

# Corporate Governance

101 Governance at Saudi Tadawul Group	105 Procedure to inform Board members about Shareholders' feedback on the Company and its performance
101 Implemented and non-implemented provisions of the Corporate Governance Regulations	105 General Assembly Meetings
102 Groups Organizational Structure	106 Shareholder records requests
103 Shareholders' rights	106 Board of Directors
104 Disclosure Policy	118 Executive Management
104 Distribution of Dividends Policy	139 Board of Directors Declarations

**The Group prioritizes effective governance as a core value, actively fostering its implementation across its subsidiaries and promoting a culture of transparency and integrity.**



### Governance at Saudi Tadawul Group

The Saudi Tadawul Group prioritizes good governance as a core value and practice. This drives it to actively support the implementation of best-in-class corporate governance practices across its subsidiaries while fostering a culture of transparency and integrity guided by the following:

- Companies Law.
- Capital Market Law.
- Corporate Governance Regulations.
- Implementing Regulation of the Companies Law for Listed Joint Stock Companies issued by CMA.
- Company bylaws.

Therefore, the Group updated the governance manual, which was endorsed by the Board of Directors on 29-04-1445H (corresponding to 13-11-2023G) and complying with the relevant regulations and rules.

outline the essential functions necessary for execution, promoting effective decision-making, increasing transparency, ensuring equity, and safeguarding the rights of Shareholders and all Stakeholders. The governance manual includes, but is not limited to, provisions on:

- Shareholders’ rights.
- Rights related to the General Assembly Meeting.
- The Board of Directors, its structure, duties, and capabilities.
- Executive Management, its roles and responsibilities.
- Regulations relating to the committees within the Group, including their membership and meetings.

### Implemented and non-implemented provisions of the Corporate Governance Regulations

The Group applies all the provisions contained in the Corporate Governance Regulations issued by the Capital Market Authority (“CMA”), except the guiding provision quoted below:

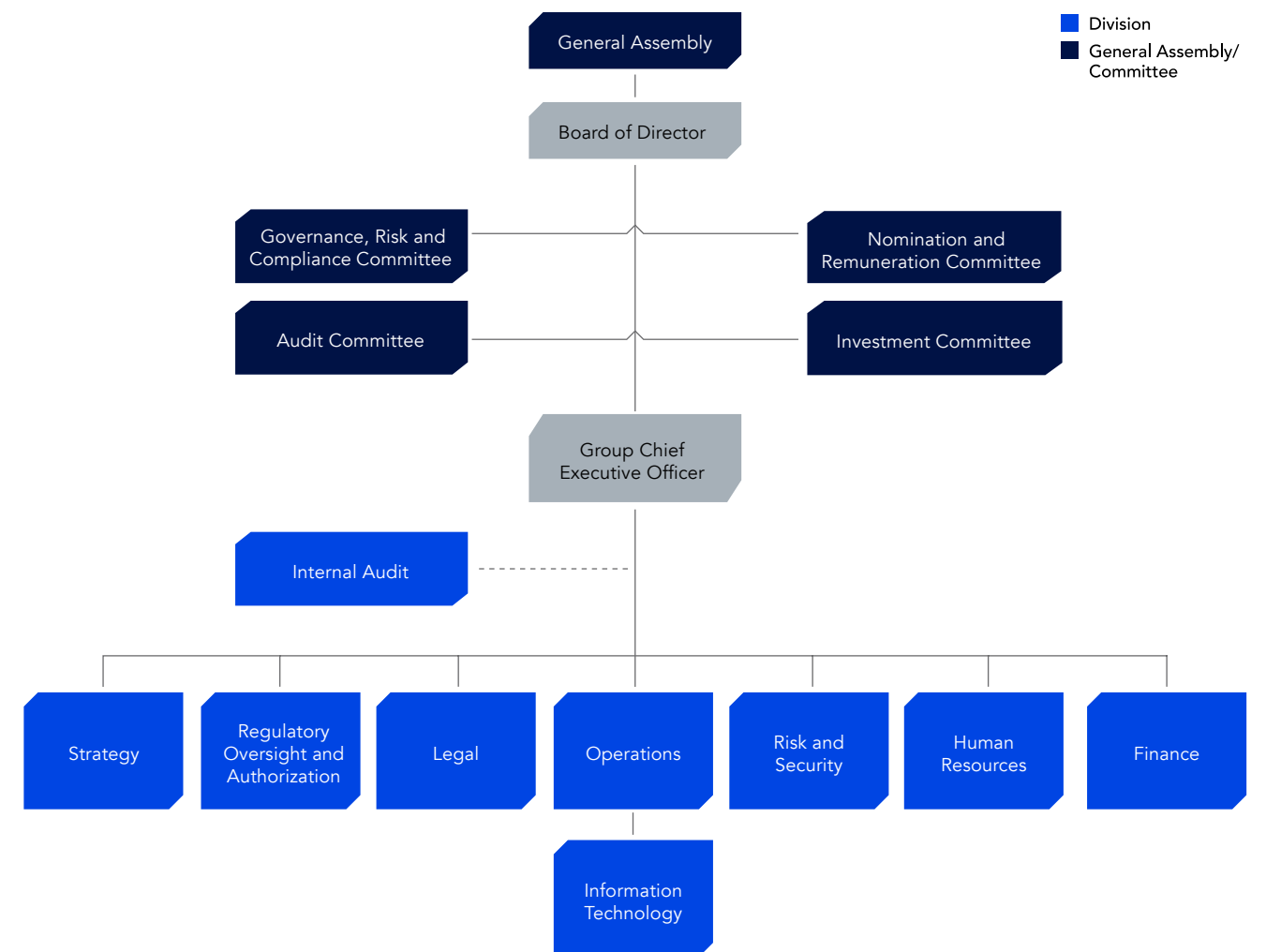
The internal governance of the Group is designed to

Article No.	Article provision	Reason
		This is a guiding article.
Article 51– Clause (C)	The Chairman of the Audit Committee shall be an Independent Director.	The formation of the Audit Committee, which includes more than two independent members of the Board of Directors, achieves the independence required by the Corporate Governance Regulations manner that ensures the performance of the Committee’s duties.
		This is a guiding article.
Article 67	The Company's Board shall, by resolution therefrom, form a committee to be named the Risk Management Committee. The Chairman and majority of its members shall be Non-Executive Directors. The members of that Committee shall possess an adequate level of knowledge in risk management and finance.	Referring to Article 47 clause (1) from the Corporate Governance Regulations, which stipulates that “the Board shall form specialized committees as follows; (1) as may be needed depending on the Company's circumstances in order to enable it to effectively perform its duties”. Also, it is worth mentioning that the Board of Directors of Saudi Tadawul Group Holding Company has formed a committee named the Governance, Risk and Compliance Committee.
		This is a guiding article.
Article 92	If the Board forms a Corporate Governance Committee, it shall assign to it the competences stipulated in Article (91) of these Regulations. Such Committee shall oversee any matters relating to the implementation of governance, and shall provide the Board with its reports and recommendations at least annually.	Referring to Article 47 clause (1) from the Corporate Governance Regulations, which stipulates that “the Board shall form specialized committees as follows; (1) as may be needed depending on the Company's circumstances in order to enable it to effectively perform its duties”. Also, it is worth mentioning that the Board of Directors of Saudi Tadawul Group Holding Company has formed a committee named the Governance, Risk and Compliance Committee.

### Group’s Organizational Structure

The Group has an organizational structure headed by the Board of Directors and supported by the Executive Management. The Board assumes the ultimate responsibility for the general direction, supervision, and control of the Group and the Executive Management.

The following chart sets out the organizational structure of the Group:



## Shareholders' rights

### Fair treatment of Shareholders

1. The Board is obliged to seek Shareholders' rights protection to ensure fairness and equality among them.
2. The Board and the Executive Management of the Holding Company is obliged not to discriminate among Shareholders who own the same type or class of shares nor prevent them from accessing any of their rights.
3. The Holding Company shall specify in its internal policies the procedures that are necessary to guarantee that all Shareholders exercise their rights.

### Rights related to shares

All rights related to shares shall be guaranteed to the Shareholder, and particularly the following:

1. To obtain his/her portion of the net profits, which are to be distributed in cash or through the issuance of shares.
2. To obtain his/her share of the Holding Company's assets upon liquidation.
3. To attend the General or Special Shareholders' Assemblies, take part in their deliberations and vote on their decisions.
4. To dispose of his/her shares in accordance with the provisions of the Companies Law and the CML and their implementing regulations.
5. To enquire and request to view the books and documents of the Holding Company, including the data and information related to the activities of the Holding Company and its operational and investment strategy without prejudice to the interests of the Holding Company or breach of the Companies Law and the CML and their implementing regulations.
6. To monitor the performance of the Holding Company and the activities of the Board.
7. To hold Board members accountable, to file liability lawsuits against them and appeal for nullification of the resolutions of the General and Special Shareholders' Assemblies in accordance with the conditions and restrictions provided in the Companies Law and the Bylaws of the Holding Company.
8. Preemptive rights to subscribe for new shares issued in exchange for cash unless otherwise specified in the Holding Company's Bylaws or when the Extraordinary General Assembly suspends the preemptive rights as per Article (129) of the Companies Law.
9. To request to view a copy of the Holding Company's Articles of Association and Bylaws unless the Holding Company publishes them on its website.

10. To record his/her shares in the Holding Company's Shareholders' register.
11. To nominate and elect the Board of Directors members.

### Shareholder access to information

1. The Board shall make available to the Shareholder, complete, clear, accurate and no misleading information to enable him/her to properly exercise his/her rights. Such information shall be provided at the proper times and shall be updated regularly.
2. The method used to provide information to the Shareholders shall be clear and detailed and shall include a list of the Holding Company's information that the Shareholders may obtain. This information shall be made available to all Shareholders of the same type or class.
3. Most effective methods in communicating with Shareholders must be used and shall not discriminate among Shareholders in respect of providing information.

### Communicating with Shareholders

1. The Board shall ensure communication between the Company and the Shareholders based on the common understanding of the strategic objectives and interests of the Company.
2. The Chairperson of the Board and the Chief Executive Officer shall inform the remaining Board members of the opinions of the Shareholders and discuss these opinions with them.
3. No Shareholder may intervene in the operations of the Board or the work of the Executive Management of the Company unless he/she is a member of its Board or its Management team; or unless his/her intervention is through the Ordinary General Assembly according to its powers or within the limits and situations permitted by the Board.

## Disclosure Policy

### Disclosures

1. The Holding Company is obliged to disclose any substantial developments that fall within its activity and whose knowledge is not available to the general public and may affect its assets and liabilities, financial position or the general course of its business or subsidiaries, and may lead to a change in the price of its listed securities or significantly affect its ability to meet its debt obligations.
2. The Holding Company is obliged to disclose the Annual Report of the Board in accordance with the statutory requirements to which the Holding Company is subject.
3. The Holding Company is obliged to disclose the Report of the Audit Committee in accordance with statutory requirements to which the Holding Company is subject.
4. The Holding Company is obliged to disclose the Holding Company's financial information in accordance with relevant statutory requirements.
5. The Holding Company is committed to developing policies and procedures related to the disclosure of conflicts of interest to all other Stakeholders in the Holding Company.
6. The Holding Company is committed to maintaining and protecting the confidentiality of information, in addition to taking all necessary steps to prevent the leakage of any information and material developments before disclosing them.

### Means of disclosure

The Holding Company is committed to making disclosure to Shareholders and Stakeholders without discrimination, in a timely, regular and accurate manner, and through appropriate disclosure means to the Holding Company's Shareholders and Stakeholders, including but not limited to:

1. Holding Company's website.
2. Reports issued by the Board of Directors of the Holding Company.

The Holding Company must comply with any time limits or other disclosure means specified by the relevant regulators.

### Clarity and validity of disclosures

1. The disclosure must only be clear, true, not misleading or incomplete, and for all Shareholders and Stakeholders alike without any distinction between one group and another.

2. The Holding Company is obliged not to ignore any statement to which it is bound by regulations.

## Distribution of Dividends Policy

- A. After deduction of all overheads and other costs, the annual net profits of the Holding Company shall be distributed as follows:
  1. The Ordinary General Assembly may, based on a proposal by the Board, retain a percentage of the net profits to form an additional reserve to be allocated for a certain purpose(s).
  2. The Ordinary General Assembly may resolve to retain other reserves to the extent that serves the Holding Company's interest or ensures, as far as possible, consistent distribution of dividends to Shareholders. The Assembly may also deduct from the net profits amounts to attain social purposes for the Holding Company's employees.
  3. The Board may recommend distribution of a certain percentage of the remaining profits to Shareholders. The Holding Company may distribute interim dividends on a semi-annual or quarterly basis following satisfaction of liabilities of related bodies.
- B. The Board must include in its Annual Report submitted to the General Assembly the portion of dividends distributed to Shareholders during different periods of the financial years in addition to the portion of dividends proposed for distribution at the end of the financial year, and the aggregate dividend amounts.
- C. The Holding Company must, upon resolving to distribute interim dividends, disclose and announce such resolution immediately, and provide the CMA with a copy thereof immediately.

### Entitlement to dividends

1. A Shareholder will be entitled to their share of dividends in accordance with the resolution adopted by the General Assembly in this regard. The resolution must indicate the date of entitlement and the date of distribution.
2. The Board must implement the General Assembly resolution with respect to dividend distribution to the registered Shareholders within fifteen (15) days from the date they become entitled to such dividends as determined in such resolution, or the Board's resolution for the distribution of interim dividends.

### Dividends distribution

The following are the details of the dividends distributed for the year 2022 and declared proposal of dividends for 2023:

	<b>2023 (Recommended)</b>	<b>2022</b>
Distribution date	Will be determined following AGM Approval	21-05-2023
Dividend per share (SAR)	2.30	2.31
Total amount distributed (SAR million)	276.0	277.2

### The procedure taken by the Board to inform its members, Non-Executive Directors in particular, of the Shareholders' suggestions and remarks on the Company and its performance

Where applicable, the Board members are informed through the Chairperson, of the Shareholders' suggestions and remarks on the Company and its performance.

### General Assembly Meetings

Name	Position	<b>OGM 20-10-1444 10-05-2023</b>	<b>EGM 29-05-1445 13-12-2023</b>
Mrs. Sarah Al-Suhaimi	Chairperson of the Board	Attended	Attended
Mr. Yazeed Al-Humaid	Vice-Chairperson of the Board	Attended	Absent
Eng. Khalid Al-Hussan	Member	Attended	Attended
Ms. Rania Nashar	Member	Attended	Attended
Mr. Sabti Al-Sabti	Member	Attended	Absent
Mr. Mark Makepeace	Member	Attended	Attended
Mr. Xavier Rolet	Member	Absent	Absent
Mr. Hashem Al-Hekail	Member	Attended	Attended
Eng. Sultan Al-Deghaither	Member	Absent	Attended

### Shareholder records requests

Number of Shareholders' Records Requests	Date of Request	Reason for Request
1.	02-01-2023	Periodic reports
2.	02-02-2023	Periodic reports
3.	02-03-2023	Periodic reports
4.	03-04-2023	Periodic reports
5.	07-05-2023	General Assembly Meeting
6.	09-05-2023	General Assembly Meeting
7.	04-06-2023	Periodic reports
8.	03-07-2023	Periodic reports
9.	02-08-2023	Periodic reports
10.	04-09-2023	Periodic reports
11.	02-10-2023	Periodic reports
12.	02-11-2023	Periodic reports
13.	12-12-2023	General Assembly Meeting

### Board of Directors

#### Composition of the Board of Directors

The Board of Directors is composed of nine (9) members elected by the Ordinary General Assembly for a period of three (3) years, renewable for one or more terms. The Ordinary General Assembly in its meeting dated 28-12-2022 elected the Board members for the new term for a period of three (3) Gregorian years commencing on 02-01-2023G until 01-01-2026G.

#### Members of the Board of Directors

Member Name	Position	Membership Type	Nationality
Mrs. Sarah Al-Suhaimi	Chairperson of the Board	Independent	Saudi
Mr. Yazeed Al-Humaid	Vice-Chairperson of the Board	Non-Executive	Saudi
Eng. Khalid Al-Hussan	Member	Executive	Saudi
Ms. Rania Nashar	Member	Non-Executive	Saudi
Mr. Sabti Al-Sabti	Member	Non-Executive	Saudi
Mr. Mark Makepeace	Member	Non-Executive	British
Mr. Xavier Rolet	Member	Non-Executive	French
Mr. Hashem Al-Hekail	Member	Independent	Saudi
Eng. Sultan Al-Deghaither	Member	Independent	Saudi

## Board of Directors' biographies



### Mrs. Sarah Al-Suhaimi

Position: Chairperson of the Board  
Nationality: Saudi  
Appointment date: 2 January 2023  
Membership type: Independent

Mrs. Sarah Al-Suhaimi is the Chairperson of the Saudi Tadawul Holding Group Company Board of Directors, which is considered the largest exchange in the Middle East. In her capacity, Mrs. Al-Suhaimi spearheads Tadawul's efforts to integrate the Saudi Capital Market with global peers by way of aligning the platforms operations and governing regulations.

Mrs. Al-Suhaimi is also the Chairperson of Lazard in Saudi Arabia, the Middle East, and North Africa, a Board member at the General Authority of Statistics, a Board member at the Saudi Telecom Company, the Saudi Arabian Airlines Public Agency, and the Cultural Development Fund. In addition, Mrs. Al-Suhaimi is a trustee of the International Financial Reporting Standards Foundation and Director of the Regional Voluntary Carbon Market Company.

Mrs. Al-Suhaimi served as the CEO of Saudi National Bank Capital (SNB Capital) from 2014 to 2021 and was a member of the Board of Directors. During her tenure, AUMs grew by over four times, NCBC's brokerage market share increased by more

than 10% and the bank executed multiple large investment banking mandates earning league table status in DCM and M&A.

Mrs. Al-Suhaimi served a two-year term as Vice-Chairperson of the Advisory Committee of the Capital Market Authority (CMA) Board of Directors from 2013 to 2015.

Prior to that, Mrs. Al-Suhaimi led the Asset and Wealth Management Division at Jadwa Investment Company, where she was also the Chief Investment Officer from 2007 to 2014, and a member of the firms' Management Committee. Mrs. Al-Suhaimi started her career within asset management at Samba Capital.

Mrs. Al-Suhaimi holds a Bachelor's degree in Accounting with Honors from King Saud University, and completed the General Management program in Harvard Business School.

### Positions and Memberships

#### Current memberships and positions:

- Independent Director, Saudi Telecom Company (STC), a Saudi listed joint stock company.
- Investment Committee Member, Saudi Telecom Company (STC), a Saudi listed joint stock company.
- Independent Director, SAUDIA, a Saudi public institution.
- Audit Committee Member, SAUDIA, a Saudi public institution.
- Independent Director, Cultural Development Fund, a Saudi Governmental Fund.
- Director, Child Care Association, a Saudi private organization.
- Board of Trustees member, IFRS Foundation, a non-profit organization in the UK.
- Director, Nomination and Remuneration Committee Chairperson Regional Voluntary Carbon Market Company.
- Chairperson, Lazard Saudi Arabia, a Saudi closed joint stock company.

### Previous memberships and positions:

- Executive Director, SNB Capital Company, a Saudi closed joint stock company.
- CEO, SNB Capital Company, a Saudi closed joint stock company.
- Advisory Committee Vice-Chairperson, Capital Markets Authority (CMA), a Saudi Government Authority.
- Head of Asset and Wealth Management and Chief Investment Officer, Jadwa Investment, a Saudi closed joint stock company.

### Committee Memberships

- Chairperson of the Investment Committee.



### Mr. Yazeed Al-Humaid

Position: Vice-Chairperson of the Board  
Nationality: Saudi  
Appointment date: 2 January 2023  
Membership type: Non-Executive

Mr. Yazeed Al-Humaid is the Deputy Governor and the Head of MENA Investments at the Public Investment Fund (PIF), where his responsibilities include managing two key investment pools: Saudi Equity Holdings and Saudi Sector Development, with a significant number of key assets under management. His responsibilities also include attracting international strategic partners and other entities to Saudi Arabia – both for investing as well as to localize cutting edge technologies – thus enabling PIF to effectively execute its role as a driver of the Kingdom's economy.

Mr. Al-Humaid joined PIF in 2015 as an Advisor to His Excellency the Governor of PIF – to contribute to the restructuring of the organization as well as for crafting its strategy – post its reallocation to Council of Economic and Development Affairs (CEDA). In 2016, he was appointed as the Chief of Staff while retaining his advisory post. As Chief of Staff, he was responsible for a number of outstanding achievements and accomplishments that included contributing to the development of the PIF

updated strategy and business plan; managing PIF investment projects from inception to becoming established companies; developing a comprehensive governance model for PIF portfolio companies along with establishing the foundations and mechanisms for representations in the Boards of Directors of PIF portfolio companies, developing several international strategic partnerships, and enhancing PIF relations to become an enabler to other local entities.

Mr. Al-Humaid's contributions also extend beyond the organizational boundaries by virtue of his various memberships in permanent committees of PIF such as the Management Committee, the Portfolio Companies Nomination Committee, Management Investment Committee. It also extends to outside of the PIF in the public and private sectors such as the Chairman of the National Security Services Company, Vice-Chairman for the Saudi National Bank, the Saudi Tadawul Holding Group, Saudi Telecom Company (STC), and Saudi Egyptian Investment Company and memberships in Boards of Directors of several companies such as Saudi Arabian Airlines, Civil Aviation Holding, Richard Attias & Associates and Flyadeal, in addition to also being a member in several subcommittees of the aforementioned Boards of Directors.

In addition to his tenure at PIF, Mr. Al-Humaid's career spans more than 18 years of extensive and valuable experience in both financial and management fields; working in a leading international company PricewaterhouseCoopers as well as the House of National Consulting from 2004 to 2008; thereafter joining the Capital Market Authority (CMA) until 2015. During this period, he headed the Mergers and Acquisitions team and was exposed to leading international investment practices as he also got seconded to work at the Malaysian Securities Commission and the regulatory body of mergers and

acquisitions in the United Kingdom. He also served as Advisor to HE the Chairman of CMA, enabling him to develop a comprehensive understanding of CMA and its practices.

Mr. Al-Humaid holds a Bachelor's degree in Accounting from the King Saud University, along with being certified in Executive Management programs of several top tier international academic institutions such as the London Business School.

### Positions and Memberships

#### Current memberships and positions:

- Deputy Governor and Head of MENA Investments, Public Investment Fund (PIF), a Saudi Government fund.
- Vice Chairman of the Saudi Egyptian Investments Company, a closed joint stock company in Egypt.
- Board Member and Member of the Executive Committee, Civil Aviation Holding Company (Matarat), a Saudi closed joint stock company.
- Board Member Richard Attias & Associates Company, a limited liability company in the UAE.
- Vice Chairman and Member of the Executive Committee and Audit Risk and Compliance Committee of Saudi Airlines (SAUDIA), a Saudi public institution.
- Board Member and Member of the Internal Audit Committee, Flyadeal Company, a Saudi closed joint stock company.
- Non-Executive Board member of the Red Sea Cruise Ships Company, a Saudi closed joint stock company.
- Vice Chairman of Desert Resorts Development Company, a Saudi closed joint stock company.
- Member of the Board of Directors and the Executive Committee of the Saudi Electronic Gaming Holding Company (Savvy), a Saudi closed joint stock company.



- Member of the Board of Directors and the Executive Committee of the Saudi Information Technology Company (SITE), a Saudi closed joint stock company.
- Member of the Board of Directors of Ceer National Automotive Company (Ceer), a Saudi closed joint stock company.
- Member of the Executive Committee of Industrial Company for Electronics "Alaat", a Saudi closed joint stock company.
- Vice-Chairman and Member of the Executive Committee of Saudi Telecom Company (STC), a Saudi listed joint stock company.
- Vice-Chairman and Member of the NRC Committee, Saudi National Bank (SNB), a Saudi listed joint stock company.
- Chairman and Chairman of the NRC Committee of National Security Services Company (SAFE), a Saudi closed joint stock company.

#### Previous memberships and positions:

- Head of Local Holding Investments, Public Investment Fund (PIF), a Saudi Government fund.
- Chief of Staff, Public Investment Fund (PIF), a Saudi Government fund.
- Advisor, Public Investment Fund (PIF), a Saudi Government fund.
- Manager of M&A Department, Capital Markets Authority (CMA), a Saudi Government Authority.
- Chairman Advisor, Capital Markets Authority (CMA), a Saudi Government Authority.
- M&A Senior Specialist, Capital Markets Authority (CMA), a Saudi Government Authority.

#### Committee Memberships

- Member of the Investment Committee.



#### Eng. Khalid Al-Hussan

Position: Member

Nationality: Saudi

Appointment date: 2 January 2023

Membership type: Executive

Eng. Khalid Al-Hussan is a Board member and the Chief Executive Officer of Saudi Tadawul Group. He also serves as the Chairman of the Saudi Exchange, the Securities Depository Center Company (Edaa), the Securities Clearing Center Company (Muqassa), Tadawul Advanced Solution Company (WAMID), an applied technology services business and the innovation arm of Saudi Tadawul Group. Additionally, Eng. Al-Hussan is a board member in the World Federation of Exchanges (WFE) and Tadawul Real Estate Company, and E-Finance for Digital and Financial Investments (S.A.E.).

Eng. Al-Hussan has more than 17 years of capital market and financial sector experience and possesses a wide range of expertise from business development and corporate planning to strategy and operations. Preceding his appointment as CEO of the Group, Eng. Al-Hussan was the CEO of the Saudi Stock Exchange (Tadawul) – now known as the Saudi Tadawul Group – for more than five years.

Throughout his tenure at the Exchange, Eng. Al-Hussan has overseen the introduction and implementation of several key development programs, including the Qualified Foreign Investor (QFI) framework, the inclusion of Tadawul in the emerging markets' indices, the launch of Nomu and the derivative markets, the development of the fixed income market and the record-setting IPO of Saudi Aramco. Notably and most recently, led the transformation into the Saudi Tadawul Group. Prior to joining the Exchange, Eng. Al-Hussan

worked in the insurance sector, managing areas of business product development and strategy.

Eng. Al-Hussan is an engineer and holds an MBA from the University of Colorado, where he is also a certified entrepreneur.

#### Positions and Memberships

##### Current memberships and positions:

- Non-Executive Chairperson, Securities Clearing Center Company "Muqassa", a Saudi closed joint stock company.
- Regulatory Policy and Oversight Committee member, Securities Clearing Center Company "Muqassa", a closed joint stock company.
- Compliance Committee Chairperson, Securities Clearing Center Company "Muqassa", a Saudi closed joint stock company.
- Information Technology Committee Chairperson, Securities Clearing Center Company "Muqassa", a Saudi closed joint stock company.
- Non-Executive Chairperson, Saudi Exchange Company, a Saudi closed joint stock company.
- Regulatory Policy and Oversight Committee Member, Saudi Exchange Company, a Saudi closed joint stock company.
- Compliance Committee Chairperson, Saudi Exchange Company, a Saudi closed joint stock company.
- Information Technology Committee Chairperson, Saudi Exchange Company, a Saudi closed joint stock company.
- Non-Executive Chairperson, Securities Depository Center Company "Edaa", a Saudi closed joint stock company.
- Regulatory Policy and Oversight Committee member, Securities Depository Center Company "Edaa", a Saudi closed joint stock company.
- Compliance Committee Chairperson, Securities Depository Center Company "Edaa", a Saudi closed joint stock company.
- Information Technology Committee Chairperson, Securities Depository Center Company "Edaa", a Saudi closed joint stock company.
- Non-Executive Chairperson, Tadawul Advanced Solutions Company "WAMID", a Saudi closed joint stock company.
- Non-Executive Director, World Federation of Exchanges, a nonprofit global federation of capital markets in the UK.

- Non-Executive Director, Tadawul Real Estate Company, a Saudi limited liability company.
- Investment Committee member, E-finance for Digital & Financial Investments Company.
- Non-Executive Board member, E-finance for Digital & Financial Investments Company.
- Nomination and Remuneration Committee member, E-finance for Digital & Financial Investments Company.

##### Previous memberships and positions:

- Director, Arab Federation of Exchanges, a nonprofit Arab federation of capital markets in Lebanon.
- Audit Committee member, Tadawul Real Estate Company, a Saudi limited liability company.
- Regulatory Policy and Oversight Committee member, Saudi Tadawul Group (formerly known as Saudi Stock Exchange "Tadawul"), a Saudi listed joint stock company.
- Advisory Committee member, Capital Markets Authority (CMA), a Saudi Government entity.
- Acting Executive Director, Saudi Tadawul Group (formerly known as Saudi Stock Exchange "Tadawul"), a Saudi listed joint stock company.
- Chief of Markets, the Company Saudi Tadawul Group (formerly known as Saudi Stock Exchange "Tadawul"), a Saudi listed joint stock company.
- Chief of Assets and Deposit, the Company Saudi Tadawul Group (formerly known as Saudi Stock Exchange "Tadawul"), a Saudi listed joint stock company.
- Chief of Strategy, the Company Saudi Tadawul Group (formerly known as Saudi Stock Exchange "Tadawul"), a Saudi listed joint stock company.
- General Manager of Strategy, Company for Cooperative Insurance (Tawuniya), a Saudi listed joint stock company.
- Member of the National Investment Coordination and Attraction Committee – General Authority for investment.
- Chairperson, Arab Federation of Exchanges, a nonprofit Arab federation of capital markets in Lebanon.

#### Committee Memberships

- Member of the Investment Committee.
- Member of the Governance, Risk and Compliance Committee.



### Ms. Rania Nashar

Position: Member  
Nationality: Saudi  
Appointment date: 2 January 2023  
Membership type: Non-Executive

Ms. Rania Nashar joined the Public Investment Fund (PIF) as a Senior Advisor to the Governor in February 2021, where she advises His Excellency Yasir Al-Rumayyan, Governor of PIF, in areas of business and governance, drawing on more than 20 years of professional experience in the banking industry. In addition, she is the Head of Compliance and Governance at the Public Investment Fund and the Chairperson of the Regional Voluntary Carbon Market Company.

Prior to joining PIF, Ms. Nashar served as the CEO of Samba Financial Group (SFG), making her the first Saudi woman to lead a major banking group in the Kingdom of Saudi Arabia. She first joined SFG in 1997 at the start of her banking career, where she served in various positions across different divisions of the Group and played a pivotal role in bringing vital changes and developments to SFG's business sectors.

Ms. Nashar also holds various other leadership and advisory positions. During her time at SFG, she served as Vice Chair of the Samba Capital Board and as a Board member of Samba Bank Limited in Pakistan, Samba Global Markets Limited. She also served as a Board member at Institute of International Finance (IIF) in USA. In March 2019, the Board of the Capital Market Authority of Saudi Arabia (CMA) appointed Ms. Nashar as Vice Chair of the CMA Advisory Committee. Ms. Nashar also serves as Board member of

STC, the Saudi Stock Exchange, the National Center for Performance Measurement, Saudi Space Commission and Saudi Polo Federation. Also, she chairs the Audit Committee at FIL.

Some of Ms. Nashar's other major achievements throughout her career include becoming the first Saudi woman to lead the audit and risk review functions for all business and operations areas at SFG, including investment business, corporate and individual banking, and risk management. She is also the first woman in the GCC financial sector to lead a compliance group and first Saudi woman to be named a certified anti-money laundering specialist by the Association of Certified Anti-Money Laundering Specialists (ACAMS) in the USA. During KSA G20 Presidency, Ms. Nashar chaired the B20 Women in Business Action Council and G20 EMPOWER Alliance. Currently, she is serving as a Co-Chair in Action Council for B20 Women in Business.

Ms. Nashar holds a Bachelor's degree with Honors in Computer Science and Technology from Kind Saud University. She has been recognized by Forbes on multiple occasions for her professional achievements, being named among the Top 100 Powerful Women in the World in 2018, 2019 and 2020.

### Positions and Memberships

#### Current memberships and positions:

- Non-Executive Director, Saudi Telecom Company (STC) a Saudi listed joint stock company.
- Director, the National Center for Performance Measurement (Aadaa), a Saudi Government entity.
- Director, Saudi Space Commission, a Saudi Government entity.
- Director, Saudi Polo Federation, a Saudi sport federation.
- Risk Committee Chairperson, Saudi Telecom Company (STC), a Saudi listed joint stock company.
- Remuneration and Nomination Committee member, Saudi Telecom Company (STC), a Saudi listed joint stock company.
- Audit Committee Chairperson, National Center for Performance Measurement (Aadaa), a Saudi Government entity.

- Head of Compliance and Governance, Public Investment Fund (PIF), a Saudi Government fund.
- Audit Committee Chairperson, Future Investment Initiative Institute, a Saudi nonprofit civil institution.
- Executive Committee member, Saudi Space Commission, a Saudi Government entity.
- Remuneration and Nomination Committee member, Saudi Space Commission, a Saudi Government entity.
- Audit Committee member, Saudi Space Commission, a Saudi Government entity.
- Governor Advisor, Public Investment Fund (PIF), a Saudi Government fund.
- Chairperson, Regional Voluntary Carbon Market Company.

#### Previous memberships and positions:

- Non-Executive Vice-Chairperson, Samba Capital and Investment Management Company, a closed joint stock company.
- CEO, Samba Financial Group (currently known as Saudi National Bank), a Saudi listed joint stock company.
- Audit Committee member, Samba Bank Limited, a listed joint stock company in Pakistan.
- Remuneration and Nomination Committee member, Samba Bank Limited, a Saudi listed joint stock company in Pakistan.
- Chief of Audit and Executive Review, Samba Financial Group (currently known as Saudi National Bank), a Saudi listed joint stock company.
- Chief of Compliance, Samba Financial Group (currently known as Saudi National Bank), a Saudi listed joint stock company.
- Director, Samba Global Markets Limited, a limited liability company in Cayman Island.
- Non-Executive Director, Samba Bank Limited, a listed joint stock company in Pakistan.

### Committee Memberships

- Chairperson of the Governance, Risk and Compliance Committee.



### Mr. Sabti Al-Sabti

Position: Member  
Nationality: Saudi  
Appointment date: 2 January 2023  
Membership type: Non-Executive

Mr. Sabti Al-Sabti is the previous CEO of Riyadh Capital from 2018-2023, an investment bank that works in all areas and activities of financial markets. Mr. Al-Sabti is also a Board member in Zakat, Tax and Customs Authority, Board member in Fund of Funds Company "Jada", Board member in Saudi Venture Capital Company SVC, and Board member in General Authority of Awqaf.

He started his career with PricewaterhouseCoopers (PwC), and previously worked as Head of the Listed Companies and Investment Products Deputy at the Capital Market Authority, where he assumed responsibility for overseeing six different departments in the Authority, performing many organizational and development tasks in the following areas: public and private securities offering, mergers and acquisitions, investment product development, asset management, disclosure and corporate governance of listed companies.

Mr. Al-Sabti obtained a Bachelor's degree in Accounting from King Saud University, and a Master's degree in Business Administration from Colorado Technical University, and also obtained a Certified Public Accountant's Certificate from the Saudi Organization for Certified Public Accountants (SOCPA) and American Institute of Certified Public Accountants Certificate (CPA).

### Positions and Memberships

#### Current memberships and positions:

- Independent Board member, Zakat Tax and Customs Authority, a Saudi Government entity.
- Board member, Fund of Funds Company "JADA".
- Board member, Saudi Venture Capital Company SVC.

#### Previous memberships and positions:

- Head of the Listed Companies and Investment Products Deputy at the Capital Market Authority (CMA), a Saudi Government authority.
- CEO, Riyadh Capital, a Saudi closed joint stock company.

### Committee Memberships

- Member of the Investment Committee.



### Mr. Mark Makepeace

Position: Member  
Nationality: British  
Appointment date: 2 January 2023  
Membership type: Non-Executive

Mr. Mark Makepeace is the CEO of Wilshire Indexes and Co-Chairman of Wilshire Advisors and, as a result, a director in a number of Wilshire subsidiaries. He is also a Board member in the Singapore Stock Exchange and Tadawul Advanced Solutions Company (WAMID). Previously he was the Founder of FTSE Russell and its CEO until January 2019 and the Executive Director of Information Services at the London Stock Exchanges Group (LSEG). He has been a UNICEF Vice President in the UK since 2011.

Mr. Makepeace started his career in the financial services field in 1985 after joining the London Stock Exchange and worked during this period to develop the stock market's business in the field of information technology and services.

He also led the equities regulation in the United Kingdom and participated in establishing the first international stock market across borders in Europe. He was the founder and CEO of FTSE Russell since 1995 until 2019 and Executive Director of Information Services at the London Stock Exchange Group from 2012 to 2019.

He has experience of more than 20 years in developing successful joint ventures, and has succeeded in establishing alliances with stock exchanges, academics, and leading industrial groups all over the world. He has founded successful businesses in Asia, Europe, the Middle East, Africa, and the Americas, and was also the first Chairman and founding member of the Index Industry Association.

### Positions and Memberships

#### Current memberships and positions:

- Vice-Chairman and CEO, Monica Top GP (Cayman) (Wilshire Global Advisors), a limited liability company.
- Independent Director, Singapore Exchange, the Capital Market of Singapore.
- CEO, Wilshire Global Advisors, a Limited Liability Company, in the US and Europe.
- Non-Executive Vice-Chairman, Tadawul Advanced Solutions Company (WAMID), a Saudi closed joint stock company.
- Chairman and Owner, M8R LIMITED, a limited liability company (outside the Kingdom).

#### Previous memberships and positions:

- Executive Information Services Director, London Stock Exchange Group, a British security company in the UK.
- CEO, FTSE Russell, a limited liability company in the UK.

### Committee Memberships

- Member of the Nominations and Remunerations Committee.



### Mr. Xavier Rolet

Position: Member  
Nationality: French  
Appointment date: 2 January 2023  
Membership type: Non-Executive

Mr. Xavier Rolet is currently Chairman of the Board of Shore Capital Markets, a Board member of Tadawul Advanced Solutions Company (WAMID), Senior Advisor to Towerbrook Capital Partners LLP, Board member of Columbia Business School, of the Yale University Center for Business and the Environment, and a Harvard University Advanced Leadership Fellow.

He is also a Director and Board member of various private US and EU Agricultural and Conservation organizations and an External Director for Portfolio Companies at the Public Investment Fund (PIF).

He was previously Chairman of the Board of World Quantum Growth Acquisition Corporation, Board member of Seplat Energy Plc, Chairman of Phosagro PJSC, CEO of CQS (UK) LLP, and CEO of the London Stock Exchange Group (LSEG) from 2009 until 2017, during which time its market capitalization increased from USD 1.2 billion to USD 24 billion. Prior to that, he worked for Lehman Brothers in New York as co-head of Global Equities and Derivatives trading, head of European and Asian Equities in London and CEO of Banque Lehman Brothers in Paris. Prior to Lehman Brothers, he was global head of European Equities at Credit Suisse First Boston and a Vice-President and Executive Director at Goldman, Sachs & Co. in New York and London.

After graduating from Kedge Business School with an MSc in Management studies in 1981, Mr. Rolet served as a Second Lieutenant and Instructor at the French Air Force Academy. He received a Master's degree in Business Administration from Columbia Business School in 1984 and a postgraduate degree from the Paris-based Institute of Advanced Studies in National Defense (IHEDN) in 2008. Mr. Rolet was appointed a Knight Commander of the British Empire (Hon) in 2015, a Knight of the Order of the French Legion of Honor, an Officer of the Royal Sharifian Order of Al-Alawi in 2016, and a recipient of the Order of Friendship of the Russian Federation in 2017. He featured in the 2017 Harvard Business Review list of the Best 100 CEOs in the world.

### Positions and Memberships

#### Current memberships and positions:

- Chairperson and CEO, World Quantum Growth Acquisition Corp, NYSE-listed special purpose acquisition company in the USA.
- Independent Non-Executive Director, Golden Falcon Acquisition Corp, NYSE-listed special purpose acquisition company in the USA.
- Non-Executive Director, Tadawul Advanced Solutions Company, a Saudi closed joint stock company.
- Independent Non-Executive Director, Seplat Petroleum Development Company, a joint stock company listed in London and Nigeria.
- Corporate Portfolio External Director, Public Investment Fund (PIF), a Saudi Government entity.
- Nomination and Remuneration Committee Chairperson, Seplat Petroleum Development Company, a joint stock company listed in London and Nigeria.
- Expert advisor, Shanghai Institute of Finance for the Real Economy, a Government institute.
- Managing Partner, Grayling Centennial LLC, a limited liability company in the USA.
- Chairperson, Shore Financial Markets, a limited liability company.
- Member, Centennial Valley Association, a nonprofit organization in the USA.
- Director, SAS La Verriere Company, a simple joint stock company (outside the Kingdom).
- Board of Advisors member, Ranchlands in the USA.

- Director, Columbia Business School, a business college in the USA.
- Partner, SCI La Verriere, a real estate investment company, a partnership (outside the Kingdom).
- Partner, SCEA Domaine de la Verriere, a partnership (outside the Kingdom).
- Chairperson of Board of Directors for the Phosagro PJSC.
- Board member of Centennial Valley Association.
- Independent Board member of KM Dastur Ltd.

#### Previous memberships and positions:

- Chairperson, Phosagro PJSC, a joint stock company in Moscow.
- Independent Non-Executive Director, Verseon Company in the USA.
- Expert Advisors Committee member, a Department for the International Trade (DIT), a government agency in the UK.
- CEO, London Stock Exchange Group, a British Securities Company in the UK.
- Governor's Financial Services Forum, Bank of England, a British Government entity.
- Financial Services Trade and Investment Board member, HM Treasury, a government entity in the UK.
- Securities and Markets Stakeholders Group member, European Securities and Markets Authority (ESMA).
- Second Lieutenant and Instructor at the French Air Force Academy.
- Director, Marketing Mediterranee, a junior enterprise in France.

### Committee Memberships

- Member of the Governance, Risk and Compliance Committee.





### Mr. Hashem Al-Hekail

Position: Member  
Nationality: Saudi  
Appointment date: 2 January 2023  
Membership type: Independent

Mr. Hashem Al-Hekail is now the Chairperson of the Boa Technology Company Board of Directors, a Board member of Saudi Housing Security Company, and a Board member and Chairperson of Audit Committee at Derayah Financial.

Mr. Al-Hekail has previously worked as Deputy Governor of the Saudi Central Bank (SAMA) for developing the financial sector and national initiatives, and he also cofounded Derayah Financial, and has worked as a co-CEO responsible for operations and technology.

Mr. Al-Hekail has more than 30 years of experience in the field of technology, analysis, system design, and engineering work procedures and investment accounts. He began his career in 1983 as an auditor at SAMA; after holding several positions there including Government Accounts Manager and Information Technology Manager. He then moved to SNB, where he supervised systems development projects in addition to supporting and maintaining existing systems. He then co-founded Derayah Financial and thereafter returned to SAMA.

Mr. Al-Hekail obtained a Bachelor's degree in Social Services from King Saud University in 1981, and a professional Diploma in Financial Supervision from the Institute of Public Administration in 1983. He has also participated in technical and management training programs at various institutions, including Harvard University and the Massachusetts Institute of Technology.

### Positions and Memberships

#### Current memberships and positions:

- Independent Director, Derayah Financial, a Saudi closed joint stock company.
- Audit Committee Chairperson, Derayah Financial, a Saudi closed joint stock company.
- Chairperson, BWA Information Technology Company, a Saudi closed joint stock company.
- Director, Hyper Pay Inc, a closed joint stock company in the British Virgin Island.
- Board member, Saudi Housing Security Company "Damanat" a Saudi closed joint stock company.

#### Previous memberships and positions:

- Independent Director, Bayan Payments Limited, a Saudi limited liability company.
- Co-Director, Derayah Financial, a Saudi closed joint stock company.
- Deputy Governor, Saudi Central Bank, the Central Bank of the Kingdom of Saudi Arabia.

### Committee Memberships

- Member of the Audit Committee.



### Eng. Sultan Al-Deghaither

Position: Member  
Nationality: Saudi  
Appointment date: 2 January 2023  
Membership type: Independent

Eng. Sultan Al-Deghaither serves as the Chief Executive Officer of the Mobile Telecommunications Company Saudi Arabia (Zain KSA), Vice-Chairman and Managing Director of Tamam Financing Company (Tamam), and the Chairman of the Board of Directors of PLAYHERA MENA e-sports company.

Eng. Al-Deghaither possesses a track record of 19 years of achievements and expertise in executive, operational, and technical management. Eng. Al-Deghaither has led several trailblazing projects that positioned Zain KSA as a leading telecom and digital services company and the partner of choice in the Kingdom.

Eng. Al-Deghaither has championed the company's financial and operational transformation, increased the market value and extinguished more than SAR 2 billion of accumulated losses, and distributed cash dividends for the first time in the company's history in 2022 after Zain KSA achieved record revenues and profits, which positioned Zain KSA among the 50 top-ranking brands in the Kingdom. Eng. Al-Deghaither was deeply involved in developing and advancing the company's networks within the Kingdom. In 2019, he led the rollout of the fourth-largest 5G network in the world and the largest 5G network in the Middle East, Europe, and Africa.

He has also articulated a strategic vision for Zain KSA's business sector, promoting large-scale investment in innovative technologies and digital solutions and services, ranging from cloud computing to future 5G applications, such as Internet of Things (IoT), artificial intelligence (AI), blockchain, and drones.

Eng. Al-Deghaither has managed Zain KSA's transformational process from a telecom company to an integrated digital ecosystem that served as a key pillar for the emergence and growth of a variety of new technology sectors in the Kingdom. In 2022, he led the strategic partnership between Zain KSA and PLAYHERA MENA.

With his extensive experience, Eng. Al-Deghaither was able to advance the FinTech sector in the Kingdom and launched Tamam Financing Company as the first consumer micro-financing entity in the Kingdom and the Middle East. He supervised its expansion and operational plan, reaping record profits in a short term.

Eng. Al-Deghaither's leadership approach is characterized by the application of the values of inclusion and diversity at Zain KSA. Under his leadership, the company has witnessed Saudi women empowerment at the leadership level, enhancing their presence in the telecommunications sector and achieving gender equality. Through his leadership, Zain KSA has become a champion of sustainability and a pioneer in utilizing green technology across its networks and operations, where in 2023, Zain KSA culminated its efforts by signing a framework agreement with the Shareek program to launch several hyper scale data centers across the Kingdom with the presence of HRH Crown Prince and Prime Minister Mohammed bin Salman. Zain KSA also launched the first zero-emission 5G network worldwide at the Six Senses Southern Dunes resort at The Red Sea.

Eng. Al-Deghaither has been ranked among the 10 best CEOs in the telecommunications sector out of more than 700 CEOs of companies listed in the GCC. He holds a Bachelor's degree in Telecommunications and Electrical Engineering from King Saud University and an Advanced Management Program Degree from IESE.

### Positions and Memberships

#### Current memberships and positions:

- CEO, Zain KSA.
- Board member, member of Executive Committee, Al Nassr Club Company.
- Board member, Golden Lattice Investment Company.
- Chairman, Entertainment Content Trading Company (PLAYHERA MENA).
- Board member, Head of the Financial and Administrative Committee, Telecom Forum.
- Vice-Chairman, Board member, Youth Empowerment.
- Vice-Chairman, Managing Director, Tamam Finance.

#### Committee Memberships

- Chairperson of the Nominations and Remunerations Committee.
- Member of the Audit Committee.

### Responsibilities and Powers of the Board of Directors

Subject to the powers reserved for the General Assembly, the Board shall have the widest authority in managing the affairs of the Company in order to achieve its objectives, and the Board shall be responsible for achieving the strategic and operational objectives of the Company. In particular, the Board shall assume its powers as per the relevant laws and regulations and may delegate some or all of these powers as it sees fit.

### Evaluating the performance of the Board, its Committees, and the Executive Management

The Extraordinary General Assembly, in its meeting dated 13-12-2023, has approved the Nomination and

Remuneration Committee Charter (NRC), which reflects that the NRC shall assist the Board in assessing the performance of the Board, its Committees, and Executive Management in terms of strengths and weaknesses and in sitting and implementing plans to define and enhance the competencies of Board members by recommending the necessary procedures. The NRC has appointed a consultant to undertake the Board assessment, in which it submitted the report to the Board reflecting the main assessment items and the improvement plan. The Board is currently preparing for the implementation of the relevant plan.

### Board of Directors' meetings and attendance

Number of meetings: Seven meetings.

Member Name	Position	02-01-2023	29-01-2023	20-02-2023	04-05-2023	19-07-2023	13-11-2023	19-12-2023
Mrs. Sarah Al-Suhaimi	Chairperson of the Board	✓	✓	✓	✓	✓	✓	✓
Mr. Yazeed Al-Humaid	Vice-Chairperson of the Board	✓	✓	✓	✓	✓	X	✓
Eng. Khalid Al-Hussan	Member	✓	✓	✓	✓	✓	✓	✓
Ms. Rania Nashar	Member	✓	✓	✓	✓	✓	✓	✓
Mr. Sabti Al-Sabti	Member	✓	✓	✓	✓	✓	✓	✓
Mr. Mark Makepeace	Member	✓	✓	✓	✓	✓	✓	✓
Mr. Xavier Rolet *	Member	X	X	X	✓	✓	✓	✓
Mr. Hashem Al-Hekail	Member	✓	✓	✓	✓	✓	✓	✓
Eng. Sultan Al-Deghaither	Member	✓	✓	✓	✓	✓	✓	✓

\* The member's absence by a legitimate excuse accepted by the Board.

### Ownership of Board members

Member Name	Type of ownership	Shares ownership		
		Opening balance	Closing balance	Percentage change
Mrs. Sarah Al-Suhaimi	Shares	25,000	0	(100%)
Mr. Yazeed Al-Humaid	Shares	0	2,356	100%
Eng. Khalid Al-Hussan	-	-	-	-
Ms. Rania Nashar	-	-	-	-
Mr. Sabti Al-Sabti	-	-	-	-
Mr. Mark Makepeace	-	-	-	-
Mr. Xavier Rolet	-	-	-	-
Mr. Hashem Al-Hekail	-	-	-	-
Eng. Sultan Al-Deghaither	-	-	-	-

It is worth noting that there is no ownership of the Board member's relatives in the Group shares.

## Executive Management

### Group's Executive Management biographies



**Eng. Khalid Al-Hussan**

Group Chief Executive Officer

Eng. Al-Hussan is a Board member and the Chief Executive Officer of Saudi Tadawul Group. He also serves as the Chairman of the Saudi Exchange, the Securities Depository Center Company (Edaa), the Securities Clearing Center Company (Muqassa), and the Tadawul Advanced Solutions Company (WAMID), an applied technology services business and the innovation arm of Saudi Tadawul Group. Additionally, Eng. Al-Hussan is a Board member in the World Federation of Exchanges (WFE) and Tadawul Real Estate Company, and E-Finance for Digital and Financial Investments (S.A.E).

Eng. Al-Hussan has more than 17 years of capital market and financial sector experience and possesses a wide range of expertise from business development and corporate planning to strategy and operations. Preceding his appointment as CEO of the Group, Eng. Al-Hussan was the CEO of the Saudi Stock Exchange (Tadawul) – now known as the Saudi Tadawul Group – for more than five

years.

Throughout his tenure at the Exchange, Eng. Al-Hussan has overseen the introduction and implementation of several key development programs, including the Qualified Foreign Investor (QFI) framework, the inclusion of Tadawul in the emerging markets' indices, the launch of Nomu and the derivative markets, the development of the fixed income market and the record-setting IPO of Saudi Aramco. Notably and, most recently, led the transformation into the Saudi Tadawul Group.

Prior to joining the Exchange, Eng. Al-Hussan worked in the insurance sector, managing areas of business product development and strategy.

Eng. Al-Hussan is an engineer and holds an MBA from the University of Colorado, where he is also a certified entrepreneur.





**Mr. Abdullah Al-Esheikh**  
Group Chief Legal Officer

Mr. Abdullah Al-Esheikh joined in September 2018, and in March 2019, he was appointed as Chief Legal Officer. He has accumulated experience in the field of legislation, especially those related to the capital market and listed companies.

Mr. Abdullah holds an LLM in Corporate Finance Law from the University of Westminster, London, UK. He also holds a Bachelor's degree in Law from King Saud University, in addition to several training courses from reputable institutions.



**Eng. Alhasan Ashram**  
Group Chief Operations Officer

Eng. Alhasan Ashram joined the Group in May 2021, he was appointed as Group Chief Operations Officer. Eng. Alhasan has extensive experience in information technology, cybersecurity and risk management. He assumed various technical, managerial and leadership positions in the high-tech industry, commercial banking and capital markets.

Eng. Alhasan holds a Bachelor's degree in Computer Engineering from KFUPM, and a Master's degree in Engineering Management and Leadership from Santa Clara University, California, USA. He also has many professional certifications from multiple reputable institutions in IT, security, risk management, and leadership.



**Mr. Khalid Al-Gheriri**  
Group Chief Regulatory Oversight and Authorization Officer

Mr. Khalid Al-Gheriri joined the Saudi Stock Exchange team in 2006, where he held several administrative and leading positions, until he was appointed as Chief of Regulatory Oversight and Authorization. He has extensive experience in the financial sector, where he has successfully led several roles and responsibilities. Over the last years, he has successfully led various roles and projects within the Members Relations department and Sales.

Mr. Khalid holds a Bachelor's degree in Computer Information Science from Minnesota State University, USA, in addition to several professional certifications from various respectable institutions.



**Ms. Maha Al-Besher**  
Group Chief Human Resource Officer

Ms. Maha joined Tadawul in May 2018 as Chief Human Resource Officer. She has wide experience in the field of human resources development, support services, corporate communications and leading FinTech initiatives.

Ms. Maha holds a Master's degree in HR from the Catholic University of America, USA.



**Mr. Shahrukh Qureshi**  
Group Chief Financial Officer

Mr. Qureshi joined in March 2018 as Chief Financial and Support Services Officers and in 2021, he was appointed as Chief Financial Officer. Mr. Qureshi has over 23 years of experience in strategic financial planning and management, accounting, investment management, company startups, mergers and acquisitions, and assets liabilities management.

Mr. Qureshi holds a Master's degree in Commerce from Pakistan. He is a fellow member of the Institute of Chartered Accountants of Pakistan and Institute of Public Finance Accountants.



**Eng. Raed Al-Buluwi**  
Group Chief Internal Audit Officer

Eng. Raed Al-Buluwi is the Group Chief Internal Audit Officer for the Saudi Tadawul Group and manages a comprehensive program of internal auditing within Saudi Tadawul Group and its subsidiaries.

He has over 19 years of experience and a track record of success in managing a wide spectrum of internal audit services with an aim of providing robust assurance to the Audit Committee and Board of Directors to assist in fulfilling their governance duties.

Eng. Raed holds a Bachelor's degree in Computer Engineering from KFUPM and he received various professional certificates in audit as well as in other professions. He is a member of the Information Systems Audit and Control Association (ISACA) as well as the Institute of Internal Auditors (IIA).



**Mr. Yazeed Al-Eidi**  
Group Chief Risk and Security Officer

Mr. Yazeed Al-Eidi is the Group Chief Risk and Security Officer in the Saudi Tadawul Group, where he has successfully assumed various management roles in the fields of information technology, cybersecurity, risk management and business continuity.

Mr. Yazeed holds a Bachelor's degree in Computer Science from King Saud University and Executive Master of Business Administration from Al Yamamah University, in addition to several professional and leadership certifications from various respectable institutions.



**Mr. Lee Hodgkinson**  
Group Chief Strategy Officer

Mr. Lee Hodgkinson joined the Group in August, 2022, as Group Chief Strategy Officer. He has more than 33 years of capital markets experience and possesses a wide range of expertise from business development and corporate planning to strategy, mergers and acquisitions, and operations. In addition, Mr Hodgkinson has extensive experience of working in Europe, America, China, Russia,

and India across listed companies, consortia, joint ventures, and nonprofit entities.

Mr. Hodgkinson studied at the London School of Economics and Political Science and Harvard Business School.



### Ownership of Executive Management

It is worth noting that there is no ownership of the Executive Management and their relatives in the Group shares.

### Board of Directors Committees

The Company has four Committees in place: the Audit Committee; the Nomination and Remuneration Committee; the Governance, Risk and Compliance Committee; and the Investment Committee. A charter for each committee has been adopted, which sets out its role and responsibilities, powers and delegations, and how to conduct meetings for the purposes of exercising the duties of each Committee and enabling each Committee to properly perform its tasks.

### Audit Committee

The Audit Committee has been formed by a resolution of the Ordinary General Assembly dated 28 December 2022 effective from the date of the OGM until 1 January 2026.

### Committee composition

In accordance with the Audit Committee's Charter:

- The Committee shall consist of three to five members from among the Shareholders or from others, provided that it does not include any of the Executive Board members, and one of them should have experience in financial and accounting affairs, in accordance with the process determined at the Nomination and Remuneration Committee. The appointment of the Committee shall be by a resolution of the Board.
- The Chairperson of the Board shall not be a member of the Committee.
- The members of the Committee must have at least one independent member.
- It is not permissible for a person who works or has been working for the past two years in the executive or financial management of the Holding Company, or with the Holding Company's auditor, to be a member of the Committee.
- A member of the Audit Committee shall not be a member of the Audit Committees of more than five listed joint stock companies at the same time.

- The Committee shall resolve any case of conflict of interest that may face its members regarding any of the matters brought before the Committee in a manner that achieves justice and efficiency and is in conformity with any other related policies or charters approved by the Holding Company.
- The term of membership in the Committee shall be similar to the term of the Board and it may be renewed only once.

The Audit Committee meetings shall take place according to an annual schedule approved by the Committee, provided that at least four (4) meetings are held during the Company's financial year.

### Committee duties and responsibilities

The Audit Committee is responsible for monitoring the Company's business and verifying its reports, financial statements and internal control systems. The responsibilities of the Audit Committee are summarized as follows.

#### Financial statements:

- Examining the initial, quarterly and annually financial statements of the Holding Company and reports presented by the Auditor and recommending thereabouts to the Board.
- Giving a technical opinion, upon request of the Board, about whether the Board's report and financial statements of the Holding Company are fair, balanced, and understandable and includes the information that would enable the Shareholders and investors to evaluate the financial position, performance, business model, and strategy of the Holding Company.
- Examining the accounting policies followed by the Holding Company, give an opinion and make a recommendation thereon to the Board.

#### Internal audit:

- Study the internal control system and the financial system, disclosure and information technology systems of the Holding Company, ensure it is sufficient to run the Holding Company's business, and submit a recommendation to the Board thereon.

- Overseeing and supervising the performance and activities of the internal auditor and the Holding Company's Internal Audit division to verify the availability of the necessary resources and their effectiveness in performing the tasks assigned to them. If the Holding Company does not have an internal auditor, the Committee must submit its recommendation to the Board regarding the need for this appointment.

#### Ensuring compliance:

- Reviewing the findings of the reports of monitoring authorities, and ensuring the Holding Company has taken the necessary measures.
- Ensuring compliance of the Holding Company and its employees with relevant laws and regulations and recommending the appropriate measures in case of non-compliance.

### Results of annual internal audit procedure

#### Committee governance:

- Updated Audit Committee Charter and ensured confirmation of independence.
- Declared potential conflicts.

#### Compliance reports:

- Reviewed all Code of Conduct violation cases presented to AC.

#### Financial statements:

- Reviewed Financial Policies.
- Reviewed Financial Auditors Selection Proposals.
- Endorsed the Consolidated Financial Statements for Saudi Tadawul Group Holding Company.

#### Internal audit governance:

- Reviewed internal audit strategy.
- Ensured that internal audit governance documents are updated and relevant.
- Reviewed and approved Internal Audit divisional KPIs and performance assessment.
- Reviewed and approved Internal Audit's proposition of aligning Internal Audit's risk rating criteria with the rating criteria approved by the Group Risk and Compliance Committee, is being followed by the Group Enterprise Risk Management function.

### Internal Audit operations:

- The Internal Audit division carried out planned audits in accordance with the Internal Audit plan and changes required during the year, as approved by the Saudi Tadawul Group Holding Company Audit Committee to evaluate, objectively and independently, the adequacy and effectiveness of Internal Control Systems.
- Internal Audit division reports functionally to the Audit Committee and administratively to the Chief Executive Officer of Saudi Tadawul Group Holding Company. In carrying out its duties, Internal Audit ensured its independence and objectivity.
- The Internal Audit division operates in accordance with International Internal Auditing (IIA) Standards. As part of its mandate, during the year, the Audit Committee reviewed/approved the following, but not limited to, deliverables/outputs:
  - Reviewed and approved Annual Risk Assessment.
  - Reviewed and approved Internal Audit Plan.
  - Reviewed Internal Audit progress reports.
  - Reviewed resolution progress of observations.
- Furthermore, Internal Audit maintains an internal quality assurance and improvement program, covering all aspects of the Internal Audit activities, to evaluate and continuously improve these activities.

Internal Audit division regularly issued audit progress reports to the Audit Committee during the year covering the audit plan progress, audit activities/outcome and overall update/view on internal controls effectiveness and related subjects.

Internal Audit continued its significant progress, verifying and closing audit findings along with strengthening the follow-up/closure process.

### Audit Committee opinion

- The internal control system has an important role to play in the success of any organization. Saudi Tadawul Group Holding Company is committed to ensuring an effective internal control system to achieve regulatory objectives, asset protection, accurate internal and external reporting, risk reduction and adherence to regulatory requirements.

- The Audit Committee oversees the internal audit work, which periodically reviews the adequacy and effectiveness of the internal control system, to provide a continuous assessment of the internal control system and its effectiveness. The Committee also reviews the External Auditor's reports and management letter, which might include any weakness in internal controls noted by the External Auditor as part of his internal controls assessment.
- Based on the above, the Audit Committee believes the internal control system within Saudi Tadawul Group Holding Company is appropriately designed and effectively serves organizational objectives, operational efficiency, financial reporting reliability, and regulatory compliance without any material deficiency or material weakness.

The Audit Committee also extends its sincere thanks to the Board of Directors for its support to the Committee to fulfill its roles and responsibilities, and to the Executive Management for providing all the data requested to perform the duties of the Committee.

**Audit Committee members**

**Mr. Omar Al-Hoshan**  
Chairperson, Non-Board member

Mr. Omar Al-Hoshan is a Certified Public Accountant, and is the founder and Managing Partner of AlHoshan Russell Bedford CPA & Consultants in Saudi Arabia. Mr. Omar has contributed to many of the top 100 companies in Saudi Arabia and GCC countries in the areas of accounting, auditing financial planning, business performance measurement, business restructuring, corporate governance, regulatory compliance, risk assessment, HR, financial and business solutions and technology.

Mr. Al-Hoshan is instrumental in the business improvement initiatives in the Kingdom of Saudi Arabia and served on numerous boards and committees, including Tadawul, Alawwal Invest, AbuNayyan Holding, Cruise Saudi Arabia, MEDGULF, SAMBA Financial Group, Saudi Investment Recycling Company (SIRC), ABR AlKhaleej Marketing. In addition, Mr. Al-Hoshan is a regular contributor to the World Bank's annual project "Doing Business". With strong cross-functional expertise in finance, organization performance, aviation, and technology, Mr. Al-Hoshan has a keen interest in improving performance in all aspects of

an organization. As such, Mr. Al-Hoshan has been invited to speak at various local and international functions.

**Mr. Hashem Al-Hekail**  
Member, Independent

Kindly refer to the Board of Directors' biographies.

**Eng. Sultan Al-Deghaither**  
Member, Independent

Kindly refer to the Board of Directors' biographies.

**Mr. Abdulhameed Al-Muhaidib**  
Member, Non-Board member

Mr. Abdulhameed Al-Muhaidib serves as the Chief Financial Officer at ACWA Power. With more than 14 years' experience in ACWA Power, Mr. Al-Muhaidib is a skilled leader, having held several positions in both project execution and corporate finance.

During the initial years of his career within the Group, Mr. Al-Muhaidib worked in Corporate Finance and served several roles on project boards and in committees, including NOMAC. Mr. Al-Muhaidib was then primarily involved in managing projects under execution in the UAE, including Noor Energy, which is the world's largest CSP project. Before joining the Company, he worked at HSBC Middle East – Saudi Arabia in Global Investment Banking and Advisory.

Mr. Al-Muhaidib served as Board member, Audit Committee member and Risk Committee member in many organizations including HSBC Saudi Arabia, Saudi Arabian British Bank (SABB), Tadawul Group, Savola Group and several ACWA Power subsidiaries. Mr. Al-Muhaidib holds a BBA Finance Major from University of Miami as well as an MBA from Pepperdine University Graziadio School of Business and Management. He was also selected and completed KSA Leadership 2030 program sponsored by HRH Mohammed bin Salman Foundation (MISK).

**Ms. Latifah Al-Sabhan**  
Member, Non-Board member

Ms. Latifa Al-Sabhan began her career in banking in 1998, after she joined the Saudi British Bank as Manager and head of asset and liability reporting. Ms. Al-Sabhan has also served as Manager of the Compliance division and Assistant General Manager of SAMBA Financial Group from 1999 to 2007. She then moved to serve as Chief Financial Officer at ANB Invest and Arab National Bank, respectively.

Ms. Al-Sabhan has served as Chief Financial Officer and Head of the Finance and Planning division at the Arab National Bank. She also served as a member of several management committees, including the Audit Committee of ANB Capital, having more than 20 years of experience.

Ms. Al-Sabhan holds a Bachelor's degree in Business Administration and Accounting from the University of Kansas in 1989, and a CPA Certificate from Illinois.

**Audit Committee meetings:**

The Audit Committee held four (4) meetings. The following table illustrates the names and attendance of the Committee members.

Member Name	Position	20-02-2023	13-04-2023	20-07-2023	18-10-2023
Mr. Omar Al-Hoshan	Chairperson	✓	✓	✓	✓
Mr. Hashem Al-Hekail	Vice-Chairperson	✓	✓	✓	✓
Eng. Sultan Al-Deghaither	Member	✓	✓	✓	✓
Mr. Abdulhameed Al-Muhaidib	Member	✓	✓	✓	✓
Ms. Latifah Al-Sabhan	Member	✓	✓	✓	✓

**Governance, Risk and Compliance Committee**

The Governance, Risk and Compliance Committee was formed pursuant to the Board of Directors' resolution dated 02-01-2023.

**Committee composition**

In accordance with the Governance, Risk and Compliance Committee's Charter, the Committee shall be composed of three to five members, appointed by a Board of Directors' resolution, and the Chairperson and the majority of its members are Non-Executive members of the Board. The Chairperson of the Board shall not be the Chairperson of the Committee.

Meetings of the Committee shall meet periodically at least every six months. The chairperson of the Committee may convene a meeting at any time or at the request of two or more members of the Committee.

**Committee duties and responsibilities**

The responsibilities of the Governance, Risk and Compliance Committee include governance, risk and security compliance, but are not limited to the following:

- Making recommendations to the Board on approving policies and rules related to governance that are required by related laws and regulations.
- Establishing governance rules for the Holding Company in accordance with the provisions of the Companies Law and Corporate Governance Regulations issued by the Capital Market Authority.
- Keeping Board members abreast of developments in corporate governance and best practices. Making recommendations to the Board about the adoption of necessary policies for risk management and security in the Holding Company, including but not limited to, Risk Management Policy, Risk Appetite Policy, Business Continuity Policy, Anti-fraud Policy, and Cybersecurity Policy.
- Reviewing and assessing the Holding Company's risk and security policies and risk appetite, and reviewing and approving the Holding Company's key risk indicators (KRI) which are regularly submitted by the Risk and Security division.
- Making recommendations to the Board on approving policies related to compliance.



- Following up on the implementation of current policies to verify the Holding Company's compliance with the applicable laws, regulations and resolutions based on the reports submitted by the Governance and Compliance department.
- Assessing the measures and policies adopted to prevent and monitor compliance violations, ensuring they are adequate for the Holding Company, following up on corrective actions and submitting necessary recommendations to the Board.

#### Governance, Risk and Compliance Committee members

##### Ms. Rania Nashar

Chairperson, Non-Executive

Kindly refer to the Board of Directors' biographies.

##### Mr. Xavier Rolet

Member, Non-Executive

Kindly refer to the Board of Directors' biographies.

##### Eng. Khalid Al-Hussan

Member, Executive

Kindly refer to the Board of Directors' biographies.

##### Dr. Yahya Al-Jabr

Member, Non-Board member

Dr. Yahya Al-Jabr is a member of Risk Management Committee at Saudi Tadawul Holding Group. He is an Associate Professor of Accounting and served as the Deputy Secretary General, Saudi Organization for Certified Public Accountants (SOCPA).

Dr. Al-Jabr obtained a Bachelor's in Accounting from King Saud University and a Master's degree in Accounting from University of Miami, in addition to a Ph.D. in Accounting from University of Melbourne. He is also a Certified Public Accountant by the Saudi Organization for Certified Public Accountants (SOCPA), Certified Management Accountant (CMA) and Certified in Financial Management (CFM) by the US Institute of Management Accountants.

##### Ms. Maha Al-Sudairi

Member, Non-Board member

Ms. Maha Al-Sudairi, Chief Governance and Risk Officer of KAFD DMC, is a seasoned professional with proven leadership and technical experience in corporate governance, compliance risk and risk management spanning 14 years across mid-large size international market leading banks within Saudi Arabia.

Most recently, Ms. Al-Sudairi was the Chief Risk Officer and Chief Compliance Officer at the Saudi British Bank. Ms. Al-Sudairi serves as a Board member in NUPCO, Deutsche Securities Saudi Arabia and stcPay.

Ms. Al-Sudairi holds an MSc in International Finance from Kingston University, UK and a Bachelor of Arts in English Translation from King Saud University in Saudi Arabia.

#### Governance, Risk and Compliance Committee meetings

The Governance, Risk and Compliance Committee held four (4) meetings. The following table illustrates the names and attendance of the Committee members.

Member Name	Position	27-02-2023	16-05-2023	05-09-2023	27-11-2023
Ms. Rania Nashar	Chairperson	✓	✓	✓	✓
Mr. Xavier Rolet	Member	✓	✓	✓	✓
Eng. Khalid Al-Hussan	Member	✓	-	✓	✓
Dr. Yahya Al-Jabr	Member	✓	✓	✓	✓
Ms. Maha Al-Sudairi	Member	✓	✓	✓	✓

#### Nomination and Remuneration Committee

The Nomination and Remuneration Committee was reformed pursuant to the Board of Directors' resolution dated 02-01-2023.

#### Committee composition

Pursuant to the charter of the Nomination and Remuneration Committee, the Committee consists of three to five members, including at least one independent member. The Chairperson of the Board of Directors shall not be the Chairperson of the Nomination and Remuneration Committee. The members and Chairperson of the Committee shall be appointed and dismissed by the Board of Directors.

#### Committee duties and responsibilities

The responsibilities of the Nomination and Remuneration Committee include, but are not limited to, the following:

- Examining the organizational structure of the Holding Company and its subsidiaries, and making the necessary recommendations to the Board.
- Annually ensuring there is not any conflict of interest between the Chairperson, Board members and other critical administrative positions; whether the member is also a member of the Board of Directors of another company; as well as the independence of independent members of the Board and Committees.
- Assist the Board in assessing the performance of the Board, its Committees and Executive Management in terms of strengths and weaknesses, and in setting and implementing plans to define and enhance the competencies of Board members by recommending the necessary procedures.
- Nominating the Board members of the subsidiaries to the Holding Company's Board for approval and to obtain the CMA approval prior to nominating them to the General Assembly in accordance with the relevant laws and regulations.
- Nominating the GCEO of the Holding Company, and recommending the Board of Directors in accordance with the relevant regulations and regulations.
- Identify the remuneration of Board and Committee members and Executive Management, in accordance with the policy and relevant regulations, and make the necessary recommendations to the Board and the General Assembly where applicable.

#### Nomination and Remuneration Committee members

##### Eng. Sultan Al-Deghather

Chairperson, Independent

Kindly refer to the Board of Directors' biographies.

##### Mr. Mark Makepeace

Member, Non-Executive

Kindly refer to the Board of Directors' biographies.

##### Mr. Bandar bin Mogrin

Member, Non-Board member

Mr. Bandar bin Mogrin has 16 years of experience in shared services, participated in many conferences in the Middle East, such as the Opportunities in the Age of Globalization conference. During 2018 and 2019, he established several initiatives, the most important of which is the Leadership Visions Initiative for Human Capital. Mr. Bin Mogren is Chief of Operations, Joint Services at the Public Investment Fund, representative of the Public Investment Fund and its subsidiaries, and current member of the Nominations Committee since 2016.

Member of the Board of Directors and Chairperson of the Nominations and Remunerations Committee at King Abdullah Financial District for the Management and Development of King Abdullah Financial District (KAFD), 2016-present.

Member of the Nominations and Remuneration Committee of the Saudi Tadawul Group, 2017-present.

Member of the Board of Directors and the Nominations and Remunerations Committee of Gulf International Bank, Bahrain and Saudi Arabia, 2018-present

Chairman of the Board of Directors and the Nomination and Remuneration Committee of Jasara Company, 2019-present.

Member of the Nominations and Remunerations Committee of the National Center for Privatization (NCP) 2019-present.

Member of the Nominations and Remunerations Committee at Qiddiya Company, 2020-present.  
Member of the Nominations and Remunerations

Committee at the Decision Support Center at the Royal Court (DSC), 2020-present.

Member of the Nominations and Remunerations Committee at NEOM Company, 2021-present.

Nomination and Remuneration Committee member at Riyadh Air, 2023-present.

Nomination and Remuneration Committee member at Newcastle United Football Club (NUFC), 2022-present.

Nomination and Remuneration Committee member at ROSHN, 2023-present.

Nomination and Remuneration Committee member at Savvy Games Group, 2021-present.

Chairperson of the Board of Directors of the Sports Investment Company, 2022-present.

Member of the Nominations, Remuneration, and Governance Committee (NRGC) of the Saudi Military Industries Company, 2021-present.

Mr. Bin Mogren was also the Head of Human Resources at Jadwa Investment and the General Manager, Human Resources and Support Services department of National Commercial Bank Capital, in addition to his membership of the Nominations and Remunerations Committee at the Downtown Development Company in Riyadh.

Mr. Bin Mogren obtained a Bachelor's degree in a Double Major in Human Resources and Business Administration, Eastern Washington University, 2000.

**Nomination and Remuneration Committee meetings:**

The Nomination and Remuneration Committee held six (6) meetings. The following table illustrates the names and attendance of the Committee members.

Member Name	Position	02-02-2023	29-05-2023	07-06-2023	01-10-2023	08-11-2023	05-12-2023
Eng. Sultan Al-Deghaither	Chairperson	✓	✓	✓	✓	✓	✓
Mr. Mark Makepeace	Member	✓	✓	✓	✓	✓	✓
Mr. Bandar bin Mogrin	Member	✓	✓	✓	✓	✓	✓

**Investment Committee**

The Investment Committee was reformed pursuant to the Board of Directors' resolution dated 02-01-2023.

**Committee composition**

In accordance with the Investment Committee's Charter, the Committee shall be composed of three to five members by a resolution of the board, including Board members with experience in mergers and acquisitions. The Committee shall include an independent member, who specializes in mergers and acquisitions in addition to the CEO. The term of membership in the Committee shall be the same as the term of the Board.

**Committee duties and responsibilities**

The Committee shall assume the following duties and responsibilities in accordance with the Investment Policy and the authority matrix approved by the Board:

- Provide recommendations to the Board of the Holding Company to approve the necessary policies for the department.
- Recommend to the Holding Company Board to approve the Investment Policy and the authority matrix.
- Review and approve the investment strategy and decide on relevant matters.
- Overseeing the Holding Company's investments in line with the approved investment policy.
- Recommend to the Board strategic investments (including mergers and acquisitions, and joint ventures) that were not mentioned in the approved Investment Policy.
- The approval of the nomination process of the external advisors for the strategic investments and to approve their appointment and fees in accordance with the management recommendation.
- Appoint and dispose external investment managers for the Holding Company, follow up on their performance, approve their fees and terminate their duties.

**Investment Committee members**

**Mrs. Sarah Al-Suhaimi**  
Chairperson, Independent

Kindly refer to the Board of Directors' biographies.

**Mr. Yazeed Al-Humaid**  
Member, Non-Executive

Kindly refer to the Board of Directors' biographies.

**Mr. Sabti Al-Sabti**  
Member, Non-Executive

Kindly refer to the Board of Directors' biographies.

**Eng. Khalid Al-Hussan**  
Member, Executive

Kindly refer to the Board of Directors' biographies.

**Mr. Fahad Al-Jomaih**  
Member, Non-Board member

Mr. Fahad Al-Jomaih is a Director at MENDA Direct Investments in the Public Investment Fund, Mr. Aljomaih has several other positions, serving as a Board member on D360 and as a Board member on Yanbu Cement Company as well as an Investment Committee member on Saudi Tadawul Group, Board member at Pergola Holding, International Refreshment 29/Company and at Aljomaih Equipment Company.

Mr. Aljomaih has held several other positions serving as a Director and Head of Investments at Abdul Latif Jameel Investments, Investment Committee member at Abdul Latif Jameel Land, as well as Vice President at Saudi Fransi Capital.

Mr. Aljomaih holds a Bachelor of Science in Business Administration from Northeastern University, and a Master of Science in International Securities, Investments, and Banking from University of Reading and Master's in Business Administration (MBA) from the University of Portsmouth.



**Investment Committee meetings:**

The Investment Committee held four (4) meetings. The following table illustrates the names and attendance of the Committee members.

Member Name	Position	19-03-2023	30-04-2023	05-10-2023	12-12-2023
Mrs. Sarah Al-Suhaimi	Chairperson	✓	✓	✓	✓
Mr. Yazeed Al-Humaid	Member	✓	✓	✓	✓
Mr. Sabti Al-Sabti	Member	✓	-	✓	✓
Eng. Khalid Al-Hussan	Member	✓	✓	✓	✓
Mr. Fahad Al-Jomaih	Member	✓	✓	✓	✓

**Remuneration Policy for the Board of Directors and Committee members and Executive Management**

In accordance with the Remuneration Policy for the Board of Directors and Committee members and Executive Management, which was approved in the Extraordinary General Assembly dated 13-12-2023:

- Each Board member is entitled to an annual compensation of SAR 400 thousand.
- The Chairperson of the Board is entitled to an annual compensation with an amount of SAR 800 thousand.
- Each Chairperson of the Board Committees is entitled to an annual compensation of SAR 250 thousand.
- Each Board member is entitled to an annual compensation of SAR 200 thousand for their membership in one or more committee.
- A member of the Board of Directors may obtain an additional remuneration for any executive, technical, administrative or advisory work that the Holding Company independently entrusts to him, provided that the member obtains the necessary approval to carry out such work.

**Remunerations mechanism**

The Remuneration Policy for the Board of Directors and Committee members and Executive Management shall follow performance-related standards, disclosure and verification of their implementation, taking into account the following:

- Being consistent with the Company's strategy and objectives.
- Being consistent with the magnitude, nature, and level of risks faced by the Company.
- Acquiring and maintaining the Board members and Executive Management, and encouraging them to achieve the success of the Holding Company, its Shareholders and its long-term development.
- Determine remuneration based on job level, duties and responsibilities, educational qualifications, practical experience, skills, and level of performance.

**Details of remuneration**

Allowances for members to attend Board meetings for the year 2023

(SAR)	Fixed Remunerations						Variable Remunerations									
	Specific amount	Allowance for attending Board meetings	Total allowance for attending Committee meetings	In-kind benefits	Remunerations for technical, managerial, and consultative work	Remunerations of the Chairman, Managing Director or Secretary, if a member	Total Fixed Remunerations	Percentage of the profits	Periodic remunerations	Short-term incentive plans	Long-term incentive plans	Granted shares	Total Variable Remunerations	End-of-service award	Aggregate amount	Expenses allowance
<b>First: Independent Directors</b>																
Mrs. Sarah Al-Suhaimi	800,000	-	-	-	-	-	800,000	-	-	-	-	-	-	-	-	-
Mr. Hashem Al-Hekail	400,000	-	-	-	-	-	400,000	-	-	-	-	-	-	-	-	-
Eng. Sultan Al-Deghaither	400,000	-	-	-	-	-	400,000	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>1,600,000</b>						<b>1,600,000</b>									
<b>Second: Non-Executive Directors</b>																
Mr. Yazeed Al-Humaid	400,000	-	-	-	-	-	400,000	-	-	-	-	-	-	-	-	-
Ms. Rania Nashar	400,000	-	-	-	-	-	400,000	-	-	-	-	-	-	-	-	-
Mr. Sabti Al-Sabti	400,000	-	-	-	-	-	400,000	-	-	-	-	-	-	-	-	-
Mr. Mark Makepeace	400,000	-	-	-	-	-	400,000	-	-	-	-	-	-	-	-	-
Mr. Xavier Rolet	400,000	-	-	-	-	-	400,000	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>2,000,000</b>						<b>2,000,000</b>									
<b>Third: Executive Directors</b>																
Eng. Khalid Al-Hussan	400,000	-	-	-	-	-	400,000	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>400,000</b>						<b>400,000</b>									

## Remuneration of Committee members for their membership in the Board's Committees in (SAR):

Member Name	Fixed Remuneration	Meetings Attendance Allowance	Total
<b>Audit Committee</b>			
Mr. Omar Al-Hoshan	250,000	-	250,000
Mr. Hashem Al-Hekail	200,000	-	200,000
Eng. Sultan Al-Deghaither	200,000	-	200,000
Mr. Abdulhameed Al-Muhaidib	200,000	-	200,000
Ms. Latifah Al-Sabhan	200,000	-	200,000
<b>Total</b>	<b>1,050,000</b>		<b>1,050,000</b>
<b>Nomination and Remuneration Committee</b>			
Eng. Sultan Al-Deghaither	250,000	-	250,000
Mr. Mark Makepeace	200,000	-	200,000
Mr. Bandar bin Mogrin	200,000	-	200,000
<b>Total</b>	<b>650,000</b>		<b>650,000</b>
Governance, Risk and Compliance Committee			
Ms. Rania Nashar	250,000	-	250,000
Mr. Xavier Rolet	200,000	-	200,000
Eng. Khalid Al-Hussan	200,000	-	200,000
Dr. Yahya Al-Jabr	200,000	-	200,000
Ms. Maha Al-Sudairi	200,000	-	200,000
<b>Total</b>	<b>1,050,000</b>		<b>1,050,000</b>
<b>Investment Committee</b>			
Mrs. Sarah Al-Suhaimi	250,000	-	250,000
Mr. Yazeed Al-Humaid	200,000	-	200,000
Mr. Sabti Al-Sabti	200,000	-	200,000
Eng. Khalid Al-Hussan	200,000	-	200,000
Mr. Fahad Al-Jomaih	200,000	-	200,000
<b>Total</b>	<b>1,050,000</b>		<b>1,050,000</b>
<b>Aggregate amount</b>	<b>3,800,000</b>		<b>3,800,000</b>

## Paid remunerations to the top five Senior Executives 2023 (including CEO and CFO) in (SAR):

		Amount (SAR)
Fixed remunerations	Salaries	7,448,725
	Allowances	3,004,319
	In-kind benefits	548,898
<b>Total</b>		<b>11,001,942</b>
Variable remunerations	Periodic remunerations	-
	Profits	-
	Short-term incentive plans	9,196,000
	Long-term incentive plans	-
	Granted shares	-
<b>Total</b>		<b>9,196,000</b>
<b>End of service</b>		-
<b>Total remunerations for Board executives</b>		<b>400,000</b>
<b>Aggregate amount</b>		<b>20,597,942</b>

**Risk management**

The Group has exposure to the following risks from its activities and use of financial instruments:

- Market risk.
- Credit risk.
- Operational risk management.
- Liquidity risk.

This note presents information about the Group's exposure to each of the above risks and the Group's objectives, policies, and processes for measuring and managing these risks. Furthermore, quantitative disclosures are included throughout these consolidated financial statements.

**Enterprise Risk Management Framework**

The Board of Directors (Board) has the overall responsibility for the establishment and oversight of the Group's Enterprise Risk Management (ERM) Framework. The Board is responsible for approving the Group's ERM policy. Furthermore, the Board Governance, Risk and Compliance Committee is responsible for overseeing the effective implementation of the ERM policy.

The Group's ERM policy is established to identify and analyze risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

The ERM Policy and Framework are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group aims to develop a constructive risk culture in which all employees proactively engage and understand their roles and obligations.

The main components of the Group's ERM Framework are risk governance, risk appetite and tolerance, risk management process, risk universe, risk culture, risk management tools, and relevant policies and procedures. The framework governs the processes required to identify, evaluate, and prioritize the key risks that could impact the Group and the execution of its strategy.

To ensure an integrated and consistent approach across the risk management process of the Group, risk appetite and tolerance limits are defined as per the risk universe, which classifies risks into structured categories for effective risk management. This risk classification directly influences the particular configuration of the risk appetite and other ERM Framework elements such as the ERM Policy and procedures.

**Risk management structure**

A cohesive organisational structure is established within the Group in order to identify, assess, monitor, and control risks.



**Board of Directors**

The objective of risk governance is the centralised oversight of the Board of Directors, providing direction and the necessary approvals of strategies and policies in order to achieve defined corporate goals.

**Senior Management**

Senior Management is responsible for the day-to-day operations in respect of achieving the strategic goals within the Group's pre-defined risk appetite. All business functions link their risk assessment methodology in line with the risk universe and core statements. In addition, all the policies and procedures of the business functions should be aligned with all the tolerance levels stated in the Risk Appetite Statement.

The risks faced by the Group and the way these risks are mitigated by Management are summarised below:

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer or factors affecting all similar financial instruments traded in the market. The Group limits market risk by maintaining a diversified portfolio and by monitoring the developments in financial markets. Market risk reflects price risk, currency risk, and commission rate risk.

**Credit risk**

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's accounts receivables from customers, cash at banks, time deposits, and investment in debt securities.

**Operational risk management**

The Group's objective is to manage operational risk arising from failure of internal and external processes, individuals, systems, or external events. These include issuer operations risks, member operations risks, market operations risks, human resources risks, and physical asset risks. To balance the avoidance of financial losses and damage to the Group's reputation with overall cost-effectiveness, and to avoid control procedures that restrict initiative and creativity.

In order to manage the Group's clearing services activities risks, the Group – through one of its subsidiaries (Muqassa) – has an integrated and comprehensive risk management system and ensures its risk management framework identifies, measures, monitors, and manages the risks that it bears from clearing member,s as well as other key institutions. The Group has a low risk appetite for financial, liquidity, operational, market, and credit concentration risk. This appetite helps drive the setting of conservative values when deciding on key measures such as the default fund cover or investment duration. These risk management policies, procedures, systems, and controls have been developed to adhere to the CMA's Securities Central Counterparties Regulation, as well as to align with both CPMI-IOSCO's Principles for Financial Market Infrastructures (PFMI) and international best practices.

**Liquidity risk**

Liquidity risk is the risk the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

**Statutory payments, penalties and sanctions**

Regulatory Body	Description	Amount (SAR)
Capital Market Authority	Annual flat fees	130,000,000
General Authority of Zakat, Tax, and Customs	Statutory payment of Zakat	64,138,768
General Authority of Zakat, Tax, and Customs	Statutory payment of withholding tax and VAT	103,445,742
General Organization for Social Insurance	Statutory payment on the employees	25,014,785

**Punishments and penalties**

Saudi Tadawul Group did not incur any punishment or penalties during the year of 2023 from any oversight, regulatory, or judicial bodies.

**Loans**

Details of loans as at 31 December 2023 are as follows. It should be noted that the loans are related to the subsidiary "Direct Financial Network Company (DFN)" (SAR millions):

Creditor name	Amount of the principal debts	Loan term	Amounts paid by the Company in repayments of loans during the period 07-05-2023 to 31-12-2023	Outstanding amount
Gulf Finance Corporation	7.5	36 Months	0.6	-
Saudi Orix Leasing Company	5.0	32 Months	1.3	-
Ajil Financial Services Company	5.0	30 Months	1.7	0.7
Tamweel Aloula Company	15.0	30 Months	4.0	7.0
Tamweel Aloula Company	3.9	30 Months	1.0	2.8
Arab National Bank	3.8	6 Months	0.7	-
Arab National Bank	1.0	on Demand	0.0	1.0
<b>Total</b>	<b>41.2</b>		<b>9.3</b>	<b>11.5</b>

## Financial performance for 2023

### Preparation of the financial statements

In addition, there are no differences from the accounting standards issued by the Saudi Organization for Chartered and Professional Accountants ("SOCPA"). There are no material notes from the Auditor's on the Company's financial statements for the fiscal 2023.

### Profit or loss statement in (SAR)

	2019	2020	2021	2022	2023
Operating revenue	564,747,899	1,079,639,193	1,166,093,741	1,090,195,935	1,072,780,190
Operating costs	(322,805,587)	(336,748,634)	(331,786,738)	(387,725,914)	(465,938,351)
<b>Gross profit</b>	<b>241,942,312</b>	<b>742,890,559</b>	<b>834,307,003</b>	<b>702,470,021</b>	<b>606,841,839</b>
General and administrative expenses	(196,960,609)	(177,719,748)	(221,535,351)	(256,317,557)	(278,906,922)
(Allowance) / reversal of allowance for expected credit losses	(148,493)	(19,735,859)	814,878	(268,425)	390,305
<b>Operating profit</b>	<b>44,833,210</b>	<b>545,434,952</b>	<b>613,586,530</b>	<b>445,884,039</b>	<b>328,325,222</b>
Investment income	94,343,939	38,793,042	40,582,673	55,957,975	127,034,102
Share of results of associates and reversal of impairment	(1,610,095)	(2,101,685)	(3,279,208)	(9,918,562)	(17,157,777)
Finance costs	(3,174,036)	(2,525,112)	(2,695,456)	(2,371,987)	(4,246,034)
Other income	18,900,768	4,478,947	5,732,352	2,737,273	3,041,049
<b>Non-operating profit</b>	<b>108,460,576</b>	<b>38,645,192</b>	<b>40,340,361</b>	<b>46,404,699</b>	<b>108,671,340</b>
Profit for the year before Zakat	153,293,786	584,080,144	653,926,891	492,288,738	436,996,562
Zakat	-	(83,561,274)	(66,223,360)	(67,690,412)	(55,499,811)
<b>Profit for the year after Zakat</b>	<b>153,293,786</b>	<b>500,518,870</b>	<b>587,703,531</b>	<b>424,598,326</b>	<b>381,496,751</b>
<b>Profit for the year is attributable to:</b>					
Ordinary shareholders of the parent company	153,293,786	500,518,870	587,703,531	424,598,326	390,060,733
<b>Non-controlling interest</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(8,563,982)</b>
	<b>153,293,786</b>	<b>500,518,870</b>	<b>587,703,531</b>	<b>424,598,326</b>	<b>381,496,751</b>

### Financial position statement in (SAR)

	2019	2020	2021	2022	2023
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	268,487,867	96,798,376	86,197,458	2,118,826,096	2,050,614,074
Clearing participant financial assets	-	32,177,558	18,013,567	4,060,678,204	3,526,916,817
Accounts receivables, net	41,179,879	57,364,818	60,547,611	64,348,393	94,707,793
Advances, prepayments and other assets	102,841,000	102,271,835	108,059,619	116,105,444	136,641,059
Investments	2,660,288,572	3,103,518,964	2,631,732,808	618,569,219	269,253,058
Total current assets	3,072,797,318	3,392,131,551	2,904,551,063	6,978,527,356	6,078,132,801
<b>Non-current assets</b>					
Investments in associates	40,996,978	378,895,293	375,616,085	400,697,523	383,539,746
Property and equipment, net	13,693,404	21,381,712	56,056,384	110,404,115	217,792,547
Intangible assets and goodwill	176,516,175	179,552,282	144,727,277	139,298,385	348,988,802
Investments	231,554,876	101,267,886	55,272,377	55,809,077	391,088,818
Right of use assets	11,271,347	19,856,726	7,120,394	5,310,445	217,360,938
Total non-current assets	474,032,780	700,953,899	638,792,517	711,519,545	1,558,770,851
<b>Total assets</b>	<b>3,546,830,098</b>	<b>4,093,085,450</b>	<b>3,543,343,580</b>	<b>7,690,046,901</b>	<b>7,636,903,652</b>

### Financial position statement in (SAR)

	2019	2020	2021	2022	2023
<b>Liabilities and shareholder's equity</b>					
<b>Current liabilities</b>					
Clearing participant financial liabilities	-	22,177,557	18,013,349	4,050,236,628	3,508,060,041
Lease liabilities	4,263,087	9,128,643	982,913	-	51,306,125
Current portion of long-term borrowings	-	-	-	-	10,342,741
Accounts payables	105,383,866	5,977,047	6,785,710	12,467,820	49,793,406
Balance due to Capital Market Authority (CMA)	22,330,201	32,758,785	22,280,843	19,375,330	55,137,969
Accrued expenses and other current liabilities	75,018,332	205,953,907	236,085,074	264,771,975	300,062,492
Deferred revenue	3,134,967	3,223,464	3,214,902	16,722,361	30,378,316
Zakat provision	-	83,561,274	66,663,698	67,221,868	64,221,598
<b>Total current liabilities</b>	<b>210,130,453</b>	<b>362,780,677</b>	<b>354,026,489</b>	<b>4,430,795,982</b>	<b>4,069,302,688</b>
<b>Non-current liabilities</b>					
Employees' end-of-service benefits	77,294,401	91,024,046	96,876,185	79,561,092	98,708,089
Lease liabilities	-	4,658,348	-	-	150,950,630
Non-controlling interest put option	-	-	-	-	175,363,779
Long-term borrowings	-	-	-	-	1,145,301
Deferred revenue	-	-	-	-	12,397,613
Total non-current liabilities	77,294,401	95,682,394	96,876,185	79,561,092	438,565,412
<b>Total liabilities</b>	<b>287,424,854</b>	<b>458,463,071</b>	<b>450,902,674</b>	<b>4,510,357,074</b>	<b>4,507,868,100</b>
<b>Shareholder's equity</b>					
Share capital	1,200,000,000	1,200,000,000	1,200,000,000	1,200,000,000	1,200,000,000
Statutory reserve	326,911,746	376,963,633	360,000,000	360,000,000	-
General reserve	1,114,180,214	1,114,180,214	-	-	-
Other reserve	-	-	-	-	(161,328,401)
Retained earnings	618,313,284	943,478,532	1,532,440,906	1,619,689,827	2,090,363,953
<b>Total shareholder's equity</b>	<b>3,259,405,244</b>	<b>3,634,622,379</b>	<b>3,092,440,906</b>	<b>3,179,689,827</b>	<b>3,129,035,552</b>
<b>Total liabilities and shareholder's equity</b>	<b>3,546,830,098</b>	<b>4,093,085,450</b>	<b>3,543,343,580</b>	<b>7,690,046,901</b>	<b>7,636,903,652</b>

## Board of Directors Declarations

The Board confirms the following:

- Proper books of account have been maintained.
- The system of internal control is sound in design and has been effectively implemented.
- There is not the slightest doubt about the Company's ability to continue its activity.
- The Audit Committee did not recommend appointing an internal auditor for the Company during the last fiscal year, and there were no recommendations by the Audit Committee that conflict with Board resolution or any recommendations that the Board disregards relating to the appointment, dismissal, assessment, or determination of the remuneration of an external auditor or the appointment of an internal auditor. Also, the Board of Directors did not recommend replacing the external auditor before the end of its term.
- There are no differences from the accounting standards issued by the Saudi Organization for Chartered and Professional Accountants.
- There are no substantive comments from the chartered accountant on the Company's financial statements for the fiscal year 2023.
- There was no arrangement or agreement whereby a Board member or a Senior Executive waived any salary or compensation.
- As at the end of 2023, there was no punishment, penalty, precautionary procedure, or preventive measure imposed on the Company by the Capital Market Authority or any other supervisory, regulatory, or judiciary authority.
- Where applicable, the Board members are informed through the Chairperson, of the Shareholders' suggestions and remarks on the Company and its performance.
- No debt instruments were issued for each affiliate company.
- According to Article 85 of Rules on the Offer of Securities and Continuing Obligations, the Company has not been informed of any interest in voting rights shares owned by any person (other than Board members and Senior Executives and their relatives).
- There are no interest, contractual securities or rights issues for the Board of Directors' members, Senior Executives, and their relatives in the shares or debt instruments of affiliates.
- No convertible debt instruments, contractual securities, preemptive or similar rights were issued or granted by the Company during the fiscal year.
- No conversion or subscription rights under any convertible debt instruments, contractually based securities, warrants, or similar rights were issued or granted by the Company.
- There was no redemption, purchase, or cancellation by the Company of any redeemable debt instruments.
- No Shareholder of the Company has waived any rights to dividends.
- No investments or reserves were made or set up for the benefit of the employees of the Company.
- No Board member has any competing business with the Company or any of the activities practiced by the Company.
- There are no Treasury shares retained by the Company.
- There is no substantial deviation in the remuneration awarded according to the Remuneration Policy.
- There are no businesses or contracts to which the Company is a party, or in which a member of the Board of Directors or Senior Executive has an interest.