

سي تي جروب العربية السعودية
Citigroup Saudi Arabia



Citigroup Saudi Arabia

Board Report 2021



Table of Contents

1. Overview
2. Licenses
3. Financials
4. Company's Risk
5. Board Members and Meetings
6. Board Member Interests
7. Main Committees of the Board of Directors
8. Violations
9. Internal Audit and Operational Risk Management Reviews

Appendices

- Appendix 1: Board Member's Membership in other companies
Appendix 2: 2021 Board Meetings Attendance Record
Appendix 3: Remuneration and Compensation
Appendix 4: Transactions between CSA and Related Parties



1. Overview

Citigroup Saudi Arabia ("CSA" or "Company") was established as a closed Joint Stock Company (JSC) on October 11th 2017 and licensed by the Capital Market Authority ("CMA") with license number 17184-31 with effect from April 25, 2017. CSA started conducting business on January 22, 2018. The paid up capital of CSA is SAR 187,500,000.

CSA is wholly owned by Citigroup Financial Products Inc. ("CFPI"). CFPI also owns Citigroup Global Markets Holding Bahamas Limited ("CGMHL"), Citigroup Global Markets Switzerland Holding GmbH ("CGMSH") and Citigroup Global Markets (International) Finance GmbH ("CGMIF"). CFPI is a fully owned subsidiary of Citigroup Global Markets Holding Inc. ("CGMHI"), which in turn is wholly owned by Citigroup Inc. CFPI, CGMHI and Citigroup Inc. are all incorporated and headquartered in the United States of America.

CSA is located in Riyadh on the 20th floor of Kingdom Tower, P. O. Box 301700, Riyadh 11372, Central Province, Kingdom of Saudi Arabia and its business is limited to the Kingdom of Saudi Arabia.

Citigroup Saudi Arabia has traded cash equity products on Tadawul since November 2019 and is now preparing to adapt to the market reform that has resulted from the creation of a Central Counterparty Clearing ("CCP" and/or "Muqassa") that would mainly impact 5 areas below:

- 1) Central clearing versus current de facto bilateral settlement;
- 2) Margin introduction;
- 3) Ability to do post-trade actions (mainly ability to split and merge several trades);
- 4) Fails management; and
- 5) Contribution to CCP default fund

Citigroup Saudi Arabia is opting for a Non-Clearing Member ("NCM") as it complies with the conditions Muqassa has set to fulfil such a role. NCM membership requires that Citigroup Saudi Arabia have in place a Client Clearing Agreement with one General Clearing Member ("GCM"), which shall effect clearing on its behalf. A NCM is not required to contribute Default Fund Contributions or Margin to the Clearing House, and all such requirements remain obligations on its GCM.

The local custody business of CSA has managed in 2021 to migrate Citi NA global custody business portfolio from earlier local custodian to CSA as the present local custodian. Also, Citi Global Markets Limited "Citi's International Broker Dealer Entity" is planning to follow suit during 2022 by moving its custody business in Saudi to CSA. It worth noting that CSA custody business has reached maturity phase with the existing portfolio of clients in addition to pursuing business growth strategies to set it one of main international players in Saudi Capital Market.

All transactions between CSA and any Related Party (in the ordinary course of business) in the 2021 fiscal year are as disclosed in Appendix 4.

CSA appointed the following individuals in key positions during the financial year ending 31 December 2021:



Wassim Al Khatib – Chief Executive Officer and Board Member

Wassim is a highly experienced banker and executive with over 16 years of experience, 15 of which in the financial services and advisory industry. Prior to joining Citigroup Saudi, he led the re-establishment of NCB Capital's investment banking franchise between 2015 and 2021 and rallied it to top positions in Saudi investment banking league tables.

Stemming from his passion for advancing the institutionalization of the private sector and supporting the Saudi economic transformation plans, Wassim's previous experience focused on advising institutional clients and the national champions of the key economic sectors of the Kingdom, where he led the origination and execution of landmark transactions totaling more than US\$80 billion in value across M&A, capital markets and advisory.

In addition to his proven advisory and leadership skillsets, Wassim has strong experience in governance through his previous roles as a member of the board and sub-committees of private and listed companies in the Middle East.

Wassim holds a computer engineering B.Sc. degree from the Pennsylvania State University (2004) and a General Management Program certificate from the Harvard Business School (2018).

Ebru Pakcan – Non-executive Board Member

Ms. Pakcan was appointed Head of EMEA Emerging Markets Cluster in May 2021, based in Dubai, U.A.E, leading the Citi franchise and serving clients across 59 markets.

Prior to this she was the Head of Global Trade business at Citi since February 2020. In this role, Ms. Pakcan was actively engaged with Citi's clients across Corporate, Financials Institutions and Public Sector entities, developing working capital and trade financing solutions to meet their evolving requirements. She led a team of business managers, product and sales specialists across the globe in a set of diverse markets and disciplines.

Previously she headed up Treasury and Trade Solutions (TTS) business for Europe, Middle East and Africa (EMEA) region based in London. Prior to that, Ms. Pakcan managed the Global Payments and Receivables business for the Treasury and Trade Solutions (TTS) based in New York until Nov 2016 and held the same position for EMEA region based in London between 2008 and 2012.

Ms. Pakcan joined Citibank in Turkey in 1997 as a Project Manager in Technology department and later expanded responsibilities in Operation and Technology division in various management positions. She held numerous roles across multiple countries, including the position of the Securities Country Manager (SCM) in Turkey, managing the custody and clearing business. In 2004, she moved to London to lead the Transaction Services EMEA Implementation team, responsible for the end-to-end delivery of new business mandated by Citi's institutional clients in the EMEA region.

Ms. Pakcan holds a degree in computer engineering from Bogazici University in Istanbul, Turkey.

Ms. Pakcan has been actively engaged with the Payments and Trade industry, having served on the Board of CHAPS Clearing Company in UK until 2012 and the Board of The Clearing House Payments Company L.L.C. in the United States until 2016. She is a member of the BAFT Global Trade Industry Committee (GTIC). Ebru has also served as a Director on the Board of Citibank Europe Plc in Ireland.



The following key individual changes were made by Citigroup Saudi Arabia during the financial year ending 31 December 2021:

Atiq Ur Rehman – Non-executive Board Member

Atiq resigned as a Board Member on 28 June 2021

Naveed Kamal – Non-executive Board Member

Naveed resigned as a Board Member and his membership of the Audit Committee and Nomination and Remuneration Committee on 28 June 2021.

Majed Al Hassoun – Chief Executive Officer

Majed was replaced by Wassim Al Khatib as CEO of the Company and a member of the Nomination and Remuneration Committee.

2. Licenses

Arranging

CSA arranges transactions in debt/equity capital markets and assists its clients in arranging world class markets and securities services solutions and M&A structuring/corporate finance advisory by drawing on its local expertise and international affiliate network.

Advising

CSA's Investment Banking unit provides comprehensive corporate financial advisory and capital raising services. Clients receive financial solutions and strategic advisory services on a wide range of public and private M&A transactions and capital-raising/ structuring and restructuring activities including mergers, acquisitions, divestitures, financial restructurings and distributing equity.

CSA Research focuses on delivering the highest quality company, sector, economic and geographic insights to our clients globally. The unit includes equity and fixed income research, economic and market analysis and product-specific analysis to clients to navigate a complex global marketplace.

Dealing

CSA helps issuers with their underwriting and capital markets transaction needs across a broad range of currencies and markets in the Kingdom of Saudi Arabia.

CSA is a member of the Tadawul. It provides agency cash equity brokerage services to Qualified Foreign Investors, seeking investment opportunities in the Kingdom of Saudi Arabia. CSA may on occasion deal as Principal in fulfilling its obligations to the Tadawul and its clients.



Custody

CSA is a Custody Member of the central securities depository (CSD), Edaa, and provides its clients with safekeeping and asset servicing services for shares of companies listed on the local Exchange

3. Financials

Summarised forms of Statement of financial position and Statement of profit and loss and other comprehensive income of CSA as at December 31, 2021 are presented below.

Statement of profit and loss and other comprehensive income				
	2021	2020	2019	2018
SAR '000				
Arrangement fee	36,191	6,906	14,174	7,183
Financial advisory fee	36,010	30,588	2,834	1,012
Brokerage commission	12,776	8,511	-	-
Other income	1,457	2,107	8,856	252
Total operating income	86,434	48,112	25,864	8,447
	-	-	-	-
Salaries and benefits	22,174	14,011	12,101	7,190
Other operating expenses	18,806	15,884	9,893	5,783
Total operating expenses	40,980	29,895	21,994	12,973
	-	-	-	-
Net profit/(loss) before income tax	45,454	18,217	3,870	(4,526)
	-	-	-	-
Net income/(loss)	36,325	14,572	3,095	(3,621)



Statement of financial position				
SAR '000	31 December 2021	31 December 2020	31 December 2019	31 December 2018
Deposits with Banks	238,236	194,733	169,984	75,822
Premises, plant and equipment	6,823	7,534	8,328	5,894
Deferred Tax	598	328	701	905
Other assets	18,119	7,534	23,297	5,968
Total assets	263,776	210,128	202,310	88,589
Other liabilities	18,940	5,336	14,765	2,210
Income tax payable	6,965	3,246	571	-
Total liabilities	25,905	8,582	15,336	2,210
Share capital	187,500	187,500	187,500	90,000
Accumulated profits	44,971	12,279	(836)	(3,621)
Statutory reserve	5,400	1,767	310	-
Total equity	237,871	201,546	186,974	86,379
Total liabilities and equity	263,776	210,128	202,310	88,589

Year 2021 revenue closed at SAR 86.4 million, ahead of prior year by SAR 38.2 million (80 %), largely driven by outstanding performance of investment banking business coupled with growing traction within the flow businesses of Equity brokerage and Security services. As we continue to see an improved market and client sentiment, the Company shall continue leverage on market opportunities arising within the Kingdom.

Expenses closed at SAR 41.3 million, an increase of 38% (SAR 11.4 million) when compared to prior year. The main drivers are continuous expansion of the business activities resulting in increased investments in human and other tangible resources, as well as transaction related expenses. However, CSA continues to maintain very good control around discretionary spends while ensuring good expense discipline. Consequently, Net Income closed at SAR36.1 million, representing an increase of SAR21.5 million (148%) when compared with prior year.

The management of the Company expects the financial performance to continue in this trend in the foreseeable future, as it continues to stay focused on execution of its overall strategy.

The balance sheet as at December 31st, 2021 grew by 26 % or SAR 53.8 million when compared with the prior, the main driver being cash revenue receipts from business operations. The Company's expectation is that balance sheet growth will trend similarly in the future, following business expansion and continuously leveraging market opportunities as they arise.

There were no outstanding loans payable to any of the related parties and other third



parties as at December 31, 2021. However, similar to last year, in a bit to continuously support equity trading business, the company obtained a short term loan (tenor of less than 15 days) from its affiliate company during the course of the year.

Details of the loans are shown in the table below.

S/N	Counterparty	Related (Y/N)	Currency	Principal	Start Date	End Date	Outstanding balance
1	Citicorp LLC	Y	USD	150,000,000	11/30/2021	12/8/2021	-

There are no reservations in the audited annual financial statements for the year ending with 31 December 2021.

4. Company's Risk

Operational Risks

CSA has adopted group issued Operational Risk Management policy (ORM) Policy which is designed to maintain a sound and well-controlled operational environment. CSA ORM Policy defines Operational Risk as the risk of loss resulting from inadequate or failed internal processes, people, and systems or from external events. This definition of operational risk includes legal risk—which is the risk of loss (including litigation costs, settlements, and regulatory fines) resulting from the failure of the bank to comply with laws, regulations, prudent ethical standards, and contractual obligations in any aspect of the bank's business—but excludes strategic and reputation risks. CSA also recognizes the impact of Operational Risk on the reputational risk associated with CSA's business activities. Since Operational Risk is inherent in the activities carried out by CSA and to anticipate, mitigate and control operational risk; CSA has also adopted the Governance, Risk and Compliance (GRC) & comprehensive self-assessment program, methodology and tools - "Manager's Control Assessment" which support managers in mitigating their GRC risks through consistent (i) risk and control identification; (ii) risk and control assessment and monitoring; (iii) residual risk management. Additionally, Operational Risk Management, through credible challenge works proactively the businesses and other control functions to develop & maintain a strong operational risk management culture and framework and also engages with the businesses to ensure effective implementation of the Operational Risk Management framework by focusing on (i) identification, analysis and assessment of operational risks, (ii) effective challenge of key control issues and operational risks and (iii) anticipation and mitigation of operational risk events.

While the management of risk is the collective responsibility of all employees, CSA assigns accountabilities into three lines of defence:

- **First Line of Defense:** owns the risks inherent in or arising from their business and is responsible for identifying, assessing and controlling those risks so that they are within risk appetite. These units may also conduct control and support activities.
- **Second Line of Defense: Independent Risk Management:** Independent risk management units are independent of a front-line unit. They are responsible for overseeing the risk-taking activities of the first line of defense and challenging the first



- line of defense in their execution of their risk management responsibilities. They are also responsible for independently identifying, measuring, monitoring, controlling and reporting aggregate risks and for setting standards for the management and oversight of risk. Independent risk management units also engage in in-unit control and in-unit management activities. Independent Risk Management include – (i) Independent Compliance Risk Management (ICRM) and (ii) Independent Risk Management.

The ICRM organization is designed to oversee and challenge products, functions, jurisdictional activities and legal entities in managing compliance risk, as well as promoting business conduct and activity that is consistent with CSA's Mission and Value Proposition and the Compliance Risk Appetite.

The Independent Risk Management organization sets risk and control standards for the first line of defense and actively manages and oversees aggregate credit, market (price and interest rate), liquidity, strategic, operational, compliance and reputation risks across the firm, including risks that span categories, such as concentration risk.

- *Third Line of Defense:* The role of Internal Audit is to provide independent and timely assurance to the Citigroup Inc. and Citibank N.A. Boards, the Audit Committees of the Boards, senior management and regulators regarding the effectiveness of governance, risk management and controls that mitigate current and evolving risks and enhance the control culture within CSA.

Credit Risks

The local credit risk assumed in Saudi Arabia is with respect to the capital placed with a local bank rated A-/A1 by S&P, Moody's.

The capital is placed in a form of very short-term up to 3 months placements. Credit profile of the Saudi National Bank is monitored on a quarterly basis.

CSA does not extend any credits to third parties. So, other than capital placed with the Saudi National Bank, there is no credit risk taking by CSA.

Market Risks

There are no significant Market, Liquidity, or Interest Rate risk as there is no trading activity and capital is kept as short-term cash placements.

5. Board Members and Meetings

As at December 31, 2021 the Board of Directors is comprised of 6 members, including independent members. In addition to the directors, the Board has also appointed a secretary.

There were a total of two board meetings held in the 2021 fiscal year. Details of the Board Members, their classification, and the Board Secretary, together with their attendance of the Board Meetings is listed at Appendix 2.



As a matter of a Citi's global policy, Citi employees who serve on Citi boards do not receive additional remuneration for their role as a director.

Details of the remuneration and compensation paid to the Board of Directors and five of the most senior executives who have received the highest remunerations and compensations (in addition to the Chief Executive Officer and Chief Financial Officer if they are not among them) are included at Appendix 3.

6. Board Member Interests

Details of Board member's appointments as a board member in other companies inside and outside the Kingdom of Saudi Arabia are listed in Appendix 1.

Neither the board members, senior executives nor relatives thereof have any interest, contractual securities or subscription rights in the shares or debt instruments of CSA or its affiliates thereof. Neither the board of directors nor any senior executives or any person related to them had any interest in any business or contracts to which CSA was a party to in the financial year ending 31 December 2021.

7. Main Committees of the Board of Directors

CSA has two main committees: the Audit Committee and the Nomination and Remuneration Committee

Audit Committee

The members of the Audit Committee and their attendance at meetings is as follows:

Name	Position	Number of Meetings attended in 2021
Omar Almohammady	Member/Chairman	2
Carmen Haddad	Member	2
Yidhir Talbi	Member	2
Olukayode Bababunmi	Secretary	2

Meeting date	Members in attendance
13 September 2021	1) Omar Almohammady, 2) Yidhir Talbi 3) Carmen Haddad 4) Olukayode Bababunmi
8 December 2021	1) Omar Almohammady, 2) Yidhir Talbi 3) Carmen Haddad 4) Olukayode Bababunmi

The responsibilities of the Audit Committee are as follows:

- (i) Monitor Citigroup Saudi Arabia's business and access records and documents and request any clarification from the Board or Executive Management;
- (ii)



- (iii) Review and discuss any significant Internal Audit findings that have been reported to management, management's responses, and the progress of the related corrective action plans;
- (iv) Review and evaluate the adequacy of the work performed by the Internal Audit and ensure that Internal Audit is independent with unrestricted access to the Committee and has adequate resources to fulfil its duties, including implementation of the annual audit plan.
- (v) Review CSA's financial statements and the reports and notes submitted by the Independent Auditors and provide the Board with its opinion in respect of the same;
- (vi) Provide any concerns or recommendations to the Board of Directors regarding the effectiveness of Citigroup Saudi Arabia's internal control over financial reporting and the engagement of the independent audit firm; and
- (vii) Initiate other inquiries as it may deem appropriate or as supplemented by local laws and/or regulations.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee and their attendance at meetings is as follows:

Name	Position	Number of Meetings attended in 2021
Wassim Al Khatib	Member/Chairman	1
Mutlaq H. Al-Morished	Member	1
Carmen Haddad	Member	1
Aljawharah Fallatah	Member	1
Dana Al Hozami	Secretary	1

Meeting date	Members in attendance
5 December 2021	1) Wassim Al Khatib 2) Carmen Haddad 3) Aljawharah Fallatah 4) Mutlaq H. Al-Morished 5) Dana Al Hozami

The responsibilities of the Nomination and Remuneration Committee are to:

- (i) identify individuals qualified to become Board members including independent board members that meet the guidelines established by the Capital Market Authority and receive the approval of the Citi EMEA Nomination Committee;
- (ii) Review the composition of each committee of the Board and recommend Directors to serve as members of each committee or recommend any changes to the composition of such committees;



- (iii) review the structure, size and compensation; including skills, knowledge and experience required of the Board of Directors and its committees and recommend changes; and
- (iv) ensure that the Directors are provided with information in relation to the Company's policies and procedures which includes, without limitation, providing such Directors the Company's code of conduct policies.

8. Violations

No fines, sanction, precautionary measure, or precautionary restriction have been imposed by the CMA or any other regulatory, supervisory or judicial authority on CSA during the 2021 fiscal year.

9. Internal Audit and Operational Risk Management Reviews

Article 62 of the CMA's Capital Market Institutions Regulations states that a capital market institution's internal and external auditors must review books, accounts and other records related to securities business at least once every three years, and when necessary. CSA's Internal Audit has devised a risk based audit cycle and completed the Saudi Arabia Country Audit which assessed the design and operating effectiveness of the controls operating in country in November 2020. The report is rated as Room for Improvement (RFI). Key controls over a number of areas within the audit scope that cover Equity business, Committee governance, Finance Tax calculation and reporting, New Product Approval, Entitlements, and control assessments were operating effectively. Issues were identified relating to (i) Missed Sanctions Screening for DCC payments, (ii) Regulatory Name Search Requests, (iii) Third Parties Management Monitoring and (iv) DCC Nostro Accounts Governance, and also issues related to (i) Continuity of Business Dependencies, (ii) Regulatory Change Management Oversight, and (iii) Untimely and Incomplete Update of the Regulatory Exam Tracker system.

All drafted action plans have been implemented by Citigroup Saudi Arabia then verified and tested by Internal Audit. All issues have been validated and closed by Internal Audit.

In 2021, the number of risk drivers (principal risks) to which the entity is assessed was extended to cover 27 risks which are listed in the below table:

Principal Risks
Reputational Risk
Strategic Risk
Ethics and Culture Risk
Retail Credit Risk
Wholesale Credit Risk
Interest Rate Risk
Price Risk
Liquidity Risk
Money Laundering Risk
Sanctions Risk



Compliance Risk
Customer or Client Conduct Risk (includes Sales Practices)
Market Conduct and Integrity Risk
Bribery Risk
Legal Risk
Financial Statement Reporting Risk
Regulatory and Management Reporting Risk
Fraud Risk
Processing Risk (includes coverage of Size Risk)
Physical Damage Risk
Governance & Risk Oversight Risk
Model Risk
Data Management Risk
Human Capital Risk
Third Party Risk
Technology Risk
Information Security Risk

In addition, the report rating has been modified in March 2021 and actually there are four different ratings depending on the number of issues and the assessment of the risks. These ratings are:

- No or Minor Improvements Needed.
- Moderate Improvements Needed.
- Considerable Improvements Needed.
- Significant Improvements Needed.

Additionally, as referenced under section 4, CSA has adopted group issued ORM Policy as well as the GRC & MCA Standards & Procedures.

MCA is a comprehensive self-assessment program methodology and tools to allow management to enable risk and control identification, assessment & monitoring and residual risk management for all GRC Risks. MCA is focused on the most significant risks and key controls, i.e., the controls that mitigate those significant risks. MCA provides Citi's Management and Independent Risk and Control Functions a holistic view of Residual Risk Rating and insight into trends & drivers for their Business or function.

Citi uses a Tier 1 to 5 scale, where Tier 1 is the highest risk and Tier 5 is the lowest risk.

Residual Risks are automatically derived as per a matrix defined in the GRC & MCA Procedures and Standards. Where the residual risk, at the Risk Category Level 1 in the GRC Taxonomy, is rated Tier 1, 2 or 3, appropriate actions are taken by the business managers to reduce the residual risk, which include: (i) Confirm that existing issues mapped to the relevant Risk Category are sufficient to mitigate the residual risk once the corrective action plans are completed; (ii) Raise additional issues in ICAPS (Issues & Corrective



Action Plan Management System) to Enhance Key Controls or Reduce Inherent Risk; and
(iii) Follow Risk Escalation Process.

The Residual Risk Rating for CSA entity subsequent rollout of the GRC MCA have been "Tier 4" for Q1, "Tier 3" for Q2 and "Tier 4" for Q2 and Q4 2021.

The operational effectiveness and sustainability of MCA program is independently evaluated by ORM through the different reviews. These reviews are categorized into two categories (i) Trigger-based reviews use metrics that are calculated across the whole MCA population to identify the populations with the greatest deficiencies. (ii) Operational Risk Reviews are generally thematic reviews, including risk category specific MCA Effectiveness Challenges. The overall results of these reviews, including the metrics calculated every quarter as part of the trigger-based reviews, analysed at group level to detect systemic weaknesses in the execution of the MCA program.

The Audit Committee considered the overall results of the internal oversight measures employed by CSA and was of the opinion that CSA's current operations are effective and the committee was satisfied that there were no major concerns. The Audit Committee also reiterated the need for CSA to continuously follow the established in-house country management plan, operational risk management policies and to ensure that all open issues identified by audit and operational risk management are completed by CSA.

Chairman

Alberto J. Verme

Chief Executive Officer

Wassim Mohammed Assem
Al Khatib

Chief Financial Officer

Olukayode Bababunmi



Action Plan Management System) to Enhance Key Controls or Reduce Inherent Risk; and (iii) Follow Risk Escalation Process.

The Residual Risk Rating for CSA entity subsequent rollout of the GRC MCA have been "Tier 4" for Q1, "Tier 3" for Q2 and "Tier 4" for Q2 and Q4 2021.

The operational effectiveness and sustainability of MCA program is independently evaluated by ORM through the different reviews. These reviews are categories into two categories (i) Trigger-based reviews use metrics that are calculated across the whole MCA population of to identify the populations with the greatest deficiencies. (ii) Operational Risk Reviews are generally thematic reviews, including risk category specific MCA Effectiveness Challenges. The overall results of these reviews, including the metrics calculated every quarter as part of the trigger-based reviews, analysed at group level to detect systemic weaknesses in the execution of the MCA program.

The Audit Committee considered the overall results of the internal oversight measures employed by CSA and was of the opinion that CSA's current operations are effective and the committee was satisfied that there were no major concerns. The Audit Committee also reiterated the need for CSA to continuously follow the established in-house country management plan, operational risk management policies and to ensure that all open issues identified by audit and operational risk management are completed by CSA.

Chairman

Alberto J. Verne

Chief Executive Officer

Wassim Mohammed Assem
Al Khatib

Chief Financial Officer

Olukayode Bababunmi



Appendix 1: Board Member's Membership in other Companies

Name	Organisation	Position	Country of Registration
Carmen Christina Haddad	Injaz Al Arab	Regional Board Member	Jordan
	US Saudi business Council	Board Member	United States of America
	Altamayuz Academy	Board Member	Saudi Arabia

Name	Organisation	Position	Country of Registration
Atiq-Ur Rehman* this information is to date until the Director's resignation from the Company	Citi Islamic Investment Bank	Board Member/Chairman	Kingdom of Bahrain
	Titus Securitas Limited	Board Member	Jebel Ali Free Zone, Dubai, United Arab Emirates

Name	Organisation	Position	Country of Registration
Alberto J. Verme	Columbia University	Board Member of the Board of Overseers	United States of America
	University of Surrey	Board Member of the Vice-Chancellor Strategic Advisory Board	United Kingdom

Name	Organisation	Position	Country of Registration
Naveed Kamal* this information is to date until the Director's resignation from the Company	Citi Islamic Investment Bank	Board Member	Kingdom of Bahrain

Name	Organisation	Position	Country of Registration
Omar Almomhamady	Arabian Centres Company	Board Member	Kingdom of Saudi Arabia
	Fawaz Abdulaziz Alhokair and Company (PJSC)	Board Member	Kingdom of Saudi Arabia

Name	Organisation	Position	Country of Registration
Mutlaq H. Al-Morished	National Metal Manufacturing & Casting Co. (Maadaniyah)	Board Member/Chairman	Kingdom of Saudi Arabia
	Alinma bank	Board Member	Kingdom of Saudi Arabia



	Aluminium Bahrain B.S.C. (ALBA)	Board Member	Bahrain
	Gulf Petrochemical & Chemical Association	Board Member	United Arab Emirates
	GCC Board Directors Institute	Board Member	United Arab Emirates
	Saudi General Authority for Military Industries	Board Member	Kingdom of Saudi Arabia
	A. M. Bin Saedan Real Estate Co	Board Member	Kingdom of Saudi Arabia
	TRONOX (NYC)	Board Member	United States of America
	National Industrialization Company (TASNEE)	Board Member/ Chief Executive Officer	Kingdom of Saudi Arabia

Name	Organisation	Position	Country of Registration
Ebru Pakcan	No other outside directorships		

Name	Organisation	Position	Country of Registration
Wassim Al Khatib	No other outside directorships		



Appendix 2: 2021 Board Member Classification and Meeting Attendance Record

Name	Position
<u>Carmen Christina Haddad</u>	Non-executive board member/Vice-chairwoman
<u>Atiq-Ur Rehman</u>	Non-executive board member
<u>Alberto J. Verme</u>	Non-executive board member/Chairman
<u>Omar Almohammady</u>	Independent board member
<u>Mutlaq Al Morished</u>	Independent board member
Naveed Kamal	Non-executive board member
Ebru Pakcan	Non-executive board member
Wassim Al Khatib	Executive board member
Fauzia Kehar	Board secretary

Meeting date	Directors in attendance
20 May 2021	<ol style="list-style-type: none"> 1) Alberto J. Verme 2) Carmen Christina Haddad 3) Atiq-Ur Rehman 4) Naveed Kamal 5) Omar Almohammady 6) Mutlaq Al Morished
16 December 2021	<ol style="list-style-type: none"> 1) Alberto J. Verme 2) Carmen Christina Haddad 3) Ebru Pakcan 4) Wassim Al Khatib 5) Omar Almohammady 6) Mutlaq Al Morished



Appendix 3: Remuneration and Compensation

All figures are in Saudi Arabian Riyals (SAR)

Statement	Executive Board Members*	Non-Executive Board Members	Independent Board Members
Allowance for attendance of the board of directors' sessions	0	0	0
Allowance for attendance of the committees' sessions	0	0	0
Periodic and annual remunerations	0	0	0
Incentive plans	0	0	0
Any compensations or other in-kind benefits paid monthly or annually	0	0	750,000
Total:	0	0	750,000

*As members of the board of directors.



Statement	Five of the senior executives who received the highest remunerations and compensations in addition to the CEO and CFO, if they are not among them
Salaries and wages	4,687,319
Allowances	2,268,202
Periodic and annual remunerations	6,947,882
Incentive plans	0
Commissions	0
Any compensations or other in-kind benefits paid monthly or annually	0
Total:	13,903,402



Appendix 4: Transactions between CSA and Related Parties

During the course of the year, CSA received and paid out revenue from related parties in accordance with the provisions of the geographic revenue attribution (GRA) transfer pricing policy laid down by Citigroup Inc. (the "Parent"). The revenue earned and paid according to the GRA transfer pricing policy, which intends to reward each related party for their relative functions, assets and risks.

In addition, Citigroup Saudi Arabia acted as broker on behalf of QFI clients of Citigroup Global Markets Limited ("CGML") and was paid brokerage fees in accordance with the agreement in place between CGML and CSA. Also, as highlighted in section 3, the company obtained one short term loan during the course of the year and interest was paid on the loan balances.

The table below summarizes details of transactions with related parties that occurred during the course of the year.

S/N	Transaction description	Related party name	Related party country	Amount (SAR)	Transaction Type	GRA (Y/N)
1	M+A client advisory services	CITIGROUP GLOBAL MARKETS LIMITED	United Kingdom	(15,300,793.80)	Revenue pay out	Y
2	M+A client advisory services	CITIGROUP GLOBAL MARKETS LIMITED	United Kingdom	3,541,850.42	Revenue receipt	Y
3	M+A client advisory services	CITIGROUP GLOBAL MARKETS INC	United States of America	15,528,585.69	Revenue receipt	Y
4	DCM client advisory services	CITIGROUP GLOBAL MARKETS INC	United States of America	(4,865.06)	Revenue pay out	Y
5	ECM client advisory services	CITIGROUP GLOBAL MARKETS LIMITED	United Kingdom	(16,579,427.72)	Revenue pay out	Y
6	ECM client advisory services	CITIGROUP GLOBAL MARKETS LIMITED	United Kingdom	4,958,429.61	Revenue receipt	Y
7	DCM client advisory services	CBNA-CBK UAE (DFC BRANCH)	United Arab Emirates	5,351.82	Revenue receipt	Y
8	ECM client advisory services	CBNA-CBK UAE (DFC BRANCH)	United Arab Emirates	(36,207.29)	Revenue pay out	Y
9	DCM client advisory services	CITIGROUP GLOBAL MARKETS LIMITED	United Kingdom	1,976,052.90	Revenue receipt	Y
10	DCM client advisory services	CITIBANK N.A LONDON BRANCH	United Kingdom	160,128.91	Revenue receipt	Y
11	DCM client advisory services	CITIBANK N.A JERSEY	United Kingdom	1,039,245.19	Revenue receipt	Y
12	DCM client advisory services	CITIBANK EUROPE PLC	United Kingdom	45,002.29	Revenue receipt	Y
13	DCM client advisory services	CITIBANK TAIWAN LIMITED	Republic of China	52,549.43	Revenue receipt	Y
14	Equity brokerage commission	CITIGROUP GLOBAL MARKETS LIMITED	United Kingdom	12,775,086.68	Revenue receipt	N
15	Interest on loan	CITICORO LLC	United States of America	(35,650.65)	Interest expense	N