

**AMERICAN
EXPRESS**

American Express Saudi Arabia
(Closed Joint Stock Company)

Board of Directors' Report
For the year ended
31 December 2022



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The Board of Directors of American Express Saudi Arabia (hereinafter referred to the “**Company**”) is pleased to present the Annual Report for the year ended 31 December 2022.

A. Legal Status

The Company is a Saudi closed joint company, duly incorporated under the Saudi Companies Law, licensed by the Saudi Central Bank (“**SAMA**”), and is subject to all applicable laws and regulations of SAMA, the Ministry of Commerce (“**MoC**”) and other laws and regulations applicable in the Kingdom of Saudi Arabia.

The Company is a standalone entity and is licensed by American Express Travel Related Services (“**AETRS**”) to operate card and merchant establishment business in the Kingdom. It does not own any subsidiaries.

The Company is owned equally by The Saudi Investment Bank (“**SAIB**”) – a Saudi registered bank – and Amex (Middle East) B.S.C (C) (“**AEME**”) - a credit card company registered in the Kingdom of Bahrain.

The accompanying financial statements of the Company as at and for the year ended 31 December 2022 have been prepared in compliance with International Financial Reporting Standards (“**IFRS**”), as endorsed in the Kingdom, other standards and pronouncements issued by the Saudi Organization for Chartered and Professional Accountants (“**SOCPA**”) and with the provisions of Saudi Companies Law (as amended) and Principles of Corporate Governance, and the Bylaws of the Company.

B. Year 2022 – A Glimpse

After two years of difficulties due to the Covid-19 pandemic, for people and businesses globally and locally, pre-pandemic era spending was observed towards the latter half of 2022. In most countries visa restrictions dropped, pandemic booster shots were no longer required as a measure for travel, economies opened up and in fact welcomed visitors and general public scare against Covid-19 wore off – all these helped international travel to open up substantially.

Things were no different for AESA, as Management analyzed new spend habits and behavior of its cardmembers to design new products, offer substantial ease of conducting transactions by automation, provided avenues for distinctive and cost effective platforms, co-brand AmEx with domestic banks, instill the American Express confidence of digitally secured transacting and inspiring a go-to card member approach.

2022 in itself was a happening year for the Company. Besides the above core initiatives, Management did accomplish quite a few business-related achievements. A **first** for American Express Saudi Arabia – the Company introduced the Marriott Bonvoy co-brand hospitality credit card, a first of its kind in the Saudi Arabian market and is already making strides.

The Company also introduced and implemented a new core system to ensure seamless and uninterrupted processing of transactions right from spend capture to interface to its accounting systems.

The Company shifted to an entirely newly ‘built from scratch’ premises on King Abdullah Street with new fixtures, carpeted, carefully selected imported work stations and state of the art security systems.

All the above initiatives by Management showed up in its revenues which rose by a sharp 28% over 2021; in spite of the above spend on having everything anew, costs were curbed and went up by 24%, netting the Company a net profit which rose by a commendable 60% over the prior year. This net profit was after the Company accrued for Zakat and Income Taxes which itself rose by a whopping 43% over 2021.

The Company welcomes 2023 which will no doubt be a significantly competitive and challenging environment as the world now struggles with the economic challenges of inflation and depreciation of currencies.

A snapshot of the Company’s 2022 performance is set out below:

Particulars	SAR million	
	Year ended 31 December 2022	Year ended 31 December 2021
Total operating revenue	394	301
Total expenses including zakat and tax	(351)	(274)
Net profit for the period	43	27
Total assets	1,140	1,129
Total liabilities	749	780
Total shareholders’ equity	391	349

i. [Accounting/Regulatory Changes in 2022G.](#)

There were no changes to the accounting standards in 2022 that impacted the Company. The Company continued its cautious approach whilst maintaining its reserves for expected credit losses.

ii. [SAMA Support Program](#)

In response to Covid-19, SAMA launched the Private Sector Financing Support Program (“**PSFSP**”) in March 2020 to provide the necessary support to the small and medium enterprises (SME) sector through empowering and facilitating the financing community.

SAMA bore merchant fees and related Value Added Tax (VAT), charged by the Company to its merchants, for a period of 6 months starting 14 March 2020.

The total fees for the 6 months starting from 14 March 2020 to 14 September 2020 borne by SAMA was SAR 20.08 million out of which SAR 16.67 million was receivable from SAMA as at 31 December 2020. During 2021, the Company received SAR 14.86 million and the balance SAR 1.81 million is expected to be received during 2023.

C. Vision and Mission

Vision

The Company's vision is "to strive to provide its cardmembers with a world-class experience every day".

Mission

The Company's mission is to become an essential part of our cardmembers' lives by enabling them to achieve more with our products and services.

D. Major Business Activities

The Company is committed to offering unique products and services to its existing and prospective cardmembers. Our objective is to continuously meet and exceed our cardmembers' expectations by introducing innovative products and providing superior customer service. The core values of American Express are quality, professionalism, integrity, courtesy, transparency and efficiency.

Activities

The Company's activities are:

- The issuance of payment card products in the Kingdom of Saudi Arabia and the provision of related services including the payment for purchases of goods and services'; and
- To establish a network of service establishments in the Kingdom of Saudi Arabia for the acceptance of all kinds of card products as a payment for goods and services.

All cards issued by the Company are *Sharia'* compliant.

Noteworthy Changes

- The Company successfully moved its head office to a new location on King Abdullah Road, Al-Waha district in the first quarter of 2022. The Company has entered into a long-term lease agreement in respect of this new head office.
- The Company has successfully completed the implementation of the new HPS system.
- A new Chief Executive Officer (CEO) was appointed by the Board of Directors in October 2022 to take over from the retiring CEO.

E. Auditor’s Report – 31 December 2022

KPMG Professional Services who continued in office as external auditors for 2022, issued an unqualified audit report on AESA’s financial statements for the year ended 31 December 2022.

F. Corporate Social Responsibility

The Company continues to support humanitarian and social organizations within the Kingdom of Saudi Arabia by making meaningful contributions to the society. The Company facilitates contributions to charity for its cardmembers through redemption of Membership Rewards Points.

Currently, the Company has two (2) Membership Rewards partners:

- Down Syndrome Charitable Association (DSCA): the Cardmembers redeemed Membership Reward points equivalent to SAR 238,350 as charitable contribution to the DSCA.
- Disabled Children’s Association: recently re-activated for Membership Rewards points redemption.

G. Corporate Governance

i. Composition of the Board of Directors

The Board of Directors of the Company is comprised of eight (8) directors, however, as at 31 December 2022, there are seven (7) directors due to a vacancy on the Board:

Director’s Name	Position	Membership Classification
1. HH Prince Ahmad bin Khalid bin Abdullah Al-Saud	Chairman	Non-Independent, Non-Executive
2. Ramzi Abdullah Al-Nassar	Vice Chairman	Non-Independent, Non-Executive
3. Mansour Mohammed Al Obaikan	Director	Non-Independent, Non-Executive
4. Michael Graeme Trattles	Director	Non-Independent, Non-Executive

5.	Dr. Khalil Abdulfattah Kordi	Director	Independent, Non-Executive
6.	Alexander Martin Furber	Director	Independent, Non-Executive
7.	Ahmad Abdulaziz Al-Wassil	Director	Independent, Non-Executive
8.	Vacant	-	-

ii. Qualifications of the Board, Committees and Executive Management

a. Board of Directors:

Name	Experience		Qualifications
	Current Positions	Previous Positions	
1. HH Prince Ahmad Bin Khalid Bin Abdullah Al Saud	<p>Chairman, American Express Saudi Arabia (Non-executive).</p> <p>Chairman, Saudi Arabian Amiantit Company (Non-executive).</p> <p>Chairman, Saudi Arabian Cooperative Insurance Co. (SAICO) - (Non-executive).</p> <p>Board Member, Amex (Middle East) B.S.C. (C) - (Non-executive).</p> <p>Director/Partner, Al Khalidya Advocacy and Legal Consultancy Company.</p>	-	<ul style="list-style-type: none"> BSc, Business Finance, University of Southern California, USA, 1985 Juris Doctor, Pepperdine University, USA, Law, 1988 LL.M, Harvard University, USA, Law, 1990
2. Ramzi Abdullah Al-Nassar	<p>Vice Chairman, American Express Saudi Arabia (Non-Executive).</p> <p>Executive Committee member of American Express Saudi Arabia.</p> <p>Advisor - The Saudi Investment Bank</p>	General Manager – Personal Banking Group, The Saudi Investment Bank	<ul style="list-style-type: none"> BSc, King Saud University, Petroleum Engineering, 1983
3. Mansour Mohammed Al Obaikan	Board member, American Express Saudi Arabia (Non-Executive).	Deputy Chief Risk Officer, SAIB.	<ul style="list-style-type: none"> Bachelor in Finance, Prince Sultan University, Finance, 2007

Name	Experience		Qualifications
	Current Positions	Previous Positions	
	<p>Chairman of the Executive Committee, American Express Saudi Arabia.</p> <p>Member of the Risk and Credit committee, American Express Saudi Arabia.</p> <p>Chief Risk Officer, The Saudi Investment Bank.</p> <p>Member of the Security Valuation Committee, Alistithmar Capital (ICAP).</p>	<p>Deputy Assistant General Manager for Credit Risk, SAIB.</p> <p>Head of Large Corporate Banking Division - Central Region, The Saudi British Bank (SABB).</p>	
4. Michael Graeme Trattles	<p>Board member, American Express Saudi Arabia (Non-Executive).</p> <p>Member on the Nomination and Remuneration Committee, American Express Saudi Arabia.</p> <p>Vice Chairman, American Express Middle East (AEME) - (Executive Committee member).</p> <p>VP and General Manager Joint Ventures EMEA, American Express.</p>	<p>VP Business Development – GNS Central, Southern, Eastern Europe and UK</p>	<ul style="list-style-type: none"> LLB, University of Newcastle upon Tyne, UK, Law, 1998
5. Dr. Khalil Abdulfattah Kordi	<p>Board member, American Express Saudi Arabia (Non-Executive, independent).</p> <p>Chairman of the Audit Committee, American Express Saudi Arabia.</p> <p>Board Member and Audit Committee member, Audi Capital.</p>	<p>Member of the Board of Directors and Audit Committee and Chairman of the Governance, Risk and Compliance Committee of the Saudi Telecom Company.</p>	<ul style="list-style-type: none"> Bachelor of Commerce, Accounting and Business Management, University of Arizona, USA, 1969 Master in

Name	Experience		Qualifications
	Current Positions	Previous Positions	
	Chairman of Audit Committee, Saudi Arabia Co-operative Insurance Co.(SAICO)	<p>Board Member & Chairman of Audit Committee, Saudi Amiantit Co.</p> <p>Chairman of the Board, National Air Services (NAS)</p> <p>Board Member & Chairman of Audit Committee, Samba Financial Group</p> <p>Board Member, Majles Alshura</p> <p>Board Member, Advisory Bord to the Higher Economic Council</p> <p>Board Member, Council of Almadiyah Province</p> <p>Board Member, The Saudi Fund for Development</p> <p>Board Member, Riyadh Chamber of Commerce & Industry</p>	<p>Accounting, University of Arizona, USA, 1974</p> <ul style="list-style-type: none"> PhD in Business Management, Accounting, University of Arizona, USA, 1979
6. Alexander Martin Furber	Board member, American Express Saudi Arabia (Non-Executive, independent).	<p>Vice President & Divisional General Manager, Bank Partnerships, Europe, Middle East & Africa, American Express (London, UK).</p> <p>Head of the Dementia Action Alliance, AGE UK, Brighton & West Sussex, UK</p>	<ul style="list-style-type: none"> Bachelors, Marketing & Business Economics, University of Witwatersrand, South Africa, 1992 Bachelors, Business Management and Marketing, University of South Africa, South Africa, 1995



Name	Experience		Qualifications
	Current Positions	Previous Positions	
			<ul style="list-style-type: none"> Program, Making Corporate Board more Effective, Harvard Business School, USA, 2013
7. Ahmad Abdulaziz Al-Wassil (appointed May 2022)	<p>Board member, American Express Saudi Arabia (Non-Executive, independent).</p> <p>Chairman of the Nomination and Remuneration Committee, American Express Saudi Arabia.</p> <p>Chief Executive Officer for Sijil Company</p> <p>Advisory member for Prince Mohammed bin Salman College for Business and Entrepreneurship</p>	<p>Deputy chief of Future Work Company</p> <p>Chief Business Officer for Sijil Company</p>	<ul style="list-style-type: none"> Bachelor in Information Systems, King Saud University, Riyadh 2007. MBA in AlFaisal University, Riyadh 2015.
8. Vacant	-	-	-



Board members who have resigned in 2022:

Experience			
Name	Current Positions	Previous Positions	Qualifications
1. Rakan Abdullah Abunayyan (resigned March 2022)	<p>Chairman, The Mediterranean and Gulf Cooperative Insurance and Reinsurance Company - Medgulf</p> <p>Member, Abdullah Abunayyan Investment Holding Co.</p> <p>Member, Abdullah Abunayyan Trading Company</p> <p>Member, Industrial Measurement and Control Systems Co.</p> <p>Member, Electronic and Electrical Industries Co.</p> <p>Member, Arabian Qudra Company</p> <p>Member, Arabia Unigaz Company</p> <p>Member, The First Milling Company</p> <p>Member, Water and Environment Technology Co.</p> <p>Member, Saudi Metering Company</p> <p>Member, Middle East Agriculture Company</p> <p>Independent member, Ashmore Saudi</p>	-	<ul style="list-style-type: none"> Bachelor in Accounting, King Saudi University, 2001 Masters, Science of Finance, University of Illinois at Urbana, Champaign, USA, 2005

Name	Experience		Qualifications
	Current Positions	Previous Positions	
	Investment Co.		
2. Sultan Fawaz AlHokair (resigned September 2022)	<p>Deputy Chairman, Muvi Cinemas (Executive)</p> <p>Co-Founder & CEO of Ezdihar Holding, Riyadh, Kingdom of Saudi Arabia</p> <p>CEO of Muvi Cinemas, Riyadh, Kingdom of Saudi Arabia</p> <p>Partner at Valia Investments, Inc., Boston City, USA</p>	<p>Management and operation of restaurants, entertainment and food retail projects at The Food and Entertainment Company, KSA.</p>	<ul style="list-style-type: none"> BSc, Entrepreneurship and Project Management - Finance and Insurance, Northeastern University, USA, 2015

b. Executive Committee:

Name	Experience		Qualifications
	Current Positions	Previous Positions	
1. Mansour Al-Obaikan	<p>Chief Risk Officer, The Saudi Investment Bank, Riyadh, KSA.</p> <p>Risk & Credit Committee Member, American Express Saudi Arabia, Riyadh, KSA.</p> <p>Member of the Security Valuation Committee, Alistithmar Capital (ICAP).</p>	<p>Deputy Chief Risk Officer, SAIB, Riyadh, KSA.</p> <p>Deputy Assistant General Manager for Credit Risk, SAIB, Riyadh, KSA.</p> <p>Head of Large Corporate Banking Division - Central Region, The Saudi British Bank (SABB), Riyadh, KSA.</p>	<ul style="list-style-type: none"> Bachelor in Finance, Prince Sultan University, Riyadh, KSA, 2007.
2. Imtiaz Ahmed	<p>Executive Director – Mawarid Holding Company – Riyadh, KSA.</p> <p>Risk and Credit Committee member, American Express Saudi Arabia Riyadh, KSA.</p>	<p>Audit Assistant & Junior Auditor & Senior Auditor – Deloitte & Touche Manager, Corporate and Subsidiaries Accounting, Bank of Montreal</p>	<ul style="list-style-type: none"> Bachelor in Commerce, Concordia University, Montreal, Canada, 1978. Master in Business Administration, McGill

Name	Experience		Qualifications
	Current Positions	Previous Positions	
	<p>Board of Directors & Group Risk Control Committee & Audit Committee member, American Express Middle East B.S.C, Bahrain.</p>	<p>Associate Account Manager, Bank of Montreal</p> <p>Account Manager – Bank of Montreal</p> <p>Assistant Group Treasurer - Mawarid Holding Company, Riyadh, KSA</p> <p>Lecturer in Accountancy (part-time) - Concordia University, Montreal, Canada.</p> <p>Lecturer in Accountancy (part-time) - McGill University, Montreal, Canada.</p>	<p>university, Montreal, Canada, 1980.</p> <ul style="list-style-type: none"> Chartered Accountant, Member of the Order of Chartered Accountants of Quebec, Canada, 1985. Certified Management Accountant, Member of the Order of Management Accountants of Quebec, Canada, 1986. Following the merger of the above accounting bodies, Chartered Professional Accountant, Member of the Order of Chartered Accountants of Quebec, Canada, 2012.
3. Robert McDowall	<p>Vice President - American Express - EMEA Joint Ventures, International Card Services, London, UK.</p> <p>Chairman of the Risk and Credit Committee, American Express Saudi Arabia, Riyadh, KSA.</p>	<p>Vice President - American Express - Bank Partnerships, London, UK.</p> <p>Vice President - American Express - EMEA & JAPA Key Airline Partnerships, London, UK.</p> <p>Vice President - American Express Switzerland & Middle East Commercial Business, London, UK.</p> <p>Senior Consultant – Accenture Consulting – Communications, Media & Entertainment Market Unit – USA & Canada.</p>	<ul style="list-style-type: none"> Bachelor in Mechanical Engineering, McGill University, Canada, 1998. Master in Business Administration, INSEAD, France, 2004.

Name	Experience		Qualifications
	Current Positions	Previous Positions	
		<p>Consultant – Nordin & Associates – Strategy Consultants & Private Equity Investors, Canada.</p> <p>Director - American Express Strategic Planning Group – UK, USA, Mexico, Italy, Japan</p> <p>Vice President - American Express Strategic Partnerships, London, UK.</p>	
4. Ramzi Abdullah Al-Nassar	Advisor – The Saudi Investment Bank, Riyadh, KSA.	General Manager – Personal Banking Group, The Saudi Investment Bank.	<ul style="list-style-type: none"> BSc, King Saud University, Petroleum Engineering, 1983.

c. Audit Committee:

Name	Experiences		Qualifications
	Current positions	Previous positions	
1. Dr. Khalil Abdulfattah Kordi	<p>Board Member and Audit Committee member, Audi Capital, Riyadh, KSA.</p> <p>Chairman of Audit Committee, Saudi Arabia Co-operative Insurance Co.(SAICO), Riyadh, KSA.</p>	<p>Member of the Board of Directors and Audit Committee and Chairman of the Governance, Risk and Compliance Committee of the Saudi Telecom Company.</p> <p>Board Member & Chairman of Audit Committee, Saudi Amiantit Co.</p> <p>Chairman of the Board, National Air Services (NAS)</p> <p>Board Member & Chairman of Audit</p>	<ul style="list-style-type: none"> Bachelor of Commerce, Accounting and Business Management, University of Arizona, USA, 1969 Master in Accounting, University of Arizona, USA, 1974 PhD in Business Management, Accounting, University of Arizona, USA, 1979

Name	Experiences		Qualifications
	Current positions	Previous positions	
		<p>Committee, Samba Financial Group</p> <p>Board Member, Majles Alshura</p> <p>Board Member, Advisory Board to the Higher Economic Council</p> <p>Board Member, Council of Almadiah Province</p> <p>Board Member, The Saudi Fund for Development</p> <p>Board Member, Riyadh Chamber of Commerce & Industry</p>	
2.	Kathia Pin	<p>Compliance Director, Global Merchant Services International – American Express Europe</p> <p>Business Engineering and Operations - American Express</p> <p>Senior Auditor, Internal Audit Group - American Express</p> <p>Senior Project Manager, Business Engineering – American Express</p> <p>Operational Risk Manager - American Express</p> <p>Compliance Director - EMEA, American Express</p>	<ul style="list-style-type: none"> Bachelor in Modern Languages and Literature (Russian and English), Catholic University of Milan, Italy, 1994 Master in Financial Services Regulation, The London School of Economics and Political Science, UK, 2011.



Name	Experiences		Qualifications
	Current positions	Previous positions	
3.	Sanjay Kaul	Chief Financial Officer & Chief Operating Officer, American Express Middle East, Bahrain.	<ul style="list-style-type: none"> Chartered Accountant, The Institute of chartered Accountants of India. Card Management, VISA/Chartered Institute of Bankers, UK.
4.	Wael Siryani	<p>AGM Corporate & FI Credit Risk, Saudi Investment Bank – Riyadh, KSA</p> <p>Risk Committee member at Al-Istithmar Capital, Riyadh, KSA</p>	<ul style="list-style-type: none"> Bachelor in Economics and Business Administration, University of Jordan, Amman, Jordan 1990. Master in Finance, University of Detroit, Detroit, USA, 1994.
5.	Mohammed Almodaimeegh (resigned August 2022)	AGM Operations, Saudi Investment Bank – Riyadh, KSA.	<ul style="list-style-type: none"> Bachelor in Business and Finance, American University of Beirut, Lebanon, 2003.

Name	Experiences		Qualifications
	Current positions	Previous positions	
	<p>Asset and Liability Committee member, Saudi British Bank, Riyadh, KSA.</p> <p>Audit Committee, Executive Committee, and Compliance Committee members, JPMorgan Saudi Arabia, KSA.</p> <p>Audit Committee member, American Express Saudi Arabia, Riyadh, KSA.</p>	<p>Manager, Arabian Capital – Riyadh, KSA.</p> <p>Vice President Treasury, Deutsche Bank – Riyadh, KSA</p> <p>Managing Partner & Board member – Silver Note Investment Company – Riyadh, KSA.</p> <p>Managing Partner & Board member, Lamar Group – Riyadh, KSA.</p> <p>Business Manager & Chief Operating Officer, JPMorgan Saudi Arabia – Riyadh, KSA.</p> <p>Risk Chief Operating Officer, Saudi British Bank (SABB) – Riyadh, KSA.</p>	
6.	<p>Rakan Al Musa (appointed August 2022)</p> <p>Group Chief Internal Auditor, The Saudi Investment Bank – Riyadh, KSA.</p> <p>Audit Committee member, Alistithmar Capital, Riyadh, KSA.</p>	<p>Head of Internal Audit - Retail Banking, Wealth Management and Regulatory Audit, Saudi British Bank (SABB) – Riyadh, KSA</p> <p>Senior Manager Audit and Validation, Saudi British Bank (SABB)</p> <p>Internal Audit Manager, Saudi British Bank (SABB)</p>	<ul style="list-style-type: none"> Bachelor in Business Administration (Finance), King Saud University, Riyadh, KSA.

Name	Experiences		Qualifications
	Current positions	Previous positions	
		Internal Auditor - Riyad Bank - Riyadh, KSA.	



d. Risk and Credit Committee (formerly, Enterprise Risk Committee):

Name	Experiences		Qualifications	
	Current positions	Previous positions		
1.	Robert McDowall	<p>Vice President - American Express - EMEA Joint Ventures, International Card Services, London, UK.</p> <p>Executive Committee member, American Express Saudi Arabia, Riyadh, KSA.</p>	<p>Vice President - American Express - Bank Partnerships, London, UK.</p> <p>Vice President - American Express - EMEA & JAPA Key Airline Partnerships, London, UK.</p> <p>Vice President - American Express Switzerland & Middle East Commercial Business, London, UK.</p> <p>Senior Consultant – Accenture Consulting – Communications, Media & Entertainment Market Unit – USA & Canada.</p> <p>Consultant – Nordin & Associates – Strategy Consultants & Private Equity Investors, Canada.</p> <p>Director - American Express Strategic Planning Group – UK, USA, Mexico, Italy, Japan</p> <p>Vice President - American Express Strategic Partnerships, London, UK.</p>	<ul style="list-style-type: none"> Bachelor in Mechanical Engineering, McGill University, Canada, 1998. Master in Business Administration, INSEAD, France, 2004.
2.	Imtiaz Ahmed	<p>Executive Director – Mawarid Holding Company – Riyadh, KSA.</p> <p>Executive Committee member, American Express Saudi Arabia, Riyadh, KSA.</p> <p>Member of the Board of Directors & Group</p>	<p>Audit Assistant & Junior Auditor & Senior Auditor – Deloitte & Touche Manager, Corporate and Subsidiaries Accounting, Bank of Montreal</p> <p>Associate Account Manager, Bank of Montreal</p> <p>Account Manager – Bank of Montreal</p>	<ul style="list-style-type: none"> Bachelor in Commerce, Concordia University, Montreal, Canada, 1978. Master in Business Administration, McGill university, Montreal, Canada, 1980.

Name	Experiences		Qualifications
	Current positions	Previous positions	
	Risk Control Committee & Audit Committee member, American Express Middle East B.S.C, Bahrain.	<p>Assistant Group Treasurer - Mawarid Holding Company, Riyadh, KSA</p> <p>Lecturer in Accountancy (part-time) - Concordia University, Montreal, Canada.</p> <p>Lecturer in Accountancy (part-time) - MCGILL University, Montreal, Canada.</p>	<ul style="list-style-type: none"> Chartered Accountant, Member of the Order of Chartered Accountants of Quebec, Canada, 1985. Certified Management Accountant, Member of the Order of Management Accountants of Quebec, Canada, 1986. Following the merger of the above accounting bodies, Chartered Professional Accountant, Member of the Order of Chartered Accountants of Quebec, Canada, 2012.
3.	Sultan Al-Tukhaim General Manager of Cybersecurity & Data Governance at the CITC, Riyadh, KSA.	<p>Chief Information Security Officer (CISO) - The Saudi Investment Bank (SAIB) – Riyadh, KSA.</p> <p>Information Systems Analyst – The Saudi Central Bank – Riyadh, KSA.</p> <p>Information Security Planner - Saudi Telecom Company (STC) – Riyadh, KSA.</p> <p>Sr. Technology Specialist, Technology Support Services- Florida Institute</p>	<ul style="list-style-type: none"> Bachelor in Information Systems, King Saud University – College of Computer & Information Sciences, Riyadh, KSA, 2001. Master in Information Systems, King Saud University – College of Computer & Information Sciences, Riyadh, KSA, 2004.

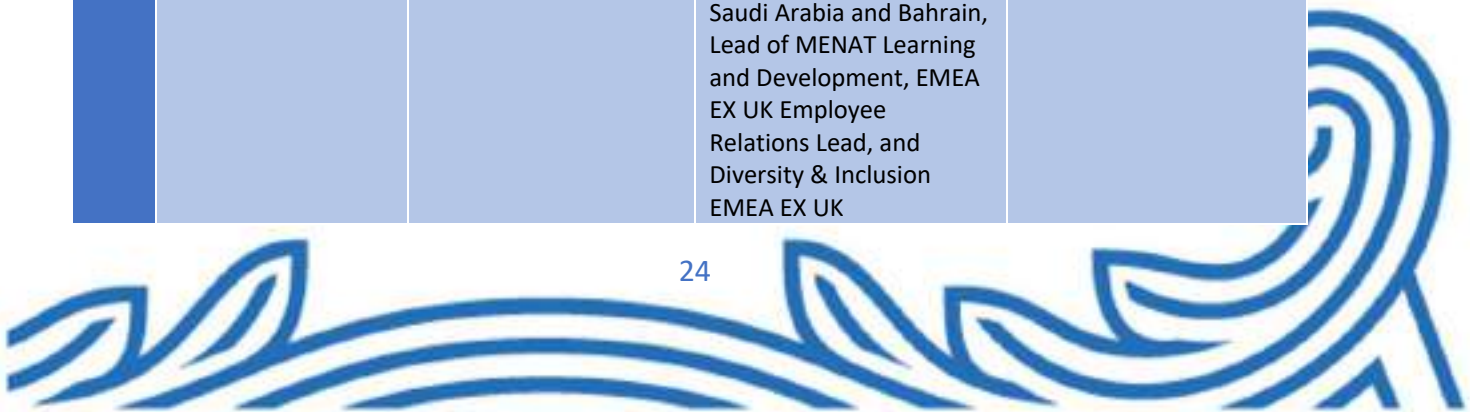
Name	Experiences		Qualifications
	Current positions	Previous positions	
		<p>of Technology – Melbourne, FL.</p> <p>Teaching Assistant, College of Business - Florida Institute of Technology – Melbourne, FL.</p> <p>Business Analyst, International Finance - The Boeing Company - Seattle, WA.</p> <p>Sr. Information Security Consultant - Innovative Solutions (IS).</p> <p>Director, Cyber Security Services - Innovative Solutions (IS).</p> <p>Vice President, Cyber Security Services - Innovative Solutions (IS).</p> <p>Director, Information Security Department (CISO) - Capital Market Authority (CMA) – Riyadh, KSA.</p>	<ul style="list-style-type: none"> Master in Engineering Management, Florida Institute of Technology, college of Engineering, Florida, USA.
4.	Mansour Al-Obaikan	<p>Chief Risk Officer, The Saudi Investment Bank, Riyadh, KSA.</p> <p>Chairman of the Executive Committee, American Express Saudi Arabia, Riyadh, KSA.</p> <p>Member of the Security Valuation Committee, Alistithmar Capital (ICAP).</p>	<p>Deputy Chief Risk Officer, SAIB, Riyadh, KSA.</p> <p>Deputy Assistant General Manager for Credit Risk, SAIB, Riyadh, KSA.</p> <p>Head of Large Corporate Banking Division - Central Region, The Saudi British Bank (SABB), Riyadh, KSA.</p> <ul style="list-style-type: none"> Bachelor in Finance, Prince Sultan University, Riyadh, KSA, 2007.

e. Nomination & Remuneration Committee:

Name	Experiences		Qualifications
	Current positions	Previous positions	
1. Rakan Abunayyan (resigned March 2022)	<p>Chairman, The Mediterranean and Gulf Cooperative Insurance and Reinsurance Company - Medgulf</p> <p>Member, Abdullah Abunayyan Investment Holding Co.</p> <p>Member, Abdullah Abunayyan Trading Company</p> <p>Member, Industrial Measurement and Control Systems Co.</p> <p>Member, Electronic and Electrical Industries Co.</p> <p>Member, Arabian Qudra Company</p> <p>Member, Arabia Unigaz Company</p> <p>Member, First Milling Company</p> <p>Member, Water and Environment Technology Co.</p> <p>Member, Saudi Metering Company</p> <p>Member, Middle East Agriculture Company</p> <p>Independent member, Ashmore Saudi Investment Co.</p>	-	<ul style="list-style-type: none"> Bachelor in Accounting, King Saudi University, 2001. Master in Science of Finance, University of Illinois at Urbana, Champaign, USA, 2005.

Name		Experiences		Qualifications
		Current positions	Previous positions	
2.	Ahmad Al-Wassil (appointed May 2022)	<p>Chief Executive Officer for Sijil Company, Riyadh, KSA.</p> <p>Advisory member for Prince Mohammed bin Salman College for Business and Entrepreneurship, Riyadh, KSA.</p>	<p>Deputy chief of Future Work Company, Riyadh, KSA.</p> <p>Chief Business Officer for Sijil Company, Riyadh, KSA.</p>	<ul style="list-style-type: none"> Bachelor in Information Systems, King Saud University, Riyadh 2007. MBA in AlFaisal University, Riyadh 2015.
3.	Abdulaziz Abussuud	<p>Member of the Board of Directors of MIG HOLDING LTD., DIFC Dubai, UAE</p> <p>Member of The Chartered Insurance Institute, London, UK.</p> <p>Vice Chairman of the Board of Saudi Arabian Cooperative Insurance Company, KSA.</p> <p>Member of the Board of Directors of Saudi Arabian Insurance Company BSC (C), Bahrain.</p>	<p>President and Chief Executive Officer of (ACE) Group.</p> <p>Senior Group Vice President – Broking & Agencies of (ACE) Group.</p> <p>Senior Vice President of all Offices in the Gulf & Eastern Province of Saudi Arabia - Arab Commercial Enterprises (ACE).</p> <p>Regional Manager of all Gulf Offices - Arab Commercial Enterprises (ACE).</p> <p>Manager - Arab Commercial Enterprises (ACE) – Manama, Bahrain.</p> <p>Manager - Arab Commercial Enterprises (ACE) -Muscat, Oman.</p> <p>Acting Manager - Arab Commercial Enterprises (ACE) – Dubai, United Arab Emirates.</p> <p>Manager - Arab Commercial Enterprises (ACE) - Dammam, Saudi Arabia.</p>	<ul style="list-style-type: none"> Bachelor of Business Administration, The American University of Beirut, Lebanon, 1971

Name	Experiences		Qualifications
	Current positions	Previous positions	
		<p>Manager – Arab Commercial Enterprises (ACE) – Al Khobar, Saudi Arabia.</p>	
4.	<p>Nasreen Al-Dossary</p> <p>Group Chief Human Resources Officer for ROSHN Real Estate, Riyadh, KSA.</p> <p>Nomination and Remuneration Committee member, Alistithmar Capital, Riyadh, KSA.</p>	<p>General Manager Human Resources, Chief Happiness Officer Saudi Investment Bank- Riyadh, Saudi Arabia.</p> <p>Computer Systems Administrator & Training Coordinator & Quality Assurance Team Leader - Saudi Aramco - Dhahran, Saudi Arabia.</p> <p>Manager & Production Officer & Quality Officer for Samba Cash Management Saudi American Bank - Riyadh, Saudi Arabia.</p> <p>Projects Specialist - Arab Gulf Foundation for United Nations Development Program (AGFUND) – Riyadh, Saudi Arabia.</p> <p>President & CEO - The Leaders in Management Consultancy.</p> <p>HR Senior Consultant - Tatweer Educational Transportation Services Company - Riyadh, Saudi Arabia.</p> <p>Co-Head of HR for MENA region, Head of HR for Saudi Arabia and Bahrain, Lead of MENAT Learning and Development, EMEA EX UK Employee Relations Lead, and Diversity & Inclusion EMEA EX UK</p>	<ul style="list-style-type: none"> MBA Diploma in Management (Honors), Management Development Center International, Bahrain, 1999. Master in Business Administration, University of Hull, UK, 2001.




Name	Experiences		Qualifications
	Current positions	Previous positions	
		<p>Representative - JPMorgan Chase Bank N.A. (Riyadh Branch).</p> <p>Deputy General Manager Human Resources, Chief Happiness Officer Saudi Investment Bank – Riyadh, Saudi Arabia.</p>	
5.	Siraj Zakaria	<p>Head of Business Partners – The Saudi Investment Bank, Riyadh, KSA.</p> <p>Member of the Board of Directors of SAIB Markets Co. Ltd.</p>	<p>Quality Assurance Analyst – Central Depository Company – Karachi, Pakistan.</p> <p>Relationship Officer – Bank Alfalah Limited – Karachi, Pakistan.</p> <p>Relationship Officer – Habib Bank AG Zurich – Dubai, UAE.</p> <p>Senior Manager – Private Equity – JS Private Management LLC – Karachi, Pakistan.</p> <ul style="list-style-type: none"> • Bachelor in Science (Honors), Lahore University of Management Sciences, Pakistan, 2003. • Master in Business Administration, Institute of Business Administration, Pakistan, 2007. • Chartered Financial Analyst (CFA) Charterholder, CFA Institute, USA, 2016.
6.	Michael G. Trattles	<p>Vice Chairman, American Express Middle East (AEME) - (Executive Committee member).</p> <p>VP and General Manager Joint Ventures EMEA, American Express.</p>	<p>VP Business Development – GNS Central, Southern, Eastern Europe and UK</p> <ul style="list-style-type: none"> • LLB, University of Newcastle upon Tyne, UK, Law, 1998

f. Executive Management:

Name	Position	Experiences	Qualifications
1. Priyan Attygalle (retired September 2022)	Chief Executive Officer	32+ years' experience in Banking & Financial Services across multiple countries	<ul style="list-style-type: none"> • Bachelor's Degree in Business Administration & Political Science,

Name	Position	Experiences	Qualifications
		16 years as CEO of American Express Saudi Arabia	<ul style="list-style-type: none"> University of North Carolina at Charlotte, USA. MBA - University of North Carolina at Charlotte, USA.
2.	Fahad Al Guthami (assumed office on October 2022)	Chief Executive Officer	<p>23 years of management experience with international & local firms in various finance, servicing, and investment, and technology firms.</p> <p>Holds several executive management certificate from globally renowned academic institutions.</p> <ul style="list-style-type: none"> Bachelor's degree in Business Administration – Southern Mississippi University INSEAD Business School – Transition to general management London Business School – Executive Management London Business School – Scaling your Business. Harvard University – Executive Management – President.
3.	Amr Al-Dhobaib	Chief Financial Officer	<p>25+ years' experience with international & local firms in various finance and operations roles.</p> <p>CPA and SOCPA qualified.</p> <p>In current role since February 2019.</p> <ul style="list-style-type: none"> Bachelor's degree in Business Administration from King Saud University, Riyadh, KSA. MBA – University of Arkansas, USA.
4.	Monther Alhouseh	Chief Operating Officer	<p>At AESA in various senior roles, for over 17 years.</p> <p>Started as a management trainee and progressed to be appointed as Head of New Accounts and later promoted as Head of HR responsibility.</p> <p>In the current role since 2015.</p> <ul style="list-style-type: none"> Bachelors' degree in Electrical Engineering – Arizona State University, USA. MBA – Colorado Technical University, USA. Senior Executive Leadership Program

Name	Position	Experiences	Qualifications
			– Harvard Business School.
5.	Khalid Kayal (resigned August 2022)	Chief Marketing Officer 20+ years of experience in Marketing and Commercial roles in FMCG companies and Telecom. Leading Marketing and Sales at American Express Saudi Arabia since December 2019.	<ul style="list-style-type: none"> Graduate with Honors – Double Major Management & Marketing, University of Portland, USA.
6.	Mark Turner	Chief Commercial Officer Over 30 years of diversified experience in international banking and financial services. 14+ years in current role at AESA.	<ul style="list-style-type: none"> MBA – University of Hull, UK. Prof (Hon) Guangzhou University Sino-French
7.	Amir Lodi	Chief Risk Officer 30+ years’ experience in Banking & Financial Services across multiple countries. 4 years as CRO at American Express Saudi Arabia, and 18 years in MENA region.	<ul style="list-style-type: none"> Bachelor’s degree in Material Sciences & technology – Imperial College, UK. MBA – Columbia Business School, USA.
8.	Assim Al Shmassi (resigned July 2022)	Chief Business Development Officer Over 20 years’ experience in banking and financial services. Combined experience of 7 years with SABB and Riyadh Bank as Head of Cards. At AESA since 2016 in the current role.	<ul style="list-style-type: none"> Bachelors' degree in Chemical Engineering – King Saud University, Riyadh, KSA.
9.	Raya M. Assem AlKhatib	General Counsel & Board Secretary Over 12 years’ experience in corporate law. 4+ years in current role with AESA.	<ul style="list-style-type: none"> LLB Durham University, UK. LLM University of Exeter, UK. Licensed by the Saudi Ministry of Justice since 2013.

Name	Position	Experiences	Qualifications
			<ul style="list-style-type: none"> • Certified In-House Counsel by the Association of Corporate Counsels (ACC).
10.	Abdulrahman AlAdel	Chief Compliance Officer	<p>Over 18 years' experience in Banking & Financial Services.</p> <p>Worked in various senior Compliance & AML roles, including CCO, with various MNC's and local institutions.</p> <p>In current role since 2015.</p> <ul style="list-style-type: none"> • Bachelor's degree in Business Administration. • Leadership Executive Program – INSEAD, France. • Certified CCO and ACAMS.
11.	Mujtaba Al Khonaizi (resigned May 2022)	Chief Internal Auditor	<p>Qualified auditor with experience across different industries in Saudi Arabia and USA.</p> <p>CPA, CIA, Risk Management Assurance Certification (CRMA), CFE, International Financial Reporting Certification (Cert IFR). With AESA since November 2019.</p> <ul style="list-style-type: none"> • Bachelor's degree in Business Administration majoring in Accounting. • Masters of Accounting from University of Michigan, USA.
12.	Jamil Adas (appointed June 2022)	Chief Internal Auditor	<p>Almost 12 years of experience in External and Internal Audit in various organizations and industries.</p> <p>Previously, Executive Vice President in Internal Audit at SNB.</p> <p>In current role since June 2022.</p> <ul style="list-style-type: none"> • Master of Business Administration (MBA) from the University of San Francisco, USA. • BS in Accounting from King Fahad University of Petroleum and Minerals, KSA. • Certified Internal Auditor. • Cleared all examinations of the . • Cleared all examinations of the Saudi Organization for Certified Public

Name	Position	Experiences	Qualifications
			Accountants (SOCPA).
13.	Abdulmajeed AlZahrani	Chief Information Security Officer Over 7 years' experience in financial services sector. Over 7 years in various positions at AESA and 2 years in current role.	<ul style="list-style-type: none"> Degree in Computer & Information Technology – Jubail Industrial College, Jubail. Certified Information Security Auditor (CISA), ISO 27001:2013 Certified Lead Auditor. Certified Information Security Manager (CISM). Certified Ethical Hacker (CEH) Certified, Data Privacy Solutions Engineer (CDPSE), IASSC Lean Six Sigma Yellow Belt.
14.	Mansoor Al-Faris (resigned May 2022)	Head of Customer Care Over 7 years' experience in financial services sector. Over 7 years in various positions at AESA and 2.5 years in current role. Lean Six Sigma Certified ensuring quality design of customer related processes.	<ul style="list-style-type: none"> Bachelors' degree in Marketing Communication and Advertising from Imam Mohammed ibn Saud University, Riyadh, KSA.
15.	Mohammad AlEnazi (appointed June 2022)	Head of Customer Care Over 14 years' experience directing and improving operations. Previously occupied several management roles with American Express Saudi Arabia, and AMNCO.	<ul style="list-style-type: none"> BBA in Business Administration from King Faisal University Diploma in IT from Riyadh College Of Technology

iii. Names of the Companies Inside & Outside the Kingdom in which a Board member is a member of their current Board or Manager

Member's Name	Current			Previous		
	Name of Company in Which the Board Member is a current member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity	Name of the Company in which the Board is a former member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity
1. HH Prince Ahmad bin Khalid Al Saud	Saudi Arabian Amiantit Company	Inside the Kingdom	Public Joint Stock Company	-	-	-
	Saudi Arabian Cooperative Insurance Co. (SAICO)	Inside the Kingdom	Public Joint Stock Company	-	-	-
	Amex (Middle East) B.S.C. (C)	Outside the Kingdom	Closed Joint Stock Company	-	-	-
	AlKhaldiya Advocacy and Legal Consultancy Company	Inside the Kingdom	LLC	-	-	-
2. Ramzi Abdullah Al-Nassar	-	-	-	Alistithmar for Financial Securities and Brokerage Company (Alistithmar	Inside of the Kingdom	Closed Joint Stock Company

Member's Name	Current			Previous		
	Name of Company in Which the Board Member is a current member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity	Name of the Company in which the Board is a former member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity
				Capital)		
3. Mansour Mohammed AIObaikan	Alistithmar for Financial Securities and Brokerage Company (Alistithmar Capital)	Inside of the Kingdom	Closed Joint Stock Company	-	-	-
	SAIB Markets Co. Ltd.	Outside of the Kingdom	Limited Liability	-	-	-
4. Michael Graeme Trattles	Swisscard	Outside the Kingdom	Not listed	-	-	-
	American Express (Middle East B.S.C. (C))	Outside the Kingdom	Closed Joint Stock Company	-	-	-
5. Dr. Khalil Abdulfattah Kordi	Audi Capital	Inside the Kingdom	Closed Joint Stock Company	Saudi Amiantit Co.	Inside the Kingdom	Public Joint Stock Company

Member's Name	Current			Previous		
	Name of Company in Which the Board Member is a current member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity	Name of the Company in which the Board is a former member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity
	Saudi Arabia Co-Operative Insurance Co (SAICO)	Inside the Kingdom	Public Joint Stock Company	Samba Bank	Inside the Kingdom	Public Joint Stock Company
	-	-	-	The Saudi Investment Bank	Inside the Kingdom	Public Joint Stock Company
	-	-	-	Saudi Telecom Company	Inside the Kingdom	Public Joint Stock Company
	-	-	-	National Air Services Company (FLYNAS)	Inside the Kingdom	Closed Joint Stock Company
6. Rakan Abdullah Abunayyan (resigned March 2022)	The Mediterranean & Gulf Cooperative Insurance & Reinsurance Company (MedGulf)	Inside the Kingdom	Public Joint Stock Company	Riyadh Chambers of Commerce and Industry	Inside the Kingdom	Government entity

Member's Name	Current			Previous		
	Name of Company in Which the Board Member is a current member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity	Name of the Company in which the Board is a former member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity
	Abdullah Abunayyan Investment Holding Company	Inside the Kingdom	Closed Joint Stock Company	Mefic Capital	Inside the Kingdom	Closed Joint Stock Company
	Abdullah Abunayyan Trading Company	Inside the Kingdom	Limited Liability	Capital Market Authority	Inside the Kingdom	Government entity
	-	-	-	Lendo	Inside the Kingdom	Single Person company
	Industrial Measurements and Control Systems Company	Inside the Kingdom	Limited Liability	-	-	-
	Electronic and Electrical Industries Co.	Inside the Kingdom	Limited Liability	-	-	-

Member's Name	Current			Previous		
	Name of Company in Which the Board Member is a current member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity	Name of the Company in which the Board is a former member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity
	Arabian Qudra Company	Inside the Kingdom	Limited Liability	-	-	-
	Arabia Unigaz Company	Inside the Kingdom	Limited Liability	-	-	-
	The First Mill Company	Inside the Kingdom	Joint Stock Company	-	-	-
	Water and Environment Technology Company	Inside the Kingdom	One Person Company (LLC)	-	-	-
	Saudi Metering Company	Inside the Kingdom	Limited Liability	-	-	-
	Middle East Agriculture Company	Inside the Kingdom	Limited Liability	-	-	-
	Ashmore Saudi Investment Company	Inside the Kingdom	Limited Liability	-	-	-

Member's Name	Current			Previous		
	Name of Company in Which the Board Member is a current member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity	Name of the Company in which the Board is a former member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity
	Arabian Qudra Company	Inside the Kingdom	Limited Liability	-	-	-
	Al-Aati Holding	Outside the Kingdom		-	-	-
	Czech Rehabilitation Center	Inside the Kingdom	Closed Joint Stock Company	-	-	-
7. Alexander Martin Furber	-	-		American Express	Outside the Kingdom	
8. Sultan Fawaz AlHokair (resigned September 2022)	Ezdihar Holding	Inside the Kingdom		The Food and Entertainment Company	Inside the Kingdom	
	Muvi Cinemas	Inside the Kingdom		-	-	-
	Valia Investments	Outside the Kingdom		-	-	-

Member's Name	Current			Previous		
	Name of Company in Which the Board Member is a current member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity	Name of the Company in which the Board is a former member of the Board or from its Directors	Inside/Outside the Kingdom	Legal Entity
9. Ahmad Al-Wassil	Member of the Consultant Committee of Mohammed Bin Salman Entrepreneurship College	Inside the Kingdom	Educational faculty	-	-	-



iv. Board Meetings in Fiscal Year 2022

Member Name		Dates of Meetings				Total
		First Meeting (22/03/2022)	Second Meeting (29/06/2022)	Third Meeting (29/09/2022)	Fourth Meeting (15/12/2022)	
1.	HH Prince Ahmad Bin Khalid Al Saud	✓	✓	✓	X	3
2.	Mr. Ramzi Al Nassar	✓	✓	✓	✓	4
3.	Mr. Michael Trattles	✓	✓	✓	✓	4
4.	Mr. Mansour Al Obaikan	✓	✓	✓	✓	4
5.	Dr. Khalil Kordi	✓	✓	✓	✓	4
6.	Mr. Alexander Furber	✓	✓	✓	✓	4
7.	Ahmad Al-Wassil (Appointed May 2022)	-	✓	✓	✓	3
8.	Mr. Rakan Abunayyan (resigned March 2022)	-	-	-	-	0
9.	Mr. Sultan AlHokair (Resigned September 2022)	X	✓	-	-	1

v. Board Committees

The Board of Directors of American Express Saudi Arabia has formed the following four (4) committees for a three-year period from 1 August 2021 to 31/07/2024; The Executive Committee, the Risk and Credit Committee (formerly Enterprise Risk Committee), the Nomination and Remuneration Committee, and the Audit Committee, which was formed by the General Assembly. The details of these committees are as follows:

a. Executive Committee:

The Executive Committee (ExCom) is composed of four (4) members, and held eight (8) meetings during the fiscal year 2022. The following table includes the names of the ExCom members and meetings convened during the year:

Name		Type of Membership	Dates of Meeting			
			First Meeting (20/01/2022)	Second Meeting (02/03/2022)	Third Meeting (16/05/2022)	Fourth Meeting (27/07/2022)
1.	Mansour Al-Obaikan	Chairman	✓	✓	✓	✓
2.	Ramzi Al-Nassar	Member	✓	✓	✓	✓
3.	Robert McDowall	Member	✓	✓	✓	✓
4.	Imtiaz Ahmed	Member	✓	✓	✓	✓

Name	Type of Membership	Dates of Meeting			
		Fifth Meeting (20/09/2022)	Sixth Meeting (19/10/2022)	Seventh Meeting (07/11/2022)	Eighth Meeting (17/11/2022)
1. Mansour Al-Obaikan	Chairman	✓	✓	✓	✓
2. Ramzi Al-Nassar	Member	✓	✓	✓	✓
3. Robert McDowall	Member	✓	✓	✓	✓
4. Imtiaz Ahmed	Member	✓	✓	✓	✓

The Executive Committee is responsible for reviewing and making recommendations to the Board of Directors on all matters pertaining to strategic planning, annual budgets, periodic forecasts, major investments, commercial activities and all other matters that do not specifically fall within the mandate of other committees.



b. Risk and Credit Committee (formerly Enterprise Risk Committee):

The Risk and Credit Committee (RCC) is composed of four (4) members, and held four (4) meetings during the fiscal year 2022. The following table includes the names of the RCC members and meetings convened during the year:

Name	Type of Membership	Dates of Meeting			
		First Meeting (02/03/2022)	Second Meeting (16/05/2022)	Third Meeting (20/09/202)	Fourth Meeting (17/11/2022)
1 Robert McDowall	Chairman	✓	✓	✓	✓
2 Mansour Al-Obaikan	Member	✓	✓	✓	✓
3 Sultan Al-Tukhaim	Member	✓	✓	X	X
4 Imtiaz Ahmed	Member	✓	✓	✓	✓

The Risk and Credit Committee has the overall oversight for the Company’s risk appetite and risk management. It periodically reviews, among others, risks related to credit, regulatory matters, market, liquidity, operations, reputation, information technology and information security.

c. The Audit Committee

The Audit Committee is composed of five (5) members, and is presided by an independent member of the Board, and most of the members are from outside the Board. The Audit Committee held five (5) meetings during fiscal year 2022. The following table includes the names of the Audit Committee members and meetings convened during the year:

		Dates of Meetings				
Name	Type of Membership	First Meeting (06/03/2022)	Second Meeting (01/06/2022)	Third Meeting (14/09/2022)	Fourth Meeting (10/10/2022)	Fifth Meeting (30/11/2022)
1. Dr. Khalil Kordi	Chairman	✓	✓	✓	✓	✓
2. Sanjay Kaul	Member	✓	✓	✓	✓	✓
3. Kathia Pin	Member	✓	✓	✓	✓	✓
4. Wael Al-Siryani	Member	✓	✓	✓	-	✓
5. Mohammed Al-Modaimeegh (resigned August 2022)	Member	✓	✓	-	-	-
6. Rakan Al-Musa (appointed August 2022)	Member	-	-	✓	✓	✓

The Audit Committee assists the Board in its oversight of the integrity of the Company's financial statements, internal controls and compliance with related legal and regulatory requirements. The Committee reviews the internal audit function, its independence and quality of performance.

d. Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) is composed of five (5) members, and is presided by an independent member of the Board. The NRC held three (3) meetings during fiscal year 2022. The following table includes the names of the NRC members and meetings convened during the year:

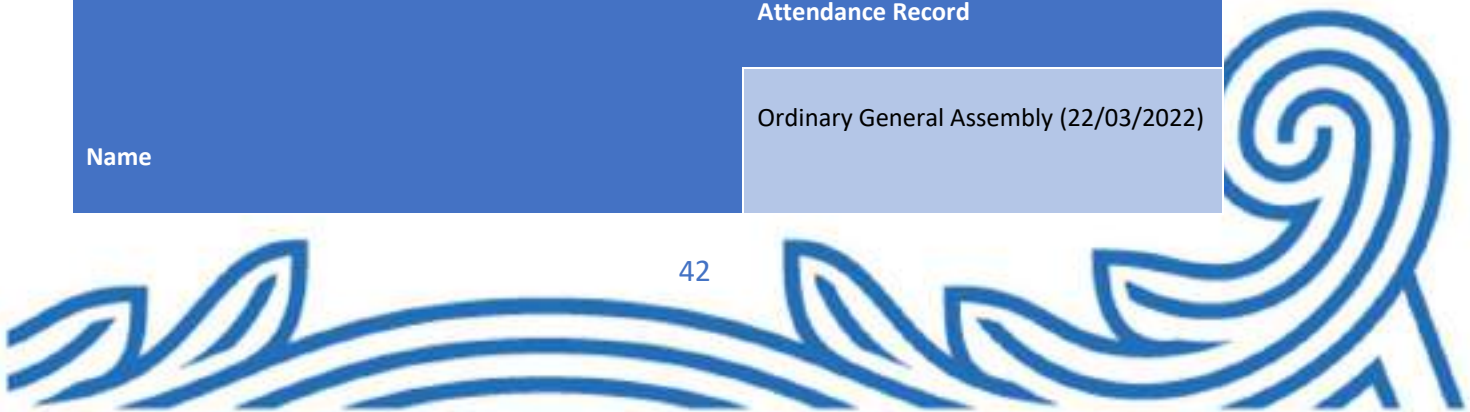
Name	Type of Membership	Dates of Meeting		
		First Meeting (08/03/2022)	Second Meeting (13/09/2022)	Third Meeting (05/12/2022)
1. Ahmad Al-Wassil (appointed May 2022)	Chairman	X	✓	✓
2. Abdulaziz Abussuud	Member	✓	✓	✓
3. Nasreen Al-Dossary	Member	✓	✓	✓
4. Siraj Zakaria	Member	✓	✓	✓
5. Michael Trattles	Member	✓	✓	✓

The NRC assists the Board in the annual review of the Company’s overall compensation and incentive policies. The committee makes recommendations of incentive schemes for employees of all levels including the senior management based on performance ratings. The NRC periodically benchmarks AESA compensation levels against the market.

vi. [General Assembly 2022](#)

One (1) General Assembly meeting was convened in fiscal year 2022. The following is the attendance report for the meeting:

Attendance Record	
Name	Ordinary General Assembly (22/03/2022)



1.	HH Prince Ahmad bin Khalid Al Saud (Chairman of the Board of Directors)	✓
2.	Osama Al-Salloum (SAIB representative, non-Board member)	✓
3.	Sanjay Kaul (Amex (Middle East) B.S.C (C) representative, non-Board member)	✓
4.	Raya Alkhatib (Vote Canvasser and Assembly Secretary)	✓

vii. Remuneration of the Board, Committees and Executive Management

a. Board members' Remuneration:

The Company does not pay any remuneration to its non-Independent Board members. In 2022, the Independent Board members' remuneration and sitting fees from 1 January 2022 to 31 December 2022 (in Saudi Arabian Riyals) was as follows:

Board member	Fixed Remuneration	Aggregate Board Sitting Fees	Aggregate Committee Sitting fees	Total (SAR)
Dr. Khalil Kordi	150,000	12,000	15,000	177,000
Rakan AbuNayyan (resigned March 2022)	27,877	-	3,000	30,877
Sultan AlHokair (resigned September 2022)	104,587	3,000	-	107,587
Alexander Furber	150,000	12,000	-	162,000
Ahmad Al-Wassil	112,500	9,000	6,000	127,500
Total SAR	544,964	36,000	24,000	604,964

b. Committee members' Remuneration:

The Company does not pay any remuneration to its non-Independent committee members. In 2022, the Independent Committee Members remuneration for each committee meeting sitting fees from 1 January 2022 to 31 December 2022 (in Saudi Arabian Riyals) was as follows:

Name	Attendance Allowance (Q1 of 2022)	Attendance Allowance (Q2 of 2022)	Attendance Allowance (Q3 of 2022)	Attendance Allowance (Q4 of 2022)	Total (SAR):
Dr. Khalil Kordi (Chairman of the Audit Committee)	3,000	3,000	3,000	6,000	15,000
Ahmad Al-Wassil (Chairman of the Nomination & Remuneration Committee)	-	-	3,000	3,000	6,000

c. Executive Management Remuneration including CEO and CFO:

The aggregate remuneration for the year ended 31 December 2022, based on highest absolute amounts granted to five senior executives of AESA and inclusive of the CEO and CFO was SAR 15.05 million.

H. Related Party Transactions

The Company deals with its related parties in the normal course of business. Set out below is a summary of transactions with related parties for the year ended 31 December 2022:

Related party	Nature of transaction	Amount of transactions	
		31 December 2022 SR'000	31 December 2021 SR'000
Shareholder The Saudi Investment Bank ("SAIB")	- Data support and other services	3,658	3,422

	- Service and annual card fees	(1,034)	(873)
	- Share of co-brand fee	97	68
<i>Affiliate</i>			
AETRS	- Merchant and airline transaction fees earned (note 6)	(126,863)	(77,250)
	- Foreign card member transaction fees (note 6)	13,165	5,761
	- Support and other services	685	623
	- Royalty expense	449	401
AEOCC NV*	- Special commission expense (note 15 (a))	11,537	1,413
	- Short term loans received	1,860,000	1,240,125
	- Short term loans settled	(1,942,875)	(906,000)

*American Express Overseas Credit Corporation NV

In addition to the above, most of the routine banking transactions of the Company are carried out with SAIB. Bank balances as at 31 December 2022 with SAIB amounted to SAR 65.37 million and are included under cash and cash equivalents (31 December 2021 : SAR 222.17 million).

Outstanding balances of key management personnel of the Company, arising out of credit card related transactions, as at 31 December 2022 amounted to SAR 0.98 million (31 December 2021: SAR 2.42 million).

I. Risk Management

The Company's activities expose it to a variety of business and financial risks, such as, market risks, credit risk, liquidity risks and currency risks. The Company's overall risk management programme focuses on the unpredictability of business and financial markets and seeks to minimise potential adverse effects on the Company's financial performance and business reputation.

Risk management is carried out under policies approved by the Board of Directors and its Committees. Management identifies and evaluates overall risk management covering specific areas, such as foreign exchange risk, special commission rate risk, credit risk, and investment of excess liquidity.

i. Credit Risk

Credit risk is the risk that the Company will incur a loss because its cardmembers or counterparties fail to discharge their contractual obligations. Credit exposures arise principally in respect of lending activities that lead to card members' receivables. There is also credit risk in off balance sheet financial instruments, such as undrawn commitments.

The Company assesses the probability of default of its cardmembers using their internal payment and spend history, application and behavior scores, credit bureau information (including bureau scores) and other external data sources.

The Company attempts to control credit risk by approving creditworthy applicants, monitoring credit exposures, limiting transactions with specific counterparties, performing periodic credit bureau inquiries for retail cardmembers, performing periodic financial and credit assessments for commercial cardmembers, preventing card usage when cardmembers go significantly over their credit limit or become delinquent and by regular follow up for collection of overdue receivables.

ii. Special Commission Rate Risk

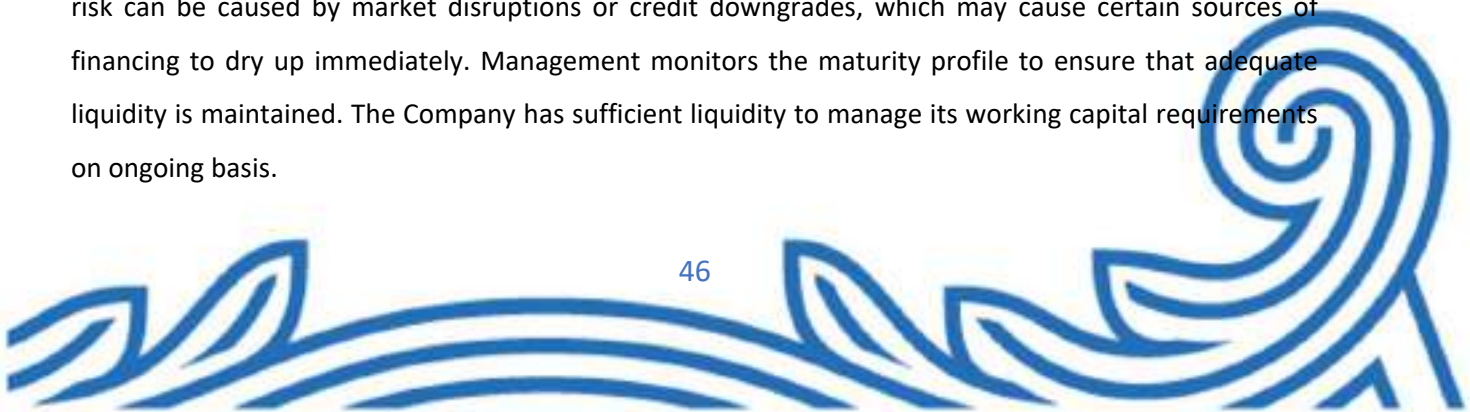
Special commission rate risk is the uncertainty of future earnings resulting from fluctuations in special commission rates. The risk arises when there is a mismatch in the assets and liabilities which are subject to special commission rate adjustment within a specified year. The most important source of such special commission rate risk is the Company's short term borrowing facilities, where fluctuations in special commission rates, if any, are reflected in the results of operations.

Card member receivables are not subject to special commission rate risk as the Company charges fixed monthly service and administrative fees for the overdue balance in respect of commercial products.

Further, non-commercial products are also not subject to special commission rate risk as *Tawarruq* fee percentage is fixed in nature.

iii. Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its net financing requirements. Liquidity risk can be caused by market disruptions or credit downgrades, which may cause certain sources of financing to dry up immediately. Management monitors the maturity profile to ensure that adequate liquidity is maintained. The Company has sufficient liquidity to manage its working capital requirements on ongoing basis.



iv. Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. The Company is subject to fluctuations in foreign exchange rates in the normal course of its business. The Company did not undertake significant transactions in currencies other than Saudi Arabian Riyals and US Dollars. Since Saudi Arabian Riyals is on a fixed parity to the US Dollar, Management believes that the Company is not subject to any significant currency risk.

v. Operational Risk

In the payment card business, operational risk is a very important risk that has to be mitigated with systems support, process control and expertise. The Company has managed this risk very well given the low fraud loss numbers and no charge back loss numbers.

J. Borrowing for Working Capital

As at 31 December 2022, the Company had the following conventional credit facilities, with banks and financial institutions:

- Short-term facilities with Gulf International Bank and Bank Muscat aggregating SAR 487.50 million to finance the working capital requirements of the Company. This loan is secured by promissory notes signed by the Company. As of 31 December 2022, the outstanding balance under these facilities was nil.
- Credit facility from AEOCC NV aggregating USD 200 million (SAR 750 million) to finance the working capital requirement of the Company. As of 31 December 2022G, the outstanding balance under this facility was USD 91.2 million (SAR 342 million).

K. Internal Controls Review

No significant issues were noted in relation to the effectiveness of internal controls by the Internal Audit Department, Compliance Department and External Auditor.

L. Affiliated Companies' Investments

The Company has no investment in affiliated companies.



M. Related Parties' Transactions

There are no other contractual arrangements with vendors, contractors and related entities in which the Board members, Chairman, CEO, CFO or other senior officials have interest except on purely commercial terms other than what was disclosed in Section H above.

N. Dividends Distribution

In order to enhance the Company's equity, the Board has not recommended a dividend payout to the shareholders for 2022.

O. SAMA Executive Orders

Set-out below is a summary of the Saudi Central Bank's Executive Orders and related fines settled by the Company:

Violation	31 December 2022		31 December 2021	
	Amount (SAR)	# of Executive Decisions	Amount (SAR)	# of Executive Decisions
Violation of SAMA's supervisory and control instructions	NIL	1	NIL	1
Violation of SAMA's instructions for Consumer Protection	-	-	NIL	1
Violation of SAMA's instructions regarding due diligence for combating money laundering and terrorist financing	-	-	-	-

P. Conclusion

We look forward to achieving a healthy growth in 2023 and beyond.



Ahmad Bin Khalid Al Saud
Chairman of the Board of
Directors



Fahad Mubarak Al Guthami
Chief Executive Officer



Amr Ahmed Al Dhobaib
Chief Financial Officer

Dated: 26/02/2023

Riyadh, Kingdom of Saudi Arabia

