقة عن مجلس إدارة الشركة من خارج المجلس على مبلغ مقطوع كتعويض وبدل لمشاركته في أعمال اللجان يبلغ 150,000 ريال سعودي سنوياً.
3. A Non-Board member will be paid an amount of SAR 5,000 as an attendance fee per meeting per committee, whether such member is attending physically or through any remote channel.
3. يحصل العضو من خارج مجلس الإدارة على مبلغ وقدره 5,000 ريال سعودي نظير حضور كل جلسة من جلسات لجان المجلس التي يكون عضواً فيها سواء كان حضوره بصفة مباشرة أو من خلال أي من وسائل التواصل عن بعد.

2.3 Compensation of Secretaries of the Board & Committees

The persons appointed as the Secretary of the Board and Board Committees will be paid for each committee, an annual lump sum Secretarial Fees of SAR 10,000.

2.3 تعويضات أمناء سر المجلس واللجان التابعة له

يتم دفع رسوم سكرتارية سنوية بواقع 10,000 ريال سعودي للأشخاص المعيّنين كأمناء سر للمجلس واللجان التابعة له .

2.4 Remunerations and Compensation of Executive Management

1. The Board of Directors shall determine – as per the recommendations of the Nomination and Remuneration Committee - the remuneration types to be granted to the Company's Executive Management such as fixed or performance-based remunerations.

2. Executive management shall be awarded annual remunerations based on performance appraisals, in addition to the fixed compensations and remunerations according to their employment contracts.

3. Executive management may be awarded remunerations in the form of Company shares, after fulfilling all the related regulatory controls, in which the value of the shares will be calculated based on the market value at the due date.

4. The performance appraisal of Executive Management is based mainly on their professional performance and their contribution to the Company's strategic objectives.

2.4 مكافآت وتعويضات كبار التنفيذيين

1. يحدد مجلس الإدارة – بناءً على توصيات لجنة الترشيحات والمكافآت - أنواع المكافآت التي تمنح لكبار التنفيذيين في الشركة مثل المكافآت الثابتة أو المكافآت المرتبطة بالأداء.

2. يتم منح كبار التنفيذيين مكافآت سنوية بناءً على تقييم الأداء، بالإضافة إلى التعويضات والمكافآت الثابتة حسب عقود العمل المبرمة معهم.

3. يجوز منح مكافآت لكبار التنفيذيين على شكل أسهم، وذلك بعد استيفاء كافة الضوابط النظامية المقررة في هذا الشأن، حيث يتم احتساب قيمة الأسهم بناءً على القيمة السوقية في تاريخ الاستحقاق.

4. يبنى تقييم أداء كبار التنفيذيين بشكل رئيسي على أدائهم المهني ومدى مساهمتهم في تحقيق أهداف الشركة الإستراتيجية.

3. Methods of Remuneration and Compensation Payment

Annual Remuneration and Sitting Fees payable to Board, Non-Board members & Secretaries against their participation in the Board and Committees meetings will accumulate yearly against such contributions. Annual remuneration to Board members will be paid upon the approval of the General Assembly.

3. آليات دفع المكافآت والتعويضات

يتم احتساب التعويضات والمكافآت المستحقة لأعضاء مجلس الإدارة والأعضاء من خارج المجلس وأمناء سر المجلس واللجان نظير مشاركتهم، والمصاريف التي تكبدوها للمشاركة في إجتماعات المجلس واللجان بصفة سنوية. يتم دفع التعويضات السنوية لأعضاء المجلس بعد موافقة الجمعية العامة.

All other incidental expenses incurred in attending the meetings, such as Travel & Accommodation will be paid/reimbursed on receipt of the invoice by the company.

All compensations will accrue to the members and secretaries on a Calendar year basis (1st Jan to 31st Dec). In the cases where the membership was for less than 12 months in a financial year, the lump-sum payments specified above will accrue to the member on a pro-rata basis calculated using the joining/resigning date.

All payments of financial consideration to Board & Non-Board Members and communication of such payment details will be made through the finance department of the company.

For Executive Management, their remuneration and compensation shall be paid in accordance with the Company's internal regulations and as agreed in their employment contracts.

4. Disclosure of Remuneration and Compensation Paid to the Board of Directors, Committees' members and Executive Management

In line with the rules issued by the Supervisory authorities, in particular the Corporate Governance Rules issued by CMA/Insurance Authority, the Companies Act, and Saudi Re's Articles of Association and its Corporate Governance Policy, the company must submit a report to the General Assembly shall include comprehensive statement for everything given to the board of directors during the financial year including rewards, allowance, expenses and other benefits in their capacity as employees or administrators or what they received against technical, administrative or consultations. It also shall include a statement with the number of meetings attended by each member from the last date of the General Assembly.

يتم تعويض الأعضاء عن المصاريف العرضية الأخرى التي يتكبدها للمشاركة في إجتماعات المجلس واللجان (كمصاريف السفر والإقامة) عند استلام الشركة للفواتير. يكون استحقاق جميع التعويضات للأعضاء وأمناء السر على أساس السنة التقويمية (1 يناير إلى 31 ديسمبر)، وفي الحالات التي تقل فيها العضوية عن 12 شهراً من السنة المالية، فإنه يتم دفع المبلغ الإجمالي المحدد أعلاه للأعضاء على أساس تناسبي يتم حسابه باستخدام تاريخ الإنضمام أو الاستقالة.

يتم دفع المقابل المالي وإبلاغ الأعضاء بتفاصيله من خلال الإدارة المالية بالشركة.

بالنسبة لكبار التنفيذيين، يتم دفع مكافآتهم وتعويضاتهم حسب أنظمة الشركة الداخلية وكما هو متفق عليه في عقود العمل المبرمة معهم.

4. الإفصاح عن حجم ومقدار المكافآت والتعويضات المدفوعة لأعضاء مجلس الإدارة وأعضاء اللجان وكبار التنفيذيين

وفق ما تقضي به اللوائح الصادرة عن الجهات الإشرافية وعلى الأخص لأئحة حوكمة الشركات الصادرة عن هيئة السوق المالية وهيئة التأمين، وإلى ما اشتمل عليه نظام الشركات وما تضمنه نظام الشركة الأساسي ووثيقة حوكمة الشركة، فإنه يجب على الشركة الإلتزام بالإفصاح في تقرير مجلس الإدارة السنوي المقدم للجمعية العامة على بيان شامل لكل ما حصل عليه أعضاء مجلس الإدارة واللجان وكبار التنفيذيين خلال السنة المالية من مكافآت وبدل مصروفات وغير ذلك من المزايا. وأن يشتمل كذلك على بيان ما قبضه أعضاء المجلس بوصفهم عاملين أو إداريين أو ما قبضوه نظير أعمال فنية أو إدارية أو استشارات. وأن يشتمل أيضاً على بيان بعدد جلسات المجلس وعدد الجلسات التي حضرها كل عضو من تاريخ آخر اجتماع للجمعية العامة.

5. General Assembly Approval of the Remuneration and Compensation paid to the Board of Directors

The Company should include for the General Assembly approval, among the items on the agenda, the size of compensation and remuneration paid to the members of the Board of Directors for the financial year ended.

5. إعتاماد وإقرار الجمعية العامة للشركة للمكافآت والتعويضات المدفوعة لأعضاء مجلس الإدارة

ينبغي للشركة أن تدرج ضمن بنود جدول أعمال الجمعية العامة حجم المكافآت والتعويضات المدفوعة لأعضاء مجلس الإدارة للسنة المالية المنتهية، بحيث يجري إقرارها من الجمعية العامة.

Item Ten

Voting on the election of the members of the Board of Directors from among the candidates for the next session, which starts from the date (11/05/2026G) and its duration is four years, as it ends on (10/05/2030G).
(CVs of candidates are attached)

List of Nominees for the Board of Directors:

- | | |
|-----------------------------------|---------------------------------------|
| 1/ Turki Salman AlSudairy | 12/ Majed Hamad AlBidah |
| 2/ Hussam Bandar AlSuwailem | 13/ Mohammedseddiq Abdulrahman Qassab |
| 3/ Abdulaziz Abdulrahman AlSheikh | 14/ Raeed Abdullah AlTamimi |
| 4/ Kubra Ghulam Radhi | 15/ Talal Abdulaziz AlShamaisi |
| 5/ Abdulaziz Abdulhamid AlBassam | 16/ Hazem Abdullah AlShaikhMubarak |
| 6/ Fahad Ibrahim AlJomaih | 17/ Husamuddin Hashim Sadagah |
| 7/ Christoph Thomas Fischer Hirs | 18/ Hisham Khalil AlObidi |
| 8/ Waleed Abdulrahman AlMonie | 19/ Faisal Mohammed AlNaim |
| 9/ Ahmed Sirag Khogeer | 20/ Mohannad Sameer Abualmajd |
| 10/ Abdullah Ali AlLazzam | 21/ Zeyad Hasan AlHazmi |
| 11/ Thamer Mesfer AlWadai | 22/ Sufian Mansour AlHazmi |

Personal Information of the nominated member						
Name: Turki Salman AlSudairy						
D.O.B: 13/03/1990			Nationality: Saudi			
The educational qualifications of the nominated member						
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity		
1	Bachelor	Finance Management	2013	Concordia University		
Work experiences of the nominated member						
Areas of expertise			Period			
Managing Director, Arabian Services Company Limited "Alkhadamat" (Closed Joint Stock).			January 2026 – up to date			
Managing Partner, Abdul Latif Jameel Insurance Brokerage Company.			March 2022 – August 2024			
Chief Executive Officer, Star Care Insurance Broker Company.			September 2015 – March 2022			
Project Coordination Manager, Bombardier & Hitachi Rails Consortium.			September 2014 – August 2017			
Project Coordinator, Bombardier Aerospace (Montreal, Canada).			September 2013 – August 2014			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Saudi Reinsurance Company "Saudi Re"	Reinsurance	Independent	Himself	Board Vice Chairman	Publicly listed company
2	Saudi Reinsurance Company "Saudi Re"	Reinsurance	Independent	Himself	Executive committee member	Publicly listed company
3	Saudi Reinsurance Company "Saudi Re"	Reinsurance	Independent	Himself	Chairman of the Nomination & Remuneration Committee	Publicly listed company
4	Rasan Information Technology Co. "RASAN"	FinTech	Independent	Himself	Board Member	Publicly listed company
5	Rasan Information Technology Co. "RASAN"	FinTech	Independent	Himself	Executive committee member	Publicly listed company
6	Rasan Information Technology Co. "RASAN"	FinTech	Independent	Himself	Investment committee member	Publicly listed company
7	Arabian Services Company Limited "Alkhadamat"	Maintenance & Operation	executive	Himself	Board Member	Closed Joint Stock
8	Lightweight Construction - SIPOREX	Industrial	Independent	Himself	Board Member	Closed Joint Stock

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9	Lightweight Construction - SIPOREX	Industrial	Independent	Himself	Executive committee member	Closed Joint Stock
10	Alpha Financial Fund for food & beverages	Fund	Independent	Himself	Board Member	Investment Fund
11	Awaly consortium Fund	Fund	Independent	Himself	Board Member	Investment Fund
12	Alpha Financial Fund for Land Development - Wajhat Masar	Fund	Independent	Himself	Board Member	Investment Fund
13	Arabian Horses Fund - Alpha Office	Fund	Independent	Himself	Board Member	Investment Fund
14	Alpha Financial Flexible Fund - Nomu Market	Fund	Independent	Himself	Board Member	Investment Fund
15	Alpha Financial Flexible Fund - Gulf stocks	Fund	Independent	Himself	Board Member	Investment Fund
16	Alpha Financial Fund for Land Development - Wajhat Masar 3	Fund	Independent	Himself	Board Member	Investment Fund
17	Saudi Alpha Financial Fund for Real Estate Development 4	Fund	Independent	Himself	Board Member	Investment Fund
18	Saudi Alpha Financial Fund for Real Estate Development 5	Fund	Independent	Himself	Board Member	Investment Fund
19	Saudi Alpha Financial Fund for Real Estate Development 6	Fund	Independent	Himself	Board Member	Investment Fund
20	Saudi Alpha Financial Fund for Real Estate Development 7	Fund	Independent	Himself	Board Member	Investment Fund
21	Nisbah Technology Company	FinTech	non-executive	Himself		Limited Liability Company
22	Middle East Fuel Services Company Ltd.	Mining & Quarrying	non-executive	Himself	Board Member	Limited Liability Company
23	Almashroobat wa altaabeya - Tania Water	Industrial	Independent	Himself	Board Member	Closed Joint Stock

The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:

Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Alpha Capital Saudi Real Estate Development Fund 2	Fund	Independent	Himself	Board Member	Investment Fund
2	Alpha Murabaha Fund	Fund	Independent	Himself	Board Member	Investment Fund

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Personal Information of the nominated member						
Name: Hussam Bandar Fahad Al Suwailem						
D.O.B: 19/02/1982			Nationality: Saudi Arabian			
The educational qualifications of the nominated member						
Number	Qualification		Major	Date of obtaining the qualification	Name of the entity	
1	Bachelor		Electrical Engineering	25/02/2006	King Saud University	
2	Masters		Applied Finance	12/04/2012	Macquarie University	
3	Charter		Financial Data	29/09/2019	FDI Institute	
4	Charter		Alternative Investment	10/12/2020	CAIA Association	
5	Certification		Fraud Examination	11/02/2022	Association of Certified Fraud Examiners	
Work experiences of the nominated member						
Areas of expertise				Period		
Riyad Bank: Credit Portfolio Management				4/2006 - 9/2009		
NCB Bank: Credit Portfolio Management				2/2013 - 6/2013		
Samba Financial Group: Credit Portfolio Management				7/2014 - 11/2014		
SALIC (PIF Subsidiary): Mergers and Acquisitions				12/2014 - 12/2016		
Saudi Reinsurance Company: Corporate Governance and Asset Management				11/2019 - Present		
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
	Saudi Reinsurance Company	Reinsurance	Independent	Personal Capacity	Investment Committee	Public Joint Stock
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company


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Personal Information of the nominated member						
Name: Abdulaziz Abdulrahman Alsheikh						
D.O.B: 02-08-1970			Nationality: Saudi			
The educational qualifications of the nominated member						
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity		
1	Bachelor of Science	Chemical Engineering	1993	King Saud University		
2	MSc International Finance	International finance and marketing	1999	American University		
3	Master of Business Administration	Finance and marketing	1999	American University		
Work experiences of the nominated member						
Areas of expertise			Period			
General Manager of Banajeh Company			2008-2015			
General Manager of Johnson & Johnson			2015-2021			
General Manager of Atyaf Medical Company			2021- Until now			
CEO of Spectrum Pharmaceutical Company			2021- Until now			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Spectro Pharmaceutical Company (Spectropharma)	Pharmaceutical industry	executive	representing himself	Member of the Board of Directors	Contribution not included
2	Tal crowdfunding company in debt	Debt crowdfunding	non-executive	representing himself	Chairman of Board of Directors	Contribution not included
3	Ayan Investment Company	investment	independent	representing himself	Independent board member	Listed contribution
4	Saudi Reinsurance Co.	Reinsurance	independent	representing himself	Independent board member	Listed contribution
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
nothing	nothing	nothing	nothing	nothing	nothing	nothing

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Personal Information of the nominated member				
Name: Kubra Ghulam Jasim Radhi				
D.O.B: 20 September 1969		Nationality: Bahraini		
The educational qualifications of the nominated member				
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity
1	High School Certificate (with Distinction and ranked 8 th in Bahrain)	Commercial Studies	1987	Muharraq Commercial School
2	Diploma in Business Administration (with Distinction)	Management	1990	University of Bahrain
3	Bachelor's Degree in Business Administration (with Distinction)	Management	1992	University of Bahrain
4	M.B.A. in Investment and Finance (with Distinction and Best Student Award)	Investment and Finance	1996	University of Hull - UK
5	Certified Public Accountant (CPA)	Accounting, Auditing and Taxation	2002	The Board of Examiners University of Illinois, USA
6	CBiiPro (Certified Basel ii Professional)	Banking Risk Management	2009	Basel ii Compliance Professional Association (BCPA) - USA
7	Certificate in Advanced Enterprise Risk Management	Risk Management	2014	Business Risk Management Ltd, in association with The George Washington University
Work experiences of the nominated member				
Areas of expertise		Period		
Milestone Accounting and Consulting • Partner		Oct 2016 – Present		
First Energy Bank • Senior Executive Director - Head of Risk Management		Jan 2009 – Sep 2016		
Al Salam Bank Bahrain B.S.C. • Senior Vice President - Head of Credit (Risk and Admin.)		Jul 2006 – Jan 2009		

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JPMorgan Chase Bank Vice President - Head of Credit Risk Management - Middle East	Feb 1998 – Jul 2006	
Investcorp Bank E.C. • Marketable Securities Department • Financial Controls Department	Aug 1992 - Jan 1998	

The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:

Number	Co Name	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	United Company for Financial Service – Tasheel Finance (KSA)	Consumer Finance	Non-executive	Representing herself	<ul style="list-style-type: none"> Chairperson of the Credit and Risk Management Committee Member of the Audit Committee (2018 – 2022) 	Closed joint-stock company
2	Procco Financial Service (Bahrain)	Ancillary Services Provider	Non-executive	Representing herself	<ul style="list-style-type: none"> Member of the Audit Committee 	W.L.L
3	Saudi Reinsurance Co.	Providing reinsurance coverage to insurance companies.	Independent	Representing herself	<ul style="list-style-type: none"> Chairperson of the Risk Management Committee Member of the Audit Committee 	Saudi Public Joint Stock Co.
4	United International Holding Co.	Providing Sharia-compliant consumer financial service through its subsidiary.	Non-executive	Representing herself	<ul style="list-style-type: none"> Member of the Audit Committee 	Saudi Public Joint Stock Co.

The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:

Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
	None					

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Personal Information of the nominated member						
Name: Abdulaziz Albassam						
D.O.B:11/06/1989				Nationality: Saudi		
The educational qualifications of the nominated member						
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity		
1	Bachelor Degree	Entrepreneurship/ Finance Management/ Economy	2012	Northeastern University		
2	Master Degree	Business Administration	2017	Harvard University		
3	CFA	Charter holder	2015	CFA		
Work experiences of the nominated member						
Areas of expertise			Period			
CEO Aljomaih holding			2023 – till now			
Chief Executive Officer – Investment Abdullah Ibrahim Al-Subaie Investment Company			2019 - 2023			
Investment Advisor – jadwa Investments			2018 - 2019			
Founder and CEO - Oasis capital			2017 - 2019			
Investment portfolio manager - Aramco			2007 - 2015			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Aljomaih Power and water 7016527504	Power and water	Independent	Himself	-	Limited liability
2	Aldarah 7010000250	Real estate	Independent	Himself	-	Limited liability
3	Alrajhi holding 7001720247	Investment	Independent	Himself	Investment committee	joint stock unlisted
4	Albilad Bank	Banking	Independent	Himself	NRC committee	joint stock - listed
5	Manafe Almohamadiyah 1029656225	Investment	Independent	Himself	-	Limited liability
6	Shell Aljomaih 7000607627	lubrecant	Independent	Himself	-	Limited liability
7	Khibrat Alamal 7023927978	Investment	Independent	Himself	-	Limited liability

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Board nomination form of Saudi Reinsurance Co. (Saudi Re)

8	Alujain 7001356539	manufacturing	Independent	Himself		joint stock - listed
9	Saudi Re	Insurance and Re-insurance	Independent	Himself	Investment committee	joint stock
10	Advanced Circular Materials Company	Industrial	Independent	Himself	-	Limited liability
11	GFH 44136	Investment	Independent	Himself	-	foreign company
12	Alnahlah	Investment	Chairman of investment committee	Himself	Investment committee	joint stock
13	AIMS	Investment	Member of investment committee	Himself	Investment committee	joint stock
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non- executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	ANB	Investment	Independent	Board member	Member of investment committee	joint stock
2	Awal Invest	Investment	Independent	Board member	Member of NRC	joint stock
3	Itqan Capital	Investment	Independent	Board member	-	joint stock

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Board nomination form of Saudi Reinsurance Co. (Saudi Re)

Personal Information of the nominated member						
Name: Mr. Fahad bin Ibrahim bin Mohammed Al Jomaih						
D.O.B: 02 October 1980			Nationality: Saudi			
The educational qualifications of the nominated member						
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity		
1	Master Degree	Master in Business Administration (MBA)	University of Reading	2006		
2	Master Degree	Master of Science in International Securities	Northeastern University	2004		
3	Bachelor Degree	Bachelor of Science in Business Administration	University of Portsmouth	2007		
Work experiences of the nominated member						
Areas of expertise				Period		
Director – MENA Investments – Public Investments Fund				2021 - Present		
Director and Head of Investments – Abdul Latif Jameel Investments				2016 –2021		
Vice President – Investment Banking – Saudi Fransi Capital				2016 –2016		
Associate – Investment Banking – Saudi Fransi Capital				2013 –2016		
Analyst – Investment Banking – Saudi Fransi Capital				2011 –2013		
Analyst – Asset Management – FALCOM Financial Services				2009 –2011		
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	D360 Bank	Banking	Non-executive	Nominated by a shareholder	Executive Committee	Closed joint stock company
2	Yanbu Cement Company	Cement	Non-executive	Nominated by a shareholder	Audit Committee	Public joint stock company
3	ALAT Technologies	Electronics	Non-executive (Not a Board of directors)	Nominated by a shareholder	Remuneration and Nominations Committee	Closed joint stock company
4	Saudi Development Company and technical investment	Technology	Non-executive (Not a Board of directors)	Nominated by a shareholder	Investment Committee	Closed joint stock company
5	Al Jomaih Equipment Company	Heavy equipment	Non-executive	Nominated by a shareholder	Nothing	Liability Company Limited

6	Pergola Holding Company	Diversified investment	Non-executive	Nominated by a shareholder	Nothing	Liability Company Limited
7	International Refreshments Company	Refreshment industry	Non-executive	Nominated by a shareholder	Nothing	Liability Company Limited
8	Saudi Reinsurance Company	Reinsurance	Non-executive	Nominated by a shareholder	Executive Committee	Public joint stock company
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Saudi Tadawul Group	Financial	non-executive (Not a Board of directors)	Nominated by a shareholder	Investment Committee	Public joint stock company



Personal Information of the nominated member						
Name: Christoph Thomas FISCHER HIRS						
D.O.B: 20. January 1962				Nationality: Swiss		
The educational qualifications of the nominated member						
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity		
1	Swiss Federal Degree	Business Administration	1982	KV Zurich, Switzerland		
2	Swiss Federal Degree	Banking, Finance and Economics	1987	KV Zurich, Switzerland		
3	Diploma	Investment Banking	1993	NYU, School of Continued Education		
4	Executive Mgmt	Various programs	1993-2005	INSEAD, France IMD, Switzerland		
Work experiences of the nominated member						
Areas of expertise						Period
Bain & Company, External Senior Advisor with focus on Re/Insurance, Alternative Risk Transfer, Insurance Linked Markets						2021-present
Cyber Re Ltd., Chairman, Bermuda base reinsurance holding company						2022-2024
Allianz Global Corp. & Specialty as Chief Sales Officer, CFO and as 2015 CEO						2007-2019
Allianz Risk Transfer as CFO/COO, Regional Head Europe/Asia Pacific and as of 2007 CEO						1999-2009
Union Bank of Switzerland various divisions in Switzerland, USA and Europe						1979-1998
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Hotelcard AG	e-commerce tourism	Non-Exec	Personal	None	Inc.
2	Foundation Zürcher Brockenhaus	Charity	Vice Chairman	Personal	None	Foundation
3	SIL Löwenberg	Innovation HUB	Pro bono Executive	Personal	None	Association

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The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:

Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	See CV for various Allianz Companies					

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Personal Information of the nominated member				
Name: Waleed Abdulrahman Abdulaziz Almonie				
D.O.B: 5-6-1983		Nationality: Saudi		
The educational qualifications of the nominated member				
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity
1	master's degree	Master of Science: Information Technology Management	2014	Macquarie University - Australia
2	bachelor's degree	Bachelor of Science: Computer Information Systems	2013	University of the Fraser Valley - Canada
Work experiences of the nominated member				
Areas of expertise		Period		
Corporate Operations Audit Director at King Abdullah Financial District-DMC		09-2024 - Present		
Enterprise Project Management Director at King Abdullah Financial District-DMC		04-2023 - 09-2024		
Worked in King Abdullah Financial District-DMC as a Governance and Systems Senior Manager in Enterprise Project Management. Worked on establishing the Enterprise Project Management Office, workforce planning, setting and monitoring its objectives. In addition, worked on planning and monitoring the Enterprise Integration division's budget.		02-2021 - 04-2023		
Worked in Zakat, Tax and Customs Authority as a Director of Planning and Governance in the Decision-Support. Worked on the establishment of the Planning and Governance Department, including budget planning and monitoring. In addition, worked on managing operational and projects' risks, workforce planning and managing competencies within the Decision- Support General Department.		05-2020 - 01-2021		
Worked in Zakat, Tax and Customs Authority as a Portfolio Manager. Led several strategic projects' portfolios and participated in the establishment of the Strategic Project Management Office as well as the establishment of the Project Management Office for Information Technology Division.		02-2018 - 04-2020		
Worked in Zakat, Tax and Customs Authority as a Project Manager for several strategic IT initiatives.		08-2017 - 02-2018		
Worked in King Abdullah International Medical Research Center as a Systems and Databases Administrator and as a supervisor for planning and implementing information technology projects.		05-2015 - 07-2017		

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The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Saudi Reinsurance Co	reinsurance	Independent	Personal capacity	-Board Member -Executive Committee Member -Nomination and Remuneration Committee	Joint stock company
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Middle East Paper Company: Mepco	Manufacturing of container packing paper and industrial paper	Independent	Personal capacity	-Board Member -Risk & sustainability Committee Member	Joint stock company

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Personal Information of the nominated member						
Name: Dr. Ahmed Sirag Abdulrahman Khogeer						
D.O.B: November 14, 1968			Nationality: Saudi			
The educational qualifications of the nominated member						
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity		
1	PhD	Chemical Engineering	2005	Colorado State University		
2	MBA	Business Administration	2004	Colorado State University		
3	Advanced Certificate Post MBA	Finance	2005	Colorado State University		
4	Master of science in engineering	chemical engineering	19998	university of tulsa		
Work experiences of the nominated member						
Areas of expertise			Period			
Insurance: Gulf general cooperative insurance co, BOD and AC and NRC			2022-2025			
Aramco: 30 years in various managerial, technical and leadership roles.			1990-2020			
BOD and committees memeber in 7 companies			2021-2025			
American institute of chemical engineers AIChE : varios roles as the first in history from outside USA			2005-2025			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Saudi Kayan	basic material	independent	Representing himself	Audit, Risk	Listed
2	Arabsea IS	Info systems	independent	Representing himself	Audit	Listed
3	Eastasia marketing	marketing	Non Executive	Representing himself		Close jointstock
4	AICHE	international organization	independent	Representing himself	Fellows Council	International org
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Gulf Genral coop insurance	insurance	independent	Representing himself	Audit, NRC	Listed
2	najran cement	basic materials	independent	representing himself	NRC	Listed
3	Tabuk agri	food	Non Executive	Representing himself	Executive, Strategy	Listed
4	Naseej industrial	staples	independent	Representing himself	Audit, Executive	Listed

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Personal Information of the nominated member						
Name: Abdullah Ali Allazzam						
D.O.B: 22/02/1987			Nationality: Saudi			
The educational qualifications of the nominated member						
Number	Qualification		Major	Date of obtaining the qualification	Name of the entity	
1	Bachelors		Banking and International Finance	2010	Bayes Business School (formerly Cass Business School), City University of London, United Kingdom	
Work experiences of the nominated member						
Areas of expertise				Period		
Head of Real Estate Investment Advisory Section - Public Investment Fund				2023 - Present		
Deputy Head of Investment Banking - GIB Capital				2022 - 2023		
Head of Credit Analysis and Advisory - SIDF				2021 - 2022		
CEO Senior Advisor - SIDF				2021 - 2022		
CEO Advisor - SIDF				2019 - 2021		
Associate Director, Direct Investment - MASIC				2019		
Vice President, Corporate Finance and Investment Banking - Samba Capital				2010 - 2019		
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	King Abdullah Financial District Development and Management Company	Construction	Non-Executive	Nominated by a Shareholder	Transaction Steering Committee	Closed Joint Stock Company

The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:

Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
NA	NA	NA	NA	NA	NA	NA

Personal Information of the nominated member						
Name: Thamer Bin Mesfer Alwadai						
D.O.B: 02-12-1983			Nationality: Saudi			
The educational qualifications of the nominated member						
Number	Qualification		Major	Date of obtaining the qualification	Name of the entity	
1	Master		Business Administration	2016	AlYamammah University	
2	Bachelor		Business Administration	2014	Imam Mohammed bin Saud University	
3	Diploma		Accounting	2006	Institute of Public Administration	
Work experiences of the nominated member						
Areas of expertise				Period		
Chief Audit Executive – Human Resource Development Fund				April 2021- Present		
General Manager of Internal Audit Group – Saudi Custom Authority				Dec 2019 – April 2021		
Internal Audit Program Director - Samba Financial Group				Apr 2019 – Nov 2019		
Head of Internal Audit – American Express				Jan 2018 – Mar 2019		
Head of Internal Audit - Al Yusr Leasing & Financial Co.				Jul 2017 – Jan 2018		
Internal Audit Senior Manager & Deputy Head of Fraud Investigation – AlAwwal Bank				Aug 2014 – Jun 2017		
Internal Audit Assistance Manager & Fraud Investigation Assistance Manager – Allnma Bank				Mar 2013 – Sep 2014		
Anti – Fraud, Internal Control & Operational Risk Assistance Manager – Samba Financial Group				Aug 2006 – Feb 2013		
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Arab National Bank	Bank	Independent	Nominated as a Shareholder	Board Member, Audit Committee Chairman, Nomination & Remuneration Committee Member	Listed Company
2	Takamul Holding Company	Technology	Non-Executive	Nominated by a shareholder	Audit Committee Member	Governmental Co.
3	Sawaed Holding Company	Technology	Non-Executive	Nominated by a shareholder	Audit Committee Member	A company under Human Resource Development Fund

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4	Tamkeen Technologies	Technology	Non-Executive	Nominated by a shareholder	Audit and Risk Committee Member	Closed joint-stock
5	Naba Alsaha Medical Services Company	Medical Services	Independent	Nominated by a shareholder	Board member and Chairman of Audit and Risk Committee	Closed joint-stock
6	AlMadinah Heritage Co.	Investment	Independent	Nominated by a Shareholder	Audit Committee Member	Governmental Co. owned by PIF
7	Remat Al-Riyadh Development Company	Development Company	Independent	Nominated by a Shareholder	Audit and Risk Committee Member	Governmental Company
8	SHL Saudi Home loans	Loans	Independent	Nominated by a Shareholder	Audit and Risk Committee Member	Listed Company
9	Saudi Top Trading Company	Industry	Independent	Nominated by a Shareholder	Board member and Audit Committee Chairman	Closed joint-stock
10	Takamol Business Solutions	Services	Non-Executive	Nominated by a Shareholder	Audit Committee Member	Governmental Co.
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Sea Pay	Services	Independent	Nominated by a Shareholder	Chairman of Audit Committee	Closed joint-stock
2	MWAN	Services	Independent	Nominated by a Shareholder	Chairman of Audit Committee	Governmental Co.
3	Yunitco	Petrochemical	Independent	Nominated by a Shareholder	Board member and Audit Committee Chairman	Closed joint-stock

Personal Information of the nominated member						
Name: Majed Hamad M AlBidah						
D.O.B: 08/07/1991			Nationality: Saudi			
The educational qualifications of the nominated member						
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity		
1	Doctor's	Business Administration	APR 2025	GAMBIT Business School, Singapore		
2	Master's	Corporate and Financial Risk Management	SEP 2023	University of Sussex, UK		
3	Bachelor's	Accounting	AUG 2013	Imam Muhammed Ibn Saud Islamic University		
4	Certified Public Accounts	Accounting	OCT 2022	SOCPA		
Work experiences of the nominated member						
Areas of expertise			Period			
Owner & General Manager of Majed Hamad Al-Bidah Consulting Company			DEC 2024 to Present			
Financial Controller in the General Court of Audit			MAR 2017 to OCT 2024			
Bank Officer in National Bahrain Bank			MAR 2016 to AUG 2016			
Bank Officer in Riyadh Bank			FEB 2014 to DEC 2015			
Administrative Officer in Gulf Holding Company			APR 2010 to AUG 2013			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Majed Hamad Al-Bidah Consulting Company	Consulting	Executive	Owner	-----	LLC (One Person)
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						

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Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
N/A						

PUBLIC

Personal Information of the nominated member				
Name: Mohammed Siddiq Abdulrahman Mohammed Siddiq Qassab				
D.O.B: 2 nd September 1970			Nationality: Saudi	
The educational qualifications of the nominated member				
No.	Qualification	Major	Date of obtaining the qualification	Name of the entity
1	Bachelor of Administrative Science (B. Sc)	Accounting	1993	King Saud University - KSA
2	Corporate sustainability management: Risk, Profit, and purpose	Strategy	2026	Yale School of Management – Executive Education, USA
3	Strategic & Project Risk Management	Strategy	2025	Professional risk managers' international association – PRMIA, USA
4	Risk Management for Boards	Strategy	2025	Professional risk managers' international association – PRMIA, USA
5	Developing Digital Transformation Strategies	Strategy	2024	Institute for Management Development (IMD), Switzerland
6	Organizational Design for Digital Transformation	Strategy	2023	Sloan School of Management (MIT), USA
7	Digital Business Strategy: Harnessing Our Digital Future	Strategy	2023	Sloan School of Management (MIT), USA
8	Strategic Change Management	Strategy	2021	Kellogg School of Management, USA
9	Fintech	Financial Technology	2020	Harvard X (Harvard), USA
10	Artificial Intelligence: Implications for Business Strategy	Strategy	2019	Sloan School of Management (MIT), USA
Work experiences of the nominated member				
Areas of expertise		Period		
Raya Financing Company – Chairman of Credit and Risk Management committee		2024 - Present		
Rayat Consultation (Part of Rayat Group) - Chairman		2010 - Present		
Rayat Marketing (Part of Rayat Group) - Chairman		2016 - Present		
Rayat Technology (Part of Rayat Group) – Board Member		2017 - Present		
Al Rajhi Bank - AGM - Operational Risk & organization resilience		2019 - 2020		
AlYusr Leasing and Financing Company - Chief Risk Officer		2017 - 2019		
Abdul Lateef Jameel United Real Estate Finance Co. Ltd. - Audit Committee Member		2014 - 2017		
Rayat Group, KSA, Egypt - Founder & Chief Executive Officer		2010 - Present		
Saudi Credit Bureau - Chief Operating Officer		2008 - 2010		
The Saudi British Bank – HSBC - Chief Risk Officer		2005 - 2008		
The Arab National Bank - Head of Credit Portfolio Management		2003 - 2005		
The National Commercial Bank- Head of Credit Portfolio Management		1997 - 2003		
Saudi Fransi Bank - Asst. Manager – Corporate Planning		1995 - 1997		
WM & Co. Ernst & Young - Asst. Auditor – Audit Dept.		1993 - 1995		

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The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:

No.	Company Name	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Raya Financing Company	Financing	Not applicable	Not applicable	Credit and Risk Management committee	Closed Joint Stock
2	Rayat Consultation company	Strategic Consultations	Nonexecutive	Nominee as a shareholder	Not applicable	Limited Liability
3	Rayat Marketing Company	Marketing Solutions	Nonexecutive	Nominee as a shareholder	Not applicable	Limited Liability
4	Rayat Technology company	Technology Solutions	Nonexecutive	Nominee as a shareholder	Not applicable	Limited Liability

The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:

No.	Company Name	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Abdul Lateef Jameel United Real Estate Finance Co. Ltd	Financing	Not applicable	Not applicable	Audit Committee	Closed Joint Stock

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Personal Information of the nominated member						
Name: RAEED ABDULLAH SALEH ALTAMIMI						
D.O.B: 11/1/1974			Nationality: SAUDI			
The educational qualifications of the nominated member						
Number	Qualification		Major	Date of obtaining the qualification	Name of the entity	
1	Bachelor		Medical Science	1996	University of Wales - UK	
Work experiences of the nominated member						
Areas of expertise			Period			
Insurance			1996 - 2017			
Health Care			2017 - 2018			
Shura Council			2020 - 2024			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Rajhi Bank	Banking	Independent	Myself	NRC, Governance & Audit	Public Listed Co.
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	National Gas & Industrialization	Utilities	Independent	Myself	Risk Management & Audit	Public Listed Co.
2	Tawuniya	Insurance	None Executive	Myself	Executive & Risk Management	Public Listed Co.
3	SAPTCO	Transportation	None Executive	Myself	NRC	Public Listed Co.
4	Najim	Insurance	None Executive	Tawuniya Representative	NRC	Public Co.
5	National Medical Care	Health	Executive	Myself	Executive	Public Listed Co.

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Personal Information of the nominated member				
Name: Talal Abdulaziz S. Alshamaisi				
D.O.B: 08/12/1984		Nationality: Saudi		
The educational qualifications of the nominated member				
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity
1.	Bachelor	Science in Finance	2008	King Fahd University of Petroleum and Minerals
2.	Training Program	Corporate Finance Program	2008	London Business School
3.	Training Program	Analyst Program	2008	New York institute of Finance
4.	Training Program	Market oversight and Enforcement	2008	Securities and Exchange Commission
5.	Training Program	Portfolio Management Suite	2009	New York institute of Finance
6.	Training Program	Investment Management, Asset Allocation, Portfolio Construction and Risk Budgeting	2011	Czech Financial Academy
7.	Training Program	Economic Indicators and their Impact on Financial Market	2012	Czech Financial Academy
8.	Training Program	People Management skills for New Supervisors & Team Leaders	2013	Hemsley Fraser
9.	Training Program	Innovative leadership	2014	IE Business School
10.	Training Program	Leadership Fundamentals	2017	Canter of Creative Leadership
11.	Training Program	Capitals Market Examination-1 (CME1)	2017	Capital Market Authority

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12.	Training Program		High Impact leadership	2022	إدارة	IE Business School
Work experiences of the nominated member						
Areas of expertise			Period			
Chief Executive Officer – Saudi Falcons Club			2023 - Present			
Head of the Portfolio Companies Affairs Dept. – Public Investment Fund			2021 - 2023			
Head of Vision Realization Office – Ministry of Interior			2019 - 2021			
Chief Executive Officer – Confidential Entity			2018 - 2019			
Manager of Investment Products Compliance Department – Capital Market Authority			2017 - 2018			
Head of Public Investment Fund Unit – Capital Market Authority			2016 - 2017			
Head of Initial Public Investment – Capital Market Authority			2015 - 2016			
Head of Initial Private Investment – Capital Market Authority			2012 - 2015			
Listing & Registration Officer – Capital Market Authority			2008 - 2012			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1.	The Saudi Egyptian Investment Company	Investment	non-executive	representative of a legal person	Chairman of Audit Committee	Closed Joint Stock Company
2.	Bada'el Company	Investment	non-executive	representative of a legal person	Vice Chairman	Joint Stock Company
3.	Abdul Latif Alissa Group	Investment	non-executive	representing himself	Board Member	Holding Company
4.	Alpha Capital Saudi Real Estate Development Fund 7	Real Estate	non-executive	representing himself	Board Member	Closed Joint Stock Company
5.	Saudi Motorsports Federation	Investment	non-executive	representing himself	Board Member	Joint Stock Company
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1.	Capital Gate Fund	Real Estate	independent	representing himself	NA	Private Real Estate Investment Fund
2.	Medina Gate fund	Real Estate	independent	representing himself	NA	Private Real Estate Investment Fund

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Personal Information of the nominated member						
Name: Hazem Abdullah A. AlShaikh Mubarak						
D.O.B: 27 May 1970				Nationality: Saudi		
The educational qualifications of the nominated member						
Number	Qualification		Major	Date of obtaining the qualification	Name of the entity	
1	Bachelor's degree		Mechanical Engineering	1996	King fahd university of petroleum & minerals - kfupm	
Work experiences of the nominated member						
Areas of expertise			Period			
Managing Partner, Horton International Middle East			2014 – Current			
Chief Executive Officer of the fund and Head of Asset Management, GIB-Capital			2011 – 2013			
Partner MECAP Management Consultancy			2010 – 2011			
Chief Investment Officer (CIO) Chief Operating Officer (COO) Maalem Holding, Bahrain			2008 – 2010			
Principle, Placement and Relationship Management Investcorp Bank, Bahrain			2006 – 2008			
Director, Investment Placement Arcapita Bank, Bahrain			2000 – 2006			
Corporate Banking Officer Arab Banking Corporation			1997 – 2000			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Blominvest	Investment company	Independent	Representing Myself	Chairman of the NRC	Closed Joint Stock Company
2	Al-Qaryan Group	Industrial company in the field of Recycling of metals and plastics, and dismantling and demolition of industrial facilities	Independent	Representing Myself	Chairman of the NRC	Operates as a group of limited liability companies
3	Silah Gulf (Silah)	Specialized in providing contact center services	Independent	Representing Myself	Chairman of the NRC	Closed Joint Stock Company

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4	The Rig	Tourism and entertainment	Independent	Representing Myself	Chairman of the NRC	Closed Joint Stock Company
5	United Electronics Company (eXtra)	Retail	Independent	Representing Myself	Chairman of the NRC	Public Joint Stock Company
6	STC Group	Telecommunications services provider	Independent	Representing Myself	Member of the NRC	Public Joint Stock Company
7	Saudi Tourism Authority (STA)	Marketing and promotion	Independent	Representing Myself	Member of the NRC	Government authority
8	Saeed Raddad Group (SRG)	Investment holding group	Independent	Representing Myself	Chairman of the NRC	multiple private limited liability entities
9	SRACO company	Integrated facilities management services	Independent	Representing Myself	Board Member	Limited Liability Company
10	Retal Real Estate Development	Real estate development company	Independent	Representing Myself	Member of the NRC	Public Joint Stock Company
11	Gulf Real Estate Development Company	Property development	Independent	Representing Myself	Chairman of the NRC	Closed Joint Stock Company
12	Investcorp	Alternative investment management	Independent	Representing Myself	Board Member	Public Shareholding Company
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Dammam Airport Company (DACO)	Management, operation, and development of airport infrastructure	Independent	Representing Myself	Chairman of the NRC	Closed Joint Stock
2	Al Jabr Financing Corporation	Providing financing solutions	Independent	Representing Myself	Board member	Closed Joint Stock
3	Al-Ahsa Health Cluster	Providing integrated healthcare services	Independent	Representing Myself	Member of the NRC	Government owned
4	Red Sea Authority	Developing and regulating the coastal tourism sector in the Kingdom	Independent	Representing Myself	Member of the NRC	Independent Government Authority

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Personal Information of the nominated member

Name: HUSAMUDDIN HASHIM HAMZA SADAGAH

D.O.B: 17/11/1954

Nationality: Saudi

The educational qualifications of the nominated member

Number	Qualification	Major	Date of obtaining the qualification	Name of the entity
1	Bachelor degree	Accounting	1976	Ain shams university Cairo - Arab Republic of Egypt
2	Diploma	Business	1980	King Abdulaziz University – Jeddah
3	Master degree	Accounting	1980	King AbdulAziz university- Jeddah – Kingdom of Saudi Arabia
4	Fellow member of the American Institute of Certificate Public Accountants	Accounting and Auditing	1985	AICPA
5	Licensed accountant, ministry of commerce, Saudi Arabia	Accounting and Auditing	1980	SOCPA
6	Certified Public Accountant (CPA)	Accounting and Auditing	1996	Ministry of Economy – United Arab Emirates
7	Certified Fraud Examiner (CFE)	Accounting and Auditing	1999	Association of Certified Fraud Examiners
8	Certified Global Management Accountant (CGMA)	Management Accounting	2012	American Institute of Certified Public Accountants (AICPA)
9	Certified in Financial Forensics and Valuation Services Provider	Forensic Accounting and Valuation	2017	American Institute of Certified Public Accountants
10	accredited business valuer (TAQEEM)	Accounting	2017	Saudi Authority for Accredited Valuers
11	Bankruptcy trustee	Bankruptcy Areas of Commerce	2018	Bankruptcy Commission
12	Judicial Custodian	Judicial Custodianship	2023	Ministry of Justice

Work experiences of the nominated member

Areas of expertise

Period

Ministry of Public Works	1976 – 1980
house water Certified Public Accountant – Partner at Price	1980 – 1981
A certified public and partner in Ernst & Young Middle East (Accounting, Auditing, zakat & tax, consulting)	1982-2005 (23,5years)
Certified Public Accountant – PKF Sadik & Co., Certified Public Accountants and Consultants	2009 – 2015
A Certified Public Accountant in my private firm (Accounting, Auditing, zakat & tax, consulting)	2005-2009 (4years)
A Certified Public Accountant and partner in Deloitte and Touche (Accounting, Auditing, zakat & tax, consulting)	2009-2014(5years)
A Certified Public Accountant in my private firm (zakat and taxes, consulting, accounting, legal support, , Bankruptcy trustee) Accredited Business Valuer	2014- to date

The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:

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Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	There is none as of its date.	-	-	-	-	-
2		-	-	-	-	-

The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:

Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Amana cooperative insurance company 2019 - 2025	Insurance	Not applicable	Nominated by contributor	Member of the Audit Committee(formerly)	Public contribution
2	Abdullah Abdul Mohsin Al-Khudairi Sons Company 2020-2021	Construction	Not applicable	Nominated by contributor	Member of the Audit Committee (formerly)	Public contribution
3	Etihad Atheeb Telecommunications Company 2009-2020	Communications	Independent	As a shareholder	Chairman of the Board of Directors, Chairman of the Audit Committee and Member of the Remuneration and Nomination Committee (formerly)	Public contribution
4	Dr. Samir Abbas Hospital Contribution 2017-2019	Healthy	Not applicable	Nominated by contributor	Member of the Audit Committee (formerly)	Public contribution
5	Jabal Omar Development Company 2012 - 2015	Real estate	Independent	Nominated by contributor	Board Member and Audit Committee Member (Formerly)	Public contribution
6	Anaam Holding Group 2012-2015	Foodstuffs	Independent	Nominated by contributor	Board Member and Chairman of the Audit Committee (formerly)	Public contribution
7	Al-Ahli Takaful 2007-2010	Insurance	Not applicable	Nominated by contributor	Member of the Audit Committee (formerly)	Public contribution

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Personal Information of the nominated member						
Name: Faisal M. AlNaim						
D.O.B: 16 -07- 1962			Nationality: Saudi			
The educational qualifications of the nominated member						
Number	Qualification		Major	Date of obtaining the qualification	Name of the entity	
1	Doctorate Degree		Business Administration	2023	UCAM	
2	Master's degree		Business Administration	1992	KFUPM	
3	Master's Degree		Computer Science	1989	California State University	
4	BS Degree		Industrial Management	1984	KFUPM	
Work experiences of the nominated member						
Areas of expertise			Period			
Assistant Professor, AlYamamah University			20205 - Now			
Board Member – Mamlakat Kinda			2019 - Now			
Board Member – Mashoura Society			2019 - Now			
Freelance Trainer and Consultant			2018 - Now			
Senior Consultant Supply Chain and Risk Management – Saudi Aramco			1991 - 2020			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
NA						
NA						
NA						
NA						
NA						
NA						
NA						
NA						
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
NA						
NA						
NA						
NA						
NA						
NA						

PUBLIC

Personal Information of the nominated member						
Name: Mohannad Sameer Mahmoud Abualmajd						
D.O.B: 13/06/1985			Nationality: Saudi			
The educational qualifications of the nominated member						
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity		
1	Bachelor's Degree	Electrical & Engineering	2012	UDEX University, Egypt		
2	Technical Diploma	Electrical Power Installation & Transmission	2007	Technical College, Riyadh		
Work experiences of the nominated member						
Areas of expertise			Period			
Strategic marketing, brand management, development and execution of marketing strategies, leadership of work teams, innovation management, digital transformation, management of strategic partnerships, business development, planning and management of advertising campaigns, market analysis, management of entertainment & tourism assets, budget management, and commercial negotiations.			2006- present			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
None						
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
None						

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Personal Information of the nominated member						
Name: Zeyad Hasan Omar Alhazmi						
D.O.B: 04/07/1972			Nationality: Saudi			
The educational qualifications of the nominated member						
Number	Qualification	Major	Date of obtaining the qualification	Name of the entity		
1	Masters	Law	2007	Manchester		
2	Bachelors	Economics	1996	King Saud		
Work experiences of the nominated member						
Areas of expertise			Period			
Director General of Legal Advisory and International Law @ MoD			2019 - now			
DLA Piper Law Firm/ Financial services/ Senior Consultant			2018 - 2019			
Capital Market Authority/ Advisor Investigating CML violations			2008 - 2018			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
1	Zain KSA	Telecom	Independent	my self	NRC Chair	listed
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
/						

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Personal Information of the nominated member						
Name: Sufian Mansour Ibrahim Alhazmi						
D.O.B: 25/08/1981			Nationality: Saudi			
The educational qualifications of the nominated member						
Number	Qualification		Major	Date of obtaining the qualification	Name of the entity	
1	Master		Finance	2012	Newcastle Uni.	
2	Bachelor		Business admin.	2005	King Saud Uni	
Work experiences of the nominated member						
Areas of expertise			Period			
Internal audit			2024/08 till now			
Insurance - tax and corporate finance			2023/07 – 2021/08			
Investment – Accounting M&A and Financing			2021/08 – 2020/08			
Investment – Accounting M&A and Financing			2020/08 – 2017/01			
Multinational org. & Accounting			2017/12 – 2007/05			
Banks			2007/05-2005/05			
The current membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
N.A						
The previous membership in the boards of directors of other joint stock companies (listed or unlisted) or any other company, whatever its legal form or the committees emanating from it:						
Number	Co Number	Main Activity	Membership status (executive, non-executive, independent)	Nature of membership (representing himself or a representative of a legal person)	Committee membership	The legal form of the company
N.A						

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Item Eleven

Voting on the addition of the article (15) of the Company's bylaws related to the Issuance and Offering of Debt Instruments

تعديلات على النظام الأساسي للشركة السعودية لإعادة التأمين (إعادة)

Amendments to the Bylaws of the Saudi Reinsurance Company (Saudi Re)

ملاحظات / المواد ذات العلاقة Notes / Relevant Articles	نص المادة المقترح Proposed Text of the Article	نص المادة للنظام الأساس Text of the Article of the Bylaws	رقم المادة Article Number
السند النظامي المادة (117) من نظام الشركات. Regulatory Basis Article (117) of the Companies Law.	<p>يكون لمجلس الإدارة الصلاحية، وفقاً للأنظمة واللوائح ذات الصلة، وبعد الحصول على الموافقات اللازمة (إن وجدت) من الجهات المختصة، صلاحية إصدار صكوك (وأدوات دين خاصة أخرى، بالإضافة إلى أدوات قابلة للتداول بمختلف أنواعها ومسمياتها)، وذلك بالعملة السعودية أو بأي عملات أجنبية، من خلال إصدار واحد أو سلسلة من الإصدارات، وعلى جزء واحد أو عدة أجزاء، وذلك وفقاً للضوابط والقيود التالية:</p> <ul style="list-style-type: none"> • ألا تكون هذه الصكوك قابلة للتحويل إلى أسهم، • ألا تتجاوز قيمة هذه الصكوك 50% من قيمة رأس مال الشركة، • الحصول على موافقة الجهات التنظيمية (إن وجدت)، • الالتزام بالأوقات والمبالغ والشروط والكيفية التي يقرها مجلس الإدارة، واتخاذ جميع الإجراءات اللازمة المتعلقة بإصدار الصكوك، والحصول على موافقة الجهات المختصة من وقت لآخر، وذلك وفقاً لما تقتضيه الأنظمة ذات الصلة، وعلاوة على ذلك، يكون للمجلس الحق في تفويض شخص أو عدد من الأشخاص لممارسة صلاحياته فيما يتعلق بإصدار الصكوك، وتحويله/تحويلهم صلاحية تفويض كل أو جزء من تلك الصلاحيات لأي شخص أو أشخاص آخرين. <p>The Board of Directors has the authority, in accordance with the relevant laws and regulations, and after obtaining the applicable approvals (if any) from the competent authorities to issue Sukuk (and other private debt instruments as well as tradeable instruments of various kinds and names) in the Saudi currency and any foreign currencies, through one or a series of issuances and in one or several parts, according to the following controls and limitations:</p> <ul style="list-style-type: none"> • that such Sukuk are not convertible into shares; • that the value of such Sukuk does not exceed 50% the value of the company's capital; • the approval of the regulatory authorities is obtained (if any); • adhere to the times, amounts, conditions, and manner approved by the Board of Directors, to take all necessary measures related to the issuance of Sukuk and to obtain the approval of the competent authorities from time to time, as applicable by the relevant regulations; <p>Moreover, the Board has the right to empower a person or number of persons to exercise its power in relation to the Sukuk issuance and authorize him/they to delegate all or part of that power(s) to any other person(s).</p>	مادة جديدة New Article	الخامسة عشرة: إصدار وطرح أدوات الدين Article (15): Issuance and Offering of Debt Instruments
			تم إعادة ترقيم جميع مواد النظام. All articles of the Bylaws have been renumbered.