

The 16th Extraordinary General Assembly Meeting Agenda

#	Item
1.	Reviewing and discussing the Board of Directors report for the fiscal year ended 31 st December 2025.
2.	Reviewing and discussing the financial statements for the fiscal year ended 31 st December 2025.
3.	Voting on the Bank's External Auditors report for the fiscal year ended 31 st December 2025 after discussing it.
4.	Voting on releasing the Board of Directors Members from their liabilities for the fiscal year ended 31 st December 2025.
5.	Voting on the Board of Directors recommendation to distribute cash dividends of SAR (7,000) Million to shareholders for the second half of the year 2025, estimated at SAR (1.75) per share, representing (17.5%) of the face value of share. Accordingly, total distributed dividends for the fiscal year ended on December 31, 2025 is SAR (10,000) Million, estimated at SAR (2.5) per share, representing (25%) of the face value of share. The eligibility of dividends shall be for the Bank's shareholders who own shares at the end of the trading day of Extraordinary General Assembly meeting and who are registered at Securities Depository Center (Edaa) at the end of the second trading day following the due date noting that dividends distribution commences on 30/04/2026.
6.	Voting on the delegation of the Board of Directors to distribute interim cash dividends to the Bank's shareholders on semi-annually or quarterly basis for the year ended on December 31, 2026.
7.	Voting on the appointment of the Bank's external auditors, from among nominees, based on the Audit Committee's recommendation, to examine, review and audit the interim financial statements for the second and third quarter financial statements, annual financial statements for the fiscal year ended on December 31, 2026, and the first quarter of the fiscal year ended on December 31, 2027, and to approve their fees.
8.	Voting on the amending to the remuneration and compensation policy for the Board of Directors, its committees, and the executive management.
9.	Voting on the payment of SAR (14,667,739) as remunerations and compensations to the Members of the Board of Directors for the fiscal year ended on 31 st December 2025, provided that the Extraordinary General Assembly approves item (8) above.
10.	<p>Voting on the Board of Directors recommendation to increase the bank's capital by granting bonus shares as follows:</p> <ul style="list-style-type: none"> A. The total amount of increase is SAR 20,000 million. B. The capital before the increase is SAR 40,000 million, and the capital after the increase will be SAR 60,000 million, representing a 50% increase. C. The number of shares before the increase is 4,000 million shares, and the number of shares after the increase will be 6,000 million shares. D. This recommendation aims to strengthen the bank's financial position, contributing to the achievement of its strategic objectives. E. This increase will be carried out by capitalizing SAR 20,000 million from retained earnings, by granting one share for every two shares owned. F. In the event of fractional shares, the fractions will be pooled into a single portfolio for all shareholders and sold at market price. Their value will be distributed to the shareholders entitled to the bonus, each according to their share, within a period not exceeding 30 days from the date of determining the new shares due to each shareholder. G. In the event that the item is approved, the eligibility date for the bonus shares shall be for the Company's shareholders who own shares on the date of the Extraordinary General Assembly, and who are registered in the Company's shareholders register with the Securities Depository Center Company (Edaa) at the end of the second trading day following the eligibility date. In the event of fractional shares, such fractions shall be aggregated into a single portfolio for all shareholders, sold at the market price, and the proceeds shall be distributed to the shareholders entitled to the bonus shares, each according to their entitlement, within a period not exceeding thirty (30) days from the date on which the entitled shares are determined. H. Amendment of Article (6) of the Bank's Articles of Associations relating to capital I. Amendment of Article (7) of the Bank's Articles of Associations relating to share subscriptions
11.	Voting on amending Article (3) of the Bank's Articles of Association relating to the company's objectives.
12.	Voting on amending Article (5) of the Bank's Articles of Association relating to the company's head office.

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13.	Voting on amending Article (10) of the Bank's Articles of Association relating to the register of shareholders.
14.	Voting on amending Article (14) of the Bank's Articles of Association relating to decreasing the capital.
15.	Voting on amending Article (17) of the Bank's Articles of Association relating to the expiry or termination of membership of the Board, the resignation of its members, or the vacancy of membership.
16.	Voting on amending Article (18) of the Bank's Articles of Association relating to the powers of the Board.
17.	Voting on amending Article (20) of the Bank's Articles of Association relating to the remuneration of Board members.
18.	Voting on amending Article (21) of the Bank's Articles of Association relating to the powers of the chairman of the Board of Directors, the Deputy chairman, and the Board Secretary.
19.	Voting on amending Article (23) of the Bank's Articles of Association relating to the powers of the Managing Director.
20.	Voting on amending Article (48) of the Bank's Articles of Association relating to provisions of the companies' law and the Banking supervision law.
21.	Voting on amending the Bank's articles of Association in accordance with the requirements of the Saudi Competitiveness & Business Center, and rearranging and renumbering the articles and their headings to comply with the draft articles of association of the Saudi Competitiveness & Business Center.
22.	Voting on authorizing the Board of Directors with the powers of the General Assembly to grant the license referred to in section (1) of Article 27 of the companies law, for a period of one year from the date of approval by the General Assembly or until the end of the term of the authorized Board of Directors, whichever comes first, in accordance with the conditions set forth in the executive regulations of the companies law for listed joint stock companies.
23.	Voting on authorizing the Board of Directors with the Powers of the General Assembly to grant the license referred to in Section (2) of Article 27 of the companies' law, for a period of one year from the date of approval by the General Assembly or until the end of the term of the authorized Board of Directors, whichever comes first, based on Al Rajhi Bank's competitive business criteria.
24.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors, which are represented in Micro and Small Business Motor Insurance, at standard conditions, for a period of one year, where the value of the transactions reached with a value of SAR 46,001,024 for 2025.
25.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors, which are represented in General Commercial Liability Agreement, at standard conditions, for a period of one year, where the value of the transactions reached with a value of SAR 20,454 for 2025.
26.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors, which are represented in Directors and Officers Insurance, at standard conditions, for a period of one year, where the value of the transactions reached with a value of SAR 1,250,000 for 2025.
27.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors, which are represented in Properties All Risk Policy, at standard conditions, for a period of one year, where the value of the transactions reached with a value of SAR 9,532,955 for 2025.
28.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors, which are represented in Fire and Allied Perils Insurance Agreement, at standard conditions, for a period of one year, where the value of the transactions reached with a value of SAR 69,560 for 2025.
29.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors, which are represented in Bancassurance Agreement, at standard conditions, for a period of one year, where the value of the transactions reached with a value of SAR 5,485,500,225 for 2025.

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30.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors, which are represented in Motor Insurance Agreement, at standard conditions, for a period of one year, where the value of the transactions reached with a value of SAR 430,904,242 for 2025.
31.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors, which are represented in Motor Insurance Agreement, at standard conditions, for a period of one year, where the value of the transactions reached with a value of SAR 241,712,521 for 2025.
32.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors, which are represented in Marine Cargo Open Cover Agreement, at standard conditions, for a period of one year, where the value of the transactions reached with a value of SAR 970,372 for 2025.
33.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Al Rajhi Company for Cooperative Insurance, in which the Chairman of the Board of Directors Mr. Abdullah bin Sulaiman Al Rajhi and the Managing Director and CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, being board members of the Company's Board of Directors, which are represented in Group Credit Policy Agreement, at standard conditions, for a period of one year, where the value of the transactions reached with a value of SAR 408,486,996 for 2025.
34.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Fursan Travel and Tourism Company, in which the Chairman of the Board, Mr. Abdullah bin Sulaiman Al Rajhi, has an indirect interest, as Fursan Travel & Tourism Company is owned by the Chairman of the Bank's Board of Directors. The contract relates to the provision of travel and tourism services, without any preferential terms or benefits. The contract term is one year, automatically renewable for a similar period. The value of transactions for the year 2025 amounted to SAR 1,519,479.
35.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Berain Company, in which Board Member Mr. Badr bin Mohammed Al Rajhi has an indirect interest, as the member serves as the Chairman of the Board of Berain Company. The contract relates to the supply of bottled mineral water services, without any preferential terms or benefits. The contract term is one year, automatically renewable for a similar period. The value of transactions for the year 2025 amounted to SAR 429,742.
36.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Mohammed Abdulaziz Al Rajhi & Sons Investment Company, in which Board Member Mr. Badr bin Mohammed Al Rajhi has an indirect interest, as the member serves as a Board Member of Mohammed Abdulaziz Al Rajhi & Sons Investment Company. The contract relates to the lease of the Southern Regional Administration Building, without any preferential terms or benefits. The contract term is seven years, automatically renewable for a similar period. The value of transactions for the year 2025 amounted to SAR 282,373.
37.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Mohammed Abdulaziz Al Rajhi & Sons Investment Company, in which Board Member Mr. Badr bin Mohammed Al Rajhi has an indirect interest, as the member serves as a Board Member of Mohammed Abdulaziz Al Rajhi & Sons Investment Company. The contract relates to the lease of the Direct Sales Office in Abha, without any preferential terms or benefits. The contract term is seven years, automatically renewable for a similar period. The value of transactions for the year 2025 amounted to SAR 46,000.
38.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Mohammed Abdulaziz Al Rajhi & Sons Investment Company, in which Board Member Mr. Badr bin Mohammed Al Rajhi has an indirect interest, as the member serves as a Board Member of Mohammed Abdulaziz Al Rajhi & Sons Investment Company. The contract relates to the lease of an ATM site in Abha, without any preferential terms or benefits. The contract term is five years, automatically renewable for a similar period. The value of transactions for the year 2025 amounted to SAR 40,250.
39.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Al Makhazen Al Mumayazah II Company, in which the Chairman of the Board Mr. Abdullah bin Sulaiman Al Rajhi, Board Member Mr. Abdulaziz bin Khalid Al Ghafili, and the MD&CEO Mr. Waleed bin Abdullah Al Mogbel have an indirect interest, as the members serve on the Board of Directors of Al Rajhi Capital. There is also an ownership relationship and influence by Al Rajhi Capital over Al Rajhi REIT Fund, and Al Makhazen Al Mumayazah II Company is a special purpose vehicle for Al Rajhi REIT Fund. The contract relates to the lease of a branch in Riyadh, without any preferential terms or benefits. The contract term is five years. The value of transactions for the year 2025 amounted to SAR 672,980.

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40.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Dr. Cafe Holding Company, in which the Chairman of the Board Mr. Abdullah bin Sulaiman Al Rajhi has an indirect interest due to the ownership of Mr. Yousuf bin Sulaiman Al Rajhi in Dr. Cafe Holding Company, who is the brother of the Chairman of the Bank's Board of Directors, Mr. Abdullah bin Sulaiman Al Rajhi. The contract relates to the lease of a coffee kiosk in the Head Office Building of Al Rajhi Bank, without any preferential terms or benefits. The contract term is two years. The value of transactions for the year 2025 amounted to SAR 57,500.
41.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Dr. Cafe Holding Company, in which the Chairman of the Board Mr. Abdullah bin Sulaiman Al Rajhi has an indirect interest due to the ownership of Mr. Yousuf bin Sulaiman Al Rajhi in Dr. Cafe Holding Company, who is the brother of the Chairman of the Bank's Board of Directors, Mr. Abdullah bin Sulaiman Al Rajhi. The contract relates to the lease of a coffee kiosk in the Operations Building of Al Rajhi Bank, without any preferential terms or benefits. The contract term is three years. The value of transactions for the year 2025 amounted to SAR 115,000.
42.	Voting on the businesses and contracts concluded for the fiscal year ended on December 31, 2025, between the Bank and Half Million Company, in which Board Member Mr. Badr bin Mohammed Al Rajhi has an indirect interest, as Mr. Abdullah bin Mohammed Al Rajhi is considered one of the senior executives in Half Million Company and is the brother of the Bank's Board Member Mr. Badr bin Mohammed Al Rajhi. The contract relates to the lease of a coffee kiosk in the Head Office Building of Al Rajhi Bank, without any preferential terms or benefits. The contract term is one year. The value of transactions for the year 2025 amounted to SAR 57,500.