

# CORPORATE GOVERNANCE FRAMEWORK 2018

## **INTERNAL CONTROL MECHANISMS**

1 Anti-Money Laundering (AML) 2 Compliance Monitoring / Inspection 3 Internal Audit Monitoring

4 Quality Control 5 Risk Management Framework

# BUSINESS ENVIRONMENT

#### CORPORATE GOVERNANCE PILLARS

### **GOVERNANCE PILLARS - REGULATING AGENCIES**

**BASEL III** 

Principle 1: Board's Overall Responsibilities

Principle 5: Governance of Group Structures

Principle 12: Disclosure and Transparency

Principle 1: Board Members Qualifications

Principle 3: Board Responsibilities

Principle 4: Board Committees

Principle 2: Board Composition and Appointment

SEVEN KEY PILLARS - SAIB

Principle 13: The Role of Supervisors

Principle 4: Senior Management

Principle 6: Risk Management

Principle 9: Compliance

Principle 10: Internal Audit

Principle 11: Compensation

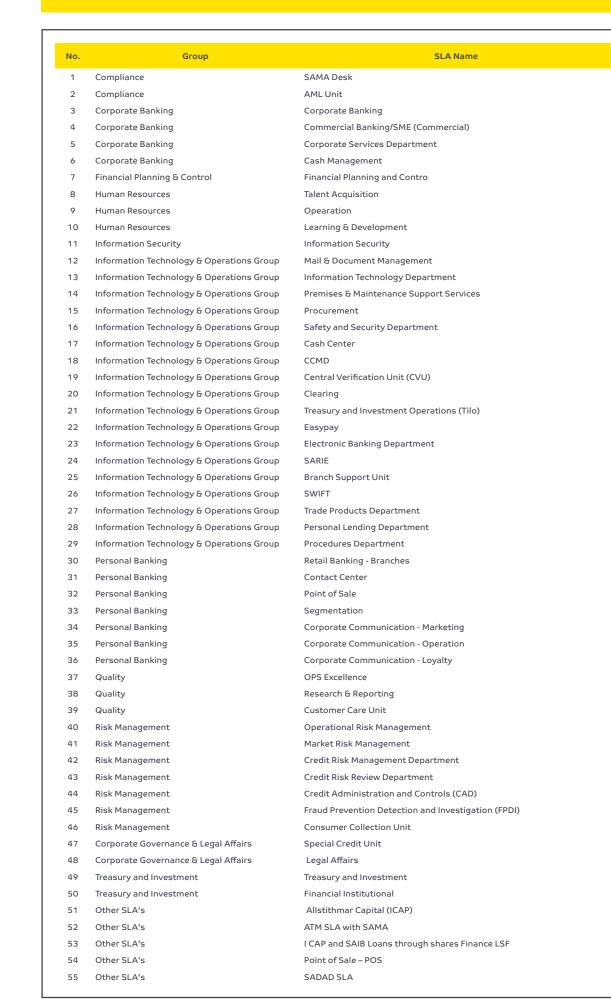
Principle 8: Risk Communication

Principle 2: Board Qualifications and Composition

Principle 7: Risk Identification, Monitoring, and Controlling

Principle 3: Board's Own Structure and Practices

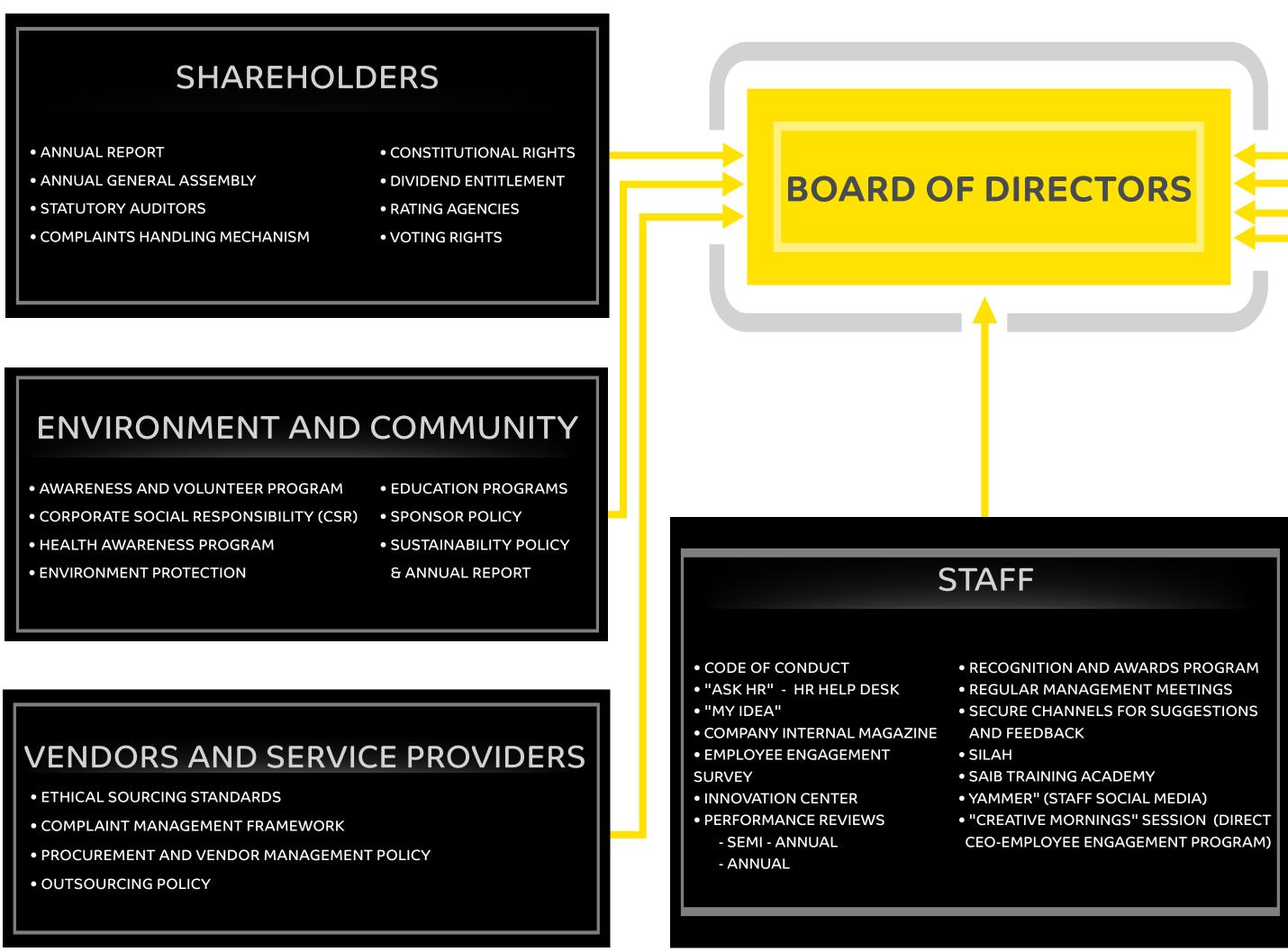
#### SERVICE LEVEL AGREEMENTS (SLAS



#### Other Control Levers

**WOW** Points Algorithm 318 PMS & SAM SAIB Application Inventory 348 External Forms 389 Internal Forms 1739 Authority Statements

# STAKEHOLDERS



CUSTOMERS FLEXX CALL CONTACT CENTER CONSUMER COMPLAINT UNIT MOBILE AND ONLINE BANKING RELATIONSHIP MANAGERS (RMs) CONSUMER PROTECTION POLICY **CONSUMER AWARENESS & EDUCATION**  SOCIAL MEDIA CHANNELS VOICE OF CUSTOMER UNIT WEBSITE

### Principle 5: Rights of Shareholders Principle 6: Disclosure and Transparency SUBSIDIARIES AND ASSOCIATES

 ALISTITHMAR CAPITAL AMLAK INTERNATIONAL AMEX SAUDI ARABIA SAUDI ORIX LEASING • SAIB Markets Limited Company SEMI-ANNUAL & ANNUAL PERFORMANCE REPORTS TO THE BOARD OF

## LOCAL REGULATORS SAUDI ARABIAN MONETARY AGENCY (SAMA)

INTERNATIONAL REGULATORS • FINANCIAL ACTION TASK FORCE (FATF / MENA FATF) UNITED NATIONS / SECURITY COUNCIL • U.S. TREASURY OFFICE OF FOREIGN ASSET CONTROL (OFAC)

• CAPITAL MARKET AUTHORITY (CMA)

FINANCIAL STABILITY BOARD (FSB)

**ROLE OF KEY PLAYERS** 

**BALANCED OBJECTIVES** 

**DECISION-MAKING PROCESS** 

ETHICAL APPROACH

**CLEAR ACCOUNTABILITY AND TRANSPARENCY** 

• MINISTRY OF COMMERCE AND INVESTMENT (MOCI)

Capital Market Authority (CMA) Part 1: Preliminary Provisions Part 2: Right of Shareholders Chapter 1: General Rights • Chapter 2: Rights Related to the Meeting of the General Assembly Part 3: The Board of Directors Chapter 1: Formation of the Board • Chapter 2: Responsibilities and Competencies of the Board Chapter 3: Competencies of the Chairman and the Board Members Chapter 4: Procedures of the Board Activities Chapter 5: Training, Support and Assessment Chapter 6: Conflicts of Interest Part 4: Company Committees Chapter 1: General Provisions Chapter 2: The Audit Committee Chapter 3: Remuneration Committee Chapter 4: Nomination Committee Chapter 5: Risk Management Committee SAUDI ARABIAN MONETARY AUTHORITY (SAMA) Part 5: Internal Control Part 6: The Company's External Auditors Part 7: Shareholders Part 8: Professional and Ethical Standards Part 9: Disclosure and Transparency Part 10: Implementation of Corporate Governance Part 11: Retaining of Documents

# **BOARD APPROVED POLICIES WITH OWNERS**

Part 12: Closing Provisions

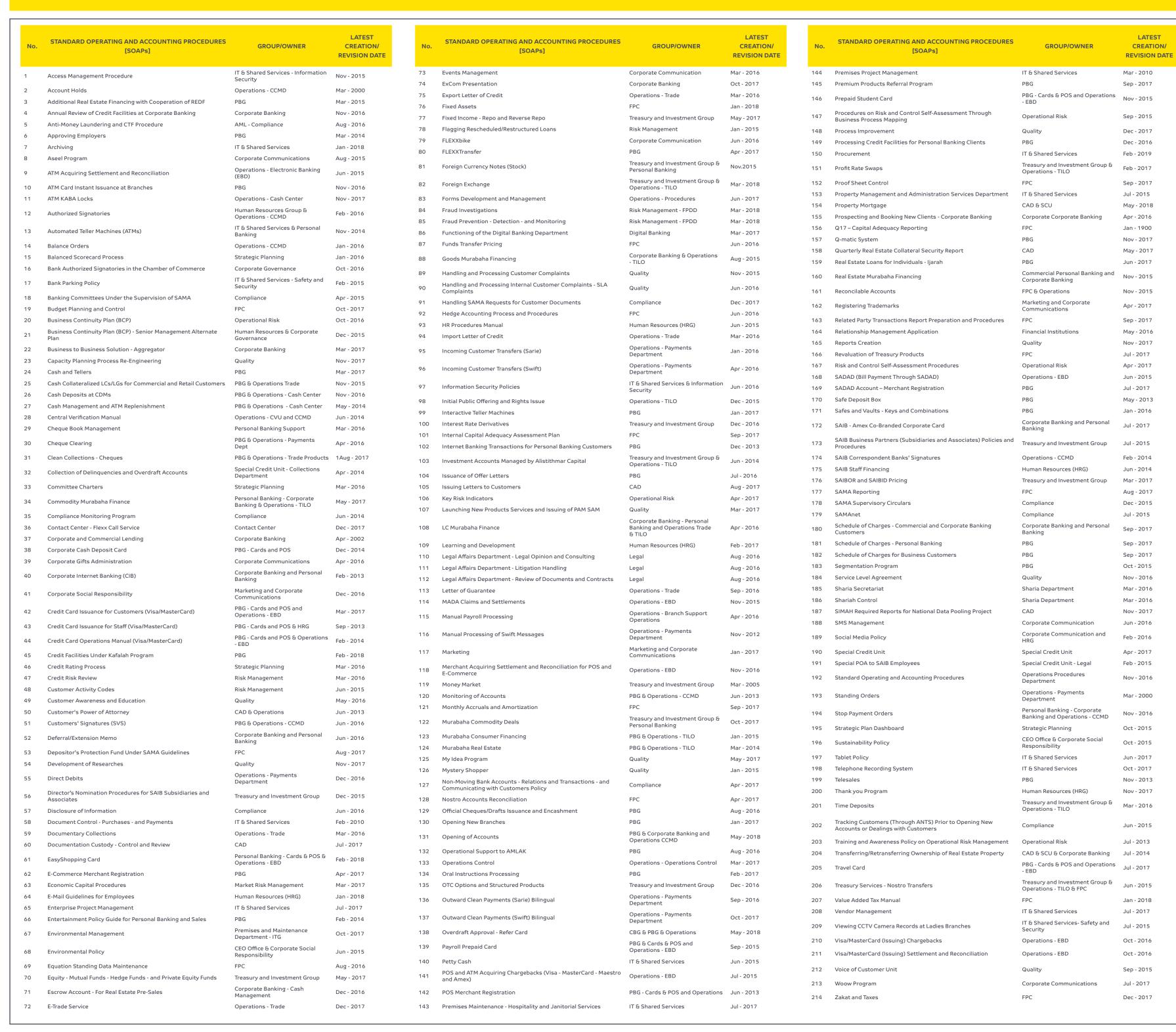
POLICIESPROCEDURES

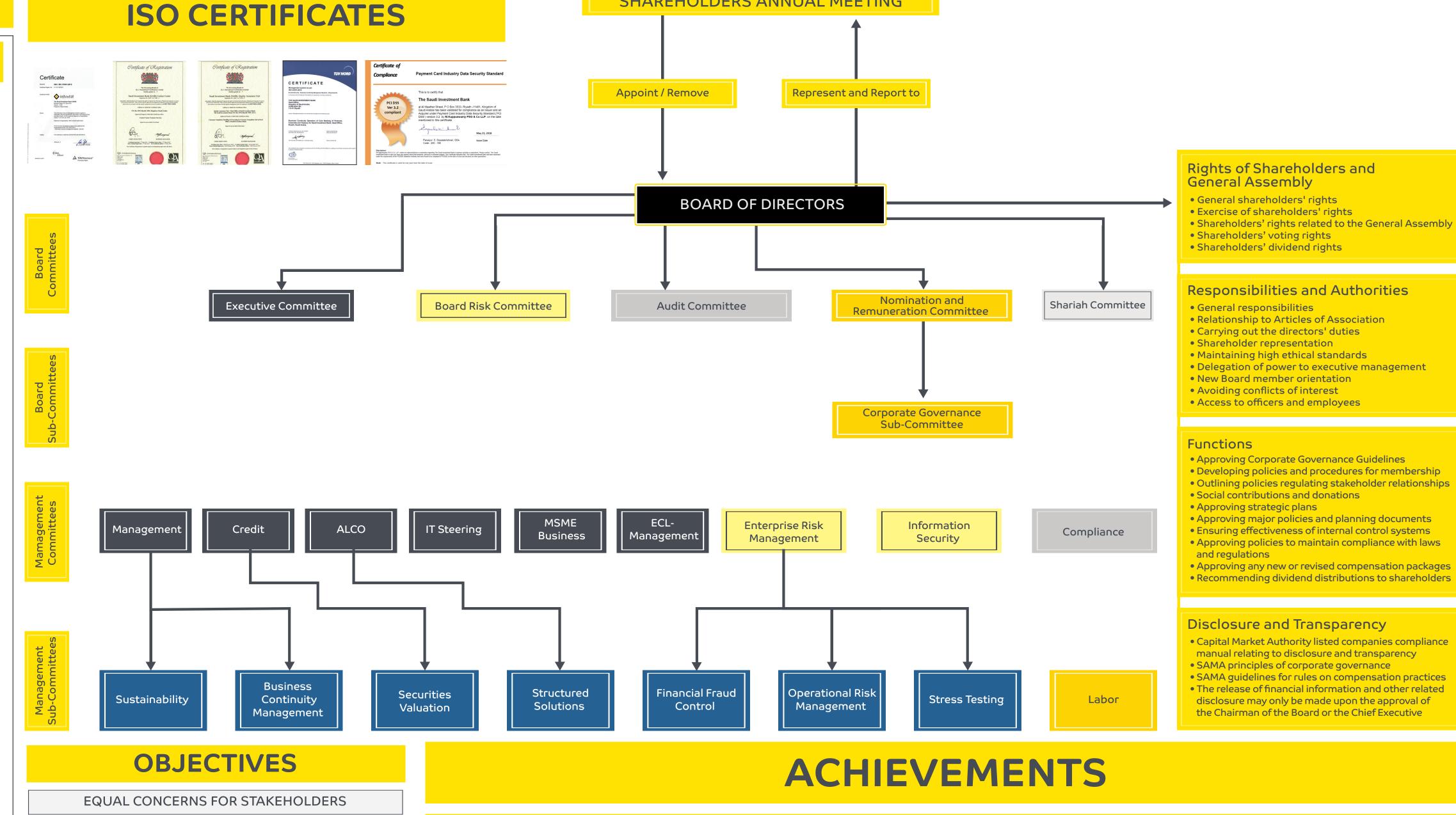
INTERNAL CONTROL MECHANISMSSERVICE LEVEL AGREEMENTS

SYSTEMS
BALANCED SCORECARDS (BSC)
KEY PERFORMANCE INDICATORS (KPIs)

No.	BOARD APPROVED POLICIES	Responsible Department	Responsible Individual	Last Approval Date	No.	BOARD APPROVED POLICIES	Responsible Department	Responsible Individual	Last Approva Date
1	Accounting & Disclosure Policy	FPC	David Johnson	29-Mar-18	18	Know Your Customer (KYC) & Customer Acceptance Policy	Compliance	Badr Allaf	26-Sep-17
2	Annual Profit And Capital Plan Policy	FPC	David Johnson	15-May-18	19	Operational Risk Loss Event & Incident Management Policy	Operational Risk Management Department	Abdulilah AlMadan	15-May-18
3	Anti-Money Laundering & Combating Terrorist Financing Policy	/ Compliance	Badr Allaf	26-Sep-18	20	New Product/Service Policy	Operations	Majed Rubaiaan	01-Feb-18
ļ	Board and Committee Evaluation	HR Group	Asdan Al-Hussain	11-Dec-17	21	Operational Risk Management Framework and Policy	Operational Risk Management Department	Abdulilah AlMadan	15-May-18
5	Board Policy Development and Approval Policy	Corp Governance	Gavin Leake	11-Dec-17	22	Outsourcing Policy	IT & SS	Suliman Al-Obaid	23-Mar-17
6	Business Continuity Management Policy And Framework	Risk	David Kenney	29-Mar-18	23	Procurement and Vendor Management Policy	FPC	David Johnson	29-Mar-18
7	Compliance Manual	Compliance	Badr Allaf	29-Mar-18	24	Related Party Identification and Disclosure of transacations Policy	FPC	David Johnson	01-Oct-16
8	Consumer Protection Policy	Quality Assurance	Badr Al-Aswad	23-Mar-17	25	Risk Appetite Framework/ Statement	CRMD	Surendra Barsode	15-May-18
9	Corporate Governance Manual	Corp Governance	Gavin Leake	11-Dec-17	26	Risk Management Policy Guide	CRMD	Surendra Barsode	15-May-18
10	Credit Policy Guide	CRMD	Surendra Barsode	11-Dec-17	27	Safety & Security Policies Guide	Security & Safety	Zeyad Alkharashi	26-Sep-17
11	Fraud Prevention and Detection Policy	Risk	Surendra Barsode	15-May-18	28	Stakeholder Management Policy	FPC	Maged Al-Dakheel	26-Sep-17
12	Human Resources Policy	HR Group	Saud Al-Hoshan	26-Sep-17	29	Stress Testing Policy	CRMD	Surendra Barsode	15-May-18
13	Information Security Policy	Information Security	Ali Al-shayea	15-May-18	30	Treasury Policy Guide	TIG	Salman Al Fughom	12-Dec-17
14	Insurance Policy Guide	FPC	David Johnson	11-Dec-17	31	Tax Policy	FPC	David Johnson	12-Dec-17
15	Internal Audit and Control Policy	Internal Audit	Waleed Al-Omary	23-Mar-17	32	Treasury Counterparty Collateral Management	FPC	David Johnson	29-Mar-18
16	Internal Capital Adequacy Assessment Plan Policy	FPC	David Johnson	26-Sep-17	33	IFRS 9 Governance Framework Policy	FPC	David Johnson	29-Mar-18
17	Investment Policy Guideline	Business Partner	Siraj Zakaria	11-Dec-17	34	Woow Loyalty Program Policy	Marketing	Ishraq Al-Thebiani	29-Mar-18

# STANDARD OPERATING AND ACCOUNTING PROCEDURES





SHAREHOLDERS ANNUAL MEETING

**RECOGNITIONS AND CERTIFICATIONS** 

Corporate Governance Excellence Award - Ranked 4th amongst all Saudi listed companies