



بنك الرياض  
Riyad Bank

# Sustainability Committee Charter

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## 1 Preamble

These regulations shall determine the general frameworks for the Sustainability Committee, which is one of the Board of Directors committees. This regulation has been prepared in accordance with the regulations and rules of the Saudi Central Bank, the Capital Market Authority, the Ministry of Commerce, and other relevant regulations. and the relevant rules and regulations issued by the competent authorities (the party that plays a regulatory, supervisory, or controlling role), and guided by what is applied in Riyadh Bank and the best local and international practices.

## 2 Formation

- A. The committee consists of three to five members. The Board of Directors Shall appoints the Chairman and members of the Committee throughout the current Board of Directors term, subject to the following:
  - A prior written non-objection from the Central Bank of Saudi Arabia shall be obtained to nominate for the presidency and membership of the committee and determine their qualifications.
  - The Saudi Central Bank and the Capital Market Authority shall be notified of the names of committee members, their membership positions, and any changes that occur to them within the legally specified period as of the date of their appointment or from the date these changes occur.
  - In the event that the membership of one of the committee members becomes vacant, the Board of Directors shall appoint a successor to be approved after obtaining regulatory approvals so that the new member completes the term of their predecessor.
  - Committee members must possess the appropriate knowledge, expertise, qualifications, and professional experience commensurate with the nature of the bank's business, banking activities, and the committee's scope of work, in addition to an understanding of the rules, regulations, and bylaws issued by the competent authorities, which they are provided with.
- B. The Chairman of the Committee shall ensure that each new member of the Committee has been provided with the necessary documents to be introduced to his duties and responsibilities.
- C. Committee members shall maintain the confidentiality of information related to the bank, its customers, and its activities and not disclose it unless the disclosure of such information is authorized or legally required by the competent authorities, in accordance with the requirements of the relevant laws and regulations regarding the confidentiality of information.

## 3 Duties and Responsibilities

The Committee exercises its duties and responsibilities to support the bank's sustainability, these duties and responsibilities include the following:

1. Review and recommend to the Board the Bank's sustainability (incl. embedded CSR strategy) policies, strategy, pillars and ensure its alignment with the Bank's overall Strategy.
2. Review and approve KPIs of the Sustainability Pillars Strategy (incl. embedded CSR).
3. Review and approve implementation plan of the Sustainability Strategy (incl. embedded CSR and its programs and initiatives).
4. Review any related reports regarding the Bank's sustainability (incl. embedded CSR strategy).
5. Reviewing the annual budget for CSR programs and initiatives, and recommend for approval by the Board within the bank's annual budget.
6. Oversee the preparation and integrity of the Bank's sustainability disclosures and recommend for approval by the Board.
7. Any other tasks assigned to it by the Board of Directors, and presenting them periodically to the Board.

## 4 Meetings

### Regularity of meetings

The committee meets twice a year, and whenever necessary at the bank's headquarters (outside if necessary).

### Calling for Meetings

The committee meets at the invitation of its chairperson. The committee secretary shall send a notice of each planned meeting to each committee member, confirming the date, time, and location of the meeting, in sufficient time before the scheduled meeting.

Documents and papers related to the meeting agenda items must be sent at least five working days prior to the meeting date via modern technology. This deadline may be shorter if the situation requires the addition of an item of new business or if an emergency meeting is necessary.

### Quorum and Voting

- A quorum for a committee meeting is reached by the presence of a majority of committee members (attendance may also be made using modern technology).
- If the committee chair is absent at the time of the meeting, they shall delegate one of their members to chair the meeting. If no such delegation is available, the members present shall appoint one of their members as chair for the meeting.
- Decisions are issued by a majority vote of those present. In the event of a tie, the chairperson shall have the casting vote, provided that any opposing opinion is documented in the meeting minutes.
- In cases of necessity or urgency, the committee may issue its decisions by circulation by majority vote. The decision and related documents shall be presented to the committee for inclusion in the minutes of the next meeting, unless a member requests that the committee meeting be held in writing for deliberation.
- Voting on behalf of others is not permitted.

### Invitees to meetings from outside the committee

The committee chairman may invite any person, other than a committee member, to attend any meeting, as he deems appropriate, from within or outside the bank, within the limits of his authority. This must be included in the minutes of the committee meeting, including the name, their relationship to the bank, and the reason for the invitation.

Invitees may attend any discussion concerning them unless they are invited by the committee chair to participate in the discussion. No invitee shall be considered a member of the committee. The committee also reserves the right to request any clarifications or additional information if necessary.

### Minutes of meetings

The committee's deliberations and decisions are recorded in minutes kept by the Board of Directors and Governance Office. Modern technology may be used to record deliberations.

All committee members are invited to review and provide any comments or amendments they may have. If no comments are received within five days from the date of submission, the minutes will be approved and signed by the chair of the session, the attending members, and the committee secretary.

## 5 Committee Secretary

The Chairman of the Board of Directors, in coordination with the Chairman of the Committee - during the term of its service - shall select and appoint its Secretary, and determine his duties, provided that they include, for example, coordination and issuing invitations to meetings. The secretary of the committee shall attend the meetings in an administrative capacity only and shall not participate in any decision or vote taken in the committee.

## 6 Evaluating the committee's performance

The Committee, in participation with the Board of Directors, shall review its annual performance evaluation. And the committee Chair may verbally review the results of that report during scheduled Board meetings.

## **7 Reporting Responsibility**

The committee's decisions and minutes shall be presented to the Board of Directors at its first meeting following their issuance, for information. These minutes shall form part of the Board of Directors' agenda, and the committee may also submit any report it deems necessary to the Board.

## **8 Resources**

The committee shall have the necessary requirements to carry out its responsibilities and duties, including recommending to the Board of Directors the assistance of external consultants, and allocating sufficient funds for such duties.

## **9 Regulations Approval and Amendment**

- These Charter were approved by Board of Directors Resolution No. 11/C/721 dated 21/12/2025 AD.
- The Committee shall review this Charter whenever appropriate to ensure they are updated according to relevant developments. This Charter shall not be amended except in accordance with the established legal conditions and the approval of the Board of Directors.
- This Charter shall complementary to what is stated in the relevant laws and regulations issued by the regulatory authorities. In the event of any conflict between what is stated in this Charter and regulations, the statutory text contained in the law or regulation and its updates shall prevail.