CORPORATE GOVERNANCE

1.1 CHAIRMAN'S STATEMENT

On behalf of the Board of Directors, I am pleased to present ADIB's 2025 Corporate Governance Report. As we reflect on 2025, Abu Dhabi Islamic Bank (ADIB) continued to advance its strategy and growth with discipline and purpose. We strengthened our governance framework, deepened regulatory alignment, and fostered a culture of high performance and accountability. Throughout the year, we made ongoing investments in our control functions to support the Group's accelerated growth and safeguarded stakeholder interests. These pillars, anchored in our Shari'a values and commitment to serving the UAE economy shaped a year of steady progress and prepared us well for the future.

SETTING A HIGHER BAR FOR GOVERNANCE AND COMPLIANCE

In 2025, ADIB worked on enhancing its Corporate Governance Framework through targeted policy reviews and Board level oversight, ensuring our standards remain aligned with evolving regulations and global best practices. Notably, we updated Fitness & Propriety Policy and Procedures to fully align with the Central Bank of the UAE (CBUAE) requirements. We also engaged proactively with the CBUAE on thematic reviews and comprehensive remediation plans were implemented, strengthening governance, risk management and internal controls.

Risk Management

In 2025, ADIB demonstrated a proactive and comprehensive approach to risk management, strengthening its frameworks to address both traditional and emerging risks across the organization. Recognizing the dynamic nature of the financial sector, ADIB placed particular emphasis on emerging risks such as digital transformation and sustainability. The Bank implemented a robust Risk Management Framework to ensure effective risk oversight, operating within its approved risk appetite and regulatory requirements.

During the year, ADIB expanded its risk management framework to formally incorporate Environmental, Social, and Governance (ESG) risks and climate-related risks as principal risks. This reflects the Bank's recognition of the growing importance of sustainability, climate change, and responsible finance in the banking sector. ADIB now screens transactions for ESG risks using global standards and proprietary due diligence tools, and has set measurable targets for reducing financed emissions by 2030.

ADIB also remains fully committed to maintaining the highest standards in combating financial crime and supporting the UAE's 2024–2027 National Strategy for Anti-Money Laundering. In this context, the Bank enhanced its compliance capabilities, particularly through the expanded deployment of advanced technologies to improve risk assessments and ensure robust protection against emerging threats.

By continuously refining its risk frameworks and embracing innovation, ADIB remains well-positioned to navigate the complexities of a rapidly changing risk landscape and to support sustainable growth.

Putting customers at the center

In line with CBUAE Consumer Protection Regulations and Standards, we advanced a multi-year plan to uplift customer-facing documents, systems and infrastructure, and to revise policies and procedures so our service is transparent, fair and reliable at every touchpoint. These actions further enhance customer confidence and experience while reinforcing market-conduct obligations.

Advancing sustainability and ESG leadership

In 2025, we strengthened our net-zero pathway across operational and financed emissions, including energy-efficiency initiatives, a sustainable-finance strategy, and responsible procurement practices. We have continued to maintain our AA score by MSCI, underscoring ADIB's strong ESG practices and governance.

We maintained leadership in sustainable finance, with the portfolio reaching **AED 20 billion in 2025,** reinforcing ADIB's role in enabling the real economy's transition through Shari'a-compliant solutions.

Investing in our people and culture

Our success is powered by our people. We advanced Emiratization, strengthened inclusion, and sustained a diverse workforce in which women now constitute **44% of ADIB employees.**

The 2025 employee-engagement survey achieved one of the highest response rates in the region, and its insights are shaping initiatives focused on wellbeing, development and an outstanding employee experience. These efforts build a future-ready workforce and an enduring culture of excellence.

Effective oversight across the Group

Our governance structure ensures robust oversight of international branches, subsidiaries and affiliates while preserving legal-entity autonomy. Primary oversight is delivered through Board-approved nominations of ADIB representatives to subsidiary boards, with transparent reporting to the Group Chief Executive Officer and onward to the Board. Secondary oversight under delegated authority utilizes joint steering committees, service-level agreements, and shared management-committee participation, providing a structured approach to principal-risk monitoring and strategic alignment across ADIB Group.

The Board's commitment to strengthening governance was evident through its emphasis on continuous training and awareness programs tailored to evolving business needs. These programs addressed critical areas such as Risk Management, Digital Banking & Artificial Intelligence, Compliance, Shari'a Governance, ESG, and Corporate Governance, ensuring the Board and management remained well-equipped to navigate complex regulatory and operational landscapes.

Looking ahead

We enter 2026 with confidence and clarity. Guided by strong governance, prudent risk culture, and disciplined execution, ADIB will continue to innovate for customers, invest in talent, deepen regulatory cooperation, and advance our sustainability agenda. We remain focused on delivering resilient performance and long term value for our shareholders while contributing to the UAE's ambitions and the broader growth of Islamic finance.

On behalf of the Board, I extend my appreciation to our shareholders, customers, regulators and colleagues for their trust and partnership. Together, we will build on ADIB's strengths and continue our journey of responsible growth.

H.E. Jawaan Awaidha Suhail Al Khaili

Chairman



1.2 KEY CORPORATE GOVERNANCE HIGHLIGHTS & ACHIEVEMENTS – 2025

Strengthening Governance:

In 2025, ADIB advanced its Corporate Governance Framework through targeted initiatives aimed at enhancing efficiency, aligning with regulatory requirements, and reinforcing operational effectiveness. Over the course of the year, several key policies were reserved for Board approval, ensuring alignment with evolving regulations and global best practices.

Furthermore, collective efforts throughout 2025 were made in reviewing and developing the policies and procedures, which includes the Fitness and Propriety Policy and Procedures. This initiative was undertaken to ensure ADIB's full compliance with the CBUAE Fitness and Propriety Regulation and standards, which was released at the end of 2024.

This endeavor demonstrates ADIB's unwavering commitment to adhering to the laws and regulations set forth by the legislators. It is a testament to ADIB's dedication to maintaining the highest standards of integrity and propriety in all our operations.

In line with its commitment to consumer protection, ADIB maintains a comprehensive plan to align with CBUAE Consumer Protection Regulations and Standards. This includes reviewing and enhancing consumer-facing documents, uplifting systems and infrastructure, and revising policies and procedures to ensure better alignment with regulatory expectations and to enhance customer confidence and experience.

These efforts collectively demonstrate ADIB's dedication to maintaining a robust Corporate Governance Framework that fosters transparency, efficiency, and resilience while meeting the needs of stakeholders and adhering to regulatory obligations.

Regulatory Compliance

In 2025, ADIB reinforced its commitment to regulatory excellence by actively engaging with the CBUAE to address findings from thematic reviews. The reviews covered critical areas such as Credit Risk Management Standards, Pillar 2, Common Reporting Standards, Audit, Market Conduct Risk, Asset Quality, Strategy, Emiratization, Regulatory Compliance and Internal Audit, Retail Credit and Wealth Management and Market Conduct.

ADIB developed and implemented comprehensive remediation plans to address the outcomes of these reviews, ensuring enhanced alignment with regulatory expectations and bolstering the Bank's operational resilience. These efforts extended beyond compliance, focusing on integrating best practices to strengthen governance, risk management, and internal controls across the Bank.

The Bank's progress in this area was evidenced by a consistent improvement in its CBUAE quarterly dashboard ratings, reflecting enhanced regulatory confidence and recognition of ADIB's proactive approach to addressing key regulatory priorities. These achievements underscore the Bank's focus on maintaining a robust governance framework that supports sustainable growth and risk mitigation.

Looking forward, ADIB remains committed to embedding a culture of compliance that prioritizes transparency, accountability, and adaptability. By continuously refining its frameworks and aligning with regulatory advancements, ADIB is well-positioned to meet the evolving expectations of regulators, stakeholders, and the industry at large.

Driving Digital Transformation

In 2025, ADIB prioritized digital transformation as a core driver of operational efficiency, customer engagement, and long-term growth. Digital initiatives focused on integrating advanced tools and leveraging data-driven insights to streamline processes, enhance risk management, and improve customer experiences. These efforts enabled the Bank to manage increased transaction volumes effectively while maintaining a robust control environment.

ADIB Ventures, continued fostering fintech partnerships and accelerating the development of innovative digital solutions. This initiative reflects ADIB's commitment to staying at the forefront of technological advancements and creating value through collaboration.

As part of ADIB 2035 Vision, there is an increased focus on Generative AI, automation, and digital solutions. These pillars are central to ADIB's strategy to drive efficiency, deliver exceptional customer experiences, and unlock growth opportunities in an increasingly digital world. By embracing cutting-edge technology, ADIB is positioning itself as a forward-looking institution prepared to adapt to the evolving needs of the financial services sector.

Throughout the year, ADIB continued with its commitment to digitization through various programmes launched by the CBUAE. These programmes are aimed at transforming the financial infrastructure of the UAE to become a digital and financial hub and a centre of excellence for innovation and digital transformation.

Advancing Sustainability and ESG

In 2025, ADIB continued to maintain and improve strong ESG governance with dedicated ESG committees at both the executive management and Board levels, to provide clear oversight, accountability, and decision-making on bank-wide ESG matters. ESG and sustainability risks are integrated into risk management through updates to the Bank's Risk Management Policy and a comprehensive ESG Risk Management Policy, as well as through scenario analysis and stress testing exercises. ADIB's proprietary ESG due diligence toolkit rates transactions, triggers mitigation and escalation where needed, and restricts activities posing unmitigated ESG risks. ADIB also continues to set its sight on improving disclosures with the completion of a full IFRS S1 and S2 gap assessment, positioning us on the path to reporting against the IFRS Sustainability Standards.

Transparency and market recognition continued to strengthen: ADIB maintained MSCI AA ("Leader") and improved its Sustainalytics ESG Risk Score to 16.8 (low risk) from 34.1 (high risk), emphasizing ADIB's leading ESG rating position in the region among banks. As a signatory to the UN Principles for Responsible Banking—with its inaugural PRB report released in mid-2025—and a board member of the Global Climate Finance Center in Abu Dhabi, ADIB is active in positioning the UAE capital as a leading hub for sustainable finance. This milestone highlights ADIB's continued focus on integrating environmental, social, and governance principles into its operations and strategic decision-making.

ADIB also maintained its leadership in sustainable finance, with consistent progress against the AED 60 Bn by 2030 target the bank has set for mobilizing sustainable finance. With the issuance of ADIB's inaugural Green Sukuk impact and allocation report, the bank demonstrates strong transparency in our sustainable finance activities, and our commitment to mobilizing capital to aid the energy transition.

In continuing our commitment to being a lifelong partner to our community, we have continued highlighting Islamic values, showcasing the UAE's culture and heritage, partnering and volunteering with local programs and charities, and creating impact on community development through educational and healthcare related activities.



People and Culture

ADIB's unwavering focus on its people lies at the heart of its success, fostering a culture that drives innovation, excellence, and resilience. In 2025, the Bank reinforced its strategic commitment to Emiratization, strengthening its role as a key contributor to UAE economic growth and national development. Diversity and inclusion remain integral to ADIB's organizational ethos. The workforce represents over 51 nationalities, creating a rich and dynamic environment that reflects the global outlook of the Bank. Additionally, women constitute 44% of ADIB's employees, demonstrating the Bank's dedication to gender balance and its continued efforts to empower women across all levels of the organization.

An important milestone for 2025 was the employee engagement survey, which achieved one of the highest response rates in the region. This outstanding participation underscores the deep alignment between the Bank and its employees, as well as their shared commitment to ADIB's mission and values. Insights from the survey are actively shaping initiatives that enhance workplace satisfaction, cultivate well-being, and elevate professional development, further positioning ADIB as an employer of choice.

Furthermore, ADIB has announced the process to hire 400 UAE Nationals in Al Ain under ADIB's Al Ain Excellence Centre by the end of 2026, supporting the UAE Emiratization agenda and the Nafis Program. This initiative will create opportunities in areas such as retail banking, operations, compliance, and collections, strengthening ADIB's presence in Al Ain.

After the announcement, ADIB successfully appointed 230 UAE Nationals during 2025, reflecting its commitment to developing local talent.

In addition, ADIB continues to focus on training and development programs to prepare Emirati talent for leadership roles and contribute to the UAE's economic and digital transformation.

By advancing its focus on talent development, diversity, and employee engagement, ADIB is building a future-ready workforce that underpins the Bank's strategic ambitions, drives sustainable growth, and sets a benchmark for excellence in the industry.

1.3 BOARD PROFILE



H.E. Jawaan Awaidha Suhail Al Khaili

Chairman, Non-Independent, Non-Executive Director

H.E. Jawaan joined ADIB in February 2008.

External Positions:

National Holding, Chairman
Emirates Link Group, Co-founder & Chairman
Ittihad International Investment, Chairman



Dr. Faisal Sultan Naser Salem Al Shuaibi

Vice Chairman, Independent, Non-Executive Director

Dr. Faisal holds a PhD in Application of Strategic Development in Government and Security Institutions (Balanced Scorecard). He joined ADIB in March 2019.

External Positions:

Director General of the Strategy and Performance Development General Directorate at Ministry of Interior



Mr. Khalifa Matar Khalifa Al Mheiri

Independent, Non-Executive Director

Mr. Al Mheiri has been a Board Member of ADIB since April 2016. He is the Chairman of the Board of Directors – Abu Dhabi Islamic Bank, Egypt since March 2018.

Mr. Al Mheiri is the Executive Director of the Fixed Income Department at Abu Dhabi Investment Authority ("ADIA"), with responsibility for the overall management of the Department specifically in the areas of investment strategy, performance, risk, and organizational development. Prior to that, Mr. Al Mheiri was the Executive Director of the Alternative Investments Department, with responsibility for overseeing ADIA's investments in hedge funds. Mr. Al Mheiri joined ADIA in 1995 as a member of the Far East Department.

He holds a BSc in Business Administration focusing on Management Information Systems from the University of Arizona and a Masters in Finance from the London Business School. He is a CFA charter holder from the CFA Institute.

External Positions:

Fixed Income Department at Abu Dhabi Investment Authority ("ADIA"), Executive Director
Emirates Integrated Telecommunications Company, PJSC, Board member
Abu Dhabi Islamic Bank – Egypt (S.A.E), Chairman



Mr. Najib Youssef Fayyad

Non-Independent, Non-Executive Director

Mr. Najib Fayyad has over 30 years of global work experience serving in leadership roles including Chairman, Group CEO of large conglomerate holding companies, and Managing Director in the US, Europe, and the MENA region. Mr. Fayyad served as the Group CEO of National Holding Group and currently serving as the Special Advisor to the board of Directors and as Board member at National Holding and its various entities and subsidiaries. Mr. Fayyad is also serving as Board Member of Abu Dhabi Islamic Bank and sits on various Board Committees, and as Chairman of ADIB Capital, the Investment Banking and Asset Management arm of ADIB.

Previously, Mr Fayyad served as CEO of Abu Dhabi Investment House (ADIH), a regulated entity under the Central Bank of the UAE.
Mr. Fayyad operated extensively in regulated environment serving in various roles in multiple countries over the years such as in investment banking while in Bahrain regulated by the Central Bank of Bahrain; and as Chairman of the Board of Directors for a regulated investment and asset management company in Turkey regulated by the Capital Markets Authority.

Mr. Fayyad has worked across various sectors including financial advisory services with large multinational companies, such as Arthur Andersen Global Corporate Finance, KPMG, and PricewaterhouseCoopers in Washington DC.

External Positions:

National Holding Group, Special Advisor to the Board of Directors and Board Member

LEGEND

- Board Strategy Committee (BSC)
- Board Audit Committee (BAC)
- Board Risk Committee (BRC)
- Nomination & Compensation Committee (NCC)
- Board Credit & Investment Committee (BCIC)
- ESG Committee (ESG)

1.3 BOARD PROFILE



Mr. Abdulla Ali Musleh Jumhour Al Ahbabi

Independent, Non-Executive Director

Mr. Abdulla joined ADIB in March 2019. Previously he was the Chairman of the Abu Dhabi Water and Electricity Authority (ADWEA), acting undersecretary for Abu Dhabi Department of Finance, Assistant General Secretariat and a member of the Executive Committee of the Abu Dhabi Executive Council. He holds a Master's degree in Business Administration.



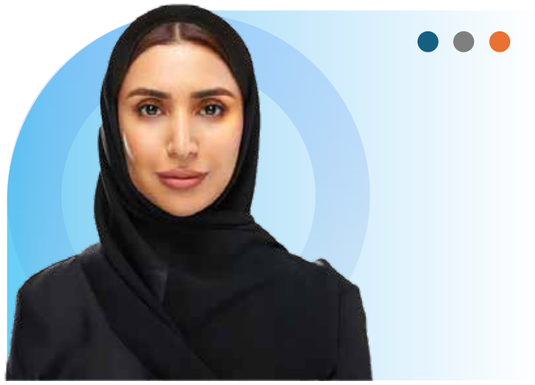
Mr. Abdul Wahab Al Halabi

Independent, Non-Executive Director

Mr. Abdul Wahab joined ADIB in March 2022. He currently holds the position of Managing Director and Founder at Embassy Capital. In addition, he is also Vice Chairman of Union Properties PJSC, Board member of Burjeel Holding PJSC and Talabat PJSC as well as several other unlisted entities in the education, financial and real estate spaces. He is a fellow of the Institute of Chartered Accountants in England and Wales and holds a Bachelor's Degree from the London School of Economics.

External Positions:

Embassy Capital, Managing Director and Founder
Union Properties PJSC, Vice Chairman
Burjeel Holding PJSC, Board Member
Talabat PJSC, Board member



Ms. Maha Mohammed Al Qattan

Independent, Non-Executive Director

Maha Al Qattan is a Chief People & Sustainability leader and board member with over 17 years of experience driving large scale organizational transformation across multinational, multi-sector enterprises. She currently serves as a board member of Abu Dhabi Islamic Bank (ADIB) and SEE Holding, contributing to governance, risk, and strategic oversight.

Previously, she served as Group Chief People & Sustainability Officer at DP World, leading the people, culture, ESG, and sustainability agenda across 70+ countries and a workforce of over 100,000 employees. Earlier in her career, she held senior HR leadership roles at GE, including HR Business Partner for Power Services across the MENA region, where she played a key role in large scale transformation and the integration of major industrial acquisition - Alstom.

Maha is recognized for shaping future ready operating models, leadership pipelines, and pioneering sustainability initiatives, including innovative sustainable finance instruments, and brings extensive board experience across banking, capital markets, media, and port operations.

External Positions:

SEE Holding, Board Member



LEGEND

- Board Strategy Committee (BSC)
- Board Audit Committee (BAC)
- Board Risk Committee (BRC)
- Nomination & Compensation Committee (NCC)
- Board Credit & Investment Committee (BCIC)
- ESG Committee (ESG)

1.4 SENIOR MANAGEMENT PROFILE



Mohamed Abdelbary

Group Chief Executive Officer

Mohamed Abdelbary is the Group Chief Executive Officer at Abu Dhabi Islamic Bank (ADIB). As Group CEO, he is responsible for leading ADIB strategic directions, overseeing the Group operations and ensuring the bank's profitability and growth. With over 28 years of experience in financial services and banking, he has held key positions in leading financial institutions, including Citibank, Barclays Bank, and Standard Chartered Bank. His deep knowledge and strategic vision have been instrumental in driving the growth and success of the organizations he has been part of.

Abdelbary joined ADIB in May 2020 as the Group Chief Financial Officer, a role in which he played a pivotal role in shaping the financial strategy and performance of the bank.

Mohamed possesses the CFA® Charter holder credential, demonstrating his commitment to the highest standards of ethics and professionalism in the industry. His visionary leadership and unwavering commitment to excellence continue to shape ADIB's path towards a future of sustainable growth and prosperity.

External Interests

Board Member, Kawader Services LLC
Board Member, ADIB Capital Limited
Vice Chairman, MPM Properties LLC
Vice Chairman, Burooj Properties LLC



Amit Malhotra

Group Head of Retail Banking, ADIB

Amit Malhotra is the Group Head of Retail Banking at Abu Dhabi Islamic Bank. With a robust career spanning nearly three decades, Amit has made significant contributions to the banking sector across various geographies. In his current role, he oversees the retail banking operations, driving strategic initiatives to enhance customer experience, expand the bank's retail footprint, and leverage digital innovations to deliver superior banking services. Amit's diverse expertise includes sales and distribution management, product management, credit operations, risk management, and digitization. He managed extensive portfolios at institutions like CBD, Citibank, Al Hilal Bank, and Standard Chartered Bank.

External Interests

Chairman, Abu Dhabi Islamic Securities LLC (ADIB Securities)
Chairman, Abu Dhabi Islamic Merchant Acquiring Company LLC (ADIMAC)
Board Member, ADIB Capital Limited



Ahsan Akhtar

Acting Group CFO

Ahsan Akhtar serves as the Acting Group Chief Financial Officer. He joined ADIB in 2008, bringing with him a wealth of experience in financial management and strategic planning. Prior to his appointment as acting CFO in March 2024, he was the Group Financial Controller since 2008. In his current position, he oversees the Group Finance function (Financial Planning, Business Performance, Taxation, Economics, Group Strategy, Strategic Sourcing and Procurement). He previously spent 15 years in different senior positions with international banks and firms including Citi Bank and PWC. He is a chartered accountant from the UK and a graduate from the London School of Economics (LSE), underscoring his strong professional qualifications in finance and accounting.



Mohammed Al Fahim

Acting Global Head of Wholesale Banking Group

Mohammed Al Fahim is the Acting Global Head of Wholesale Banking Group. With 23 years of banking experience, he has held diverse leadership roles in various banks, demonstrating his extensive expertise in the field. In his current position, Mohammed oversees the execution of high-profile Corporate Finance and Capital Market transactions. Prior to his current role, Al Fahim served as the Regional Head of Corporate Banking, responsible for corporate banking Abu Dhabi, including trade and industrial sector, services sector, and government sector. He was also responsible for commercial real estate, and commercial banking business.

External Interests

Chairman, Burooj Properties LLC
Board Member, MPM Properties LLC



Abdul Qadir Khanani

Group Treasurer

Abdul Qadir Khanani joined ADIB in 2012 as Group treasurer. He has over 35 years of experience in the banking and finance sector where he held various positions in regional and international banks such as Citigroup. At ADIB, he is responsible for the Group treasury function including FX trading and sales, funding and management and managing the bank's liquidity. He is a member of the Bank's Management Executive Committee as well as the Assets and Liabilities management committee and various management committees at Group level. He has more than 35 years of global experience in banking and finance.



Abdulla Al Shehhi

Global Head International Business Group

Abdulla Al Shehhi is the Global Head of the International Business Group. He joined ADIB more than 20 years ago and has held a number of senior positions in various departments before he was appointed to his current role as the Global Head International Business Group, focusing on the bank's international growth strategy and managing ADIB's businesses outside the UAE. Abdulla has over 30 years of banking experience, having worked in Finance and Strategy. He sits on different boards including Saudi Finance Company, Bosnia Bank International, and Abu Dhabi National Takaful PJSC.

External Interests

Board Member, Saudi Finance Company (SFC)
Vice Chairman, Bosna Bank International
Board Member, Abu Dhabi National Takaful PJSC



Talha Karim

Group Chief Risk Officer

Talha Karim was appointed as ADIB's Group Chief Risk Officer in March 2024, with over 27 years of experience in risk management within the banking sector working across both developed and emerging markets. Prior to joining ADIB, he was the Chief Risk Officer at Commercial International Bank (CIB) of Egypt. He has been working in the Middle East since 2001 and spent close to 8 years in Bahrain with Bank ABC. In his current role, Talha oversees the bank's diverse and dynamic portfolio, encompassing all financial and non-financial risks. He is a member of the executive committee and other management committees and attends the relevant Board sub-committees.

1.4 SENIOR MANAGEMENT PROFILE



Meitha Al Hashmi

Group Chief Credit Officer

Meitha Al Hashmi is the Group Chief Credit Officer at Abu Dhabi Islamic Bank. In her role, Meitha is chairing the independent Group Credit Management function which supports all ADIB's businesses including banking services for retail customers, small and medium sized businesses, corporates and international financial institutions. Meitha has over 25 years of experience in the banking industry, predominantly in Credit and Risk Management. She joins ADIB from Emirates NBD Group where she held leadership positions including Chief Risk Officer for Emirates Islamic and Chief Credit Officer, Group Credit for Emirates NBD.

External Interests

Board Member, Abu Dhabi National Takaful.



Dr. Ghaith Mismar

General Counsel & Board Secretary

Dr. Ghaith Mismar serves as the General Counsel at Abu Dhabi Islamic Bank (ADIB), overseeing the bank's Legal affairs, Corporate Governance, Group Special Assets Management and Collections, ensuring compliance with regulatory standards. He joined ADIB in 2014 with extensive experience of over 20 years where he held significant roles in the legal sector, including positions at prominent financial institutions. His extensive experience in banking and finance law has been instrumental in shaping ADIB's legal strategies and ensuring robust governance.

External Interests

Board Member, Burooj Properties LLC



Dr. Osaid Kilani

Global Head of Shari'a

Dr. Osaid Kilani serves as the Global Head of Shari'a at Abu Dhabi Islamic Bank (ADIB). In this capacity, he oversees the bank's Shari'a compliance and governance, ensuring that all financial products and services adhere to Islamic principles. Through his work, Dr. Kilani continues to contribute significantly to the advancement of Islamic finance, ensuring that ADIB remains at the forefront of ethical and Shari'a-compliant banking practices. Dr. Kilani has been instrumental in promoting innovation within the Islamic finance sector. He has played a pivotal role in organizing the Ethical Finance Innovation Challenge and Awards (EFICA), an initiative by ADIB to recognize and reward innovative ethical financial solutions.



Kenneth Tan

Group Head of Audit

Kenneth Tan was appointed as the Group Head of Audit at ADIB in January 2021. Kenneth is responsible for covering all audit activities across the Bank and its subsidiaries ensuring adherence with regulatory standards and internal policies. Kenneth has more than 30 years of experience in External and Internal Audit that spans across various leadership positions in the financial sector acquired through roles with Standard Chartered Bank, Citigroup, Goldman Sachs and PricewaterhouseCoopers.

He is a qualified Chartered Accountant (CA) with the Institute of Chartered Accountants in England & Wales (ICAEW) as well as the Institute of Singapore Chartered Accountants (ISCA). He has also passed the exams leading to the following professional qualifications: Associate Corporate Treasurer (ACT), Certified Financial Risk Manager (FRM) and Certified Information Systems Auditor (CISA).



Suleiman Al Raeei

Group Head of Internal Shari'a Audit

Suleiman Al Raeei is the Group Head of Internal Shari'a Audit, as well as Vice Chairman of the Shari'a Audit Committee at the UAE Banks Federation besides several audit committees for a number of Islamic companies and financial institutions. He holds extensive global academic and practical experience in Islamic banking and Takaful insurance. Over 25 years in the areas of product development, finance structuring, syndicated financing, investment instruments, portfolios and sukuk, in addition to Shari'a supervision and governance and Shari'a auditing. As an expert in the field of internal and external Shari'a auditing, he played a vital role in establishing the Internal Shari'a Audit Group of ADIB Group, initiating and developing an advanced methodology for the internal Shari'a audit work of ADIB Group.



Bushrah Alshehhi

Group Chief HR Officer & Chairman of Kawader

As the Group Chief of Human Resources & Chairman of Kawader at ADIB, Bushrah leads HR strategy and operations, with a strong focus on advancing Emiratization and fostering a positive workplace culture. With over 20 years of experience in both public and private sectors, Bushrah is recognized for driving initiatives that enhance employee engagement, development, and recruitment. Bushrah's career spans both public and private sectors, including her tenure at the Abu Dhabi Department of Economic Development, where she led HR planning and recruitment. Bushrah holds a Master's Degree in Human Resources from the New York Institute of Technology and is CIPD certified.

External Interests

Chairman, Kawader Services LLC
Board Member, MPM Properties LLC



Duane Maxwell

Acting Group Head of Compliance

Duane Maxwell brings over 25 years of experience in financial services, specializing in compliance, governance, and regulatory frameworks. Duane joined ADIB in 2016 from the UK where he had held senior compliance roles in banking and insurance including Lloyds Bank, AIG, Barclays and HSBC. Within ADIB, Duane has held roles in Group Compliance and Corporate Governance Departments. As the ADIB Acting Group Head of Compliance, Duane's primary responsibility is oversight of the bank's adherence to applicable regulatory rules, standards and the bank's internal compliance policies, and to provide assurance to the Bank Audit Committee.



Maher Al Ruz

Group Chief Customer Officer

Maher Al Ruz is the Group Chief Customer Officer at Abu Dhabi Islamic Bank (ADIB), heading the Customer Excellence Group. With more than 30 years of banking experience across different divisions, including 27 years with ADIB, Maher leads customer experience, complaints management and resolution; proactively addressing customer pain points and driving service improvements across all touchpoints for the entire organization. Additionally, Maher oversees the implementation of Consumer Protection regulations across all products and services ensuring compliance to Market Conduct obligations.

With a strong commitment to enhancing the customer experience and focusing on customer-centricity and process efficiency, Maher and his team are dedicated to identifying the root causes across all digital and conventional channels and implementing innovative solutions. The team provides service-related insights that help the bank better predict and understand customer needs.

1.5 GROUP CORPORATE GOVERNANCE FRAMEWORK

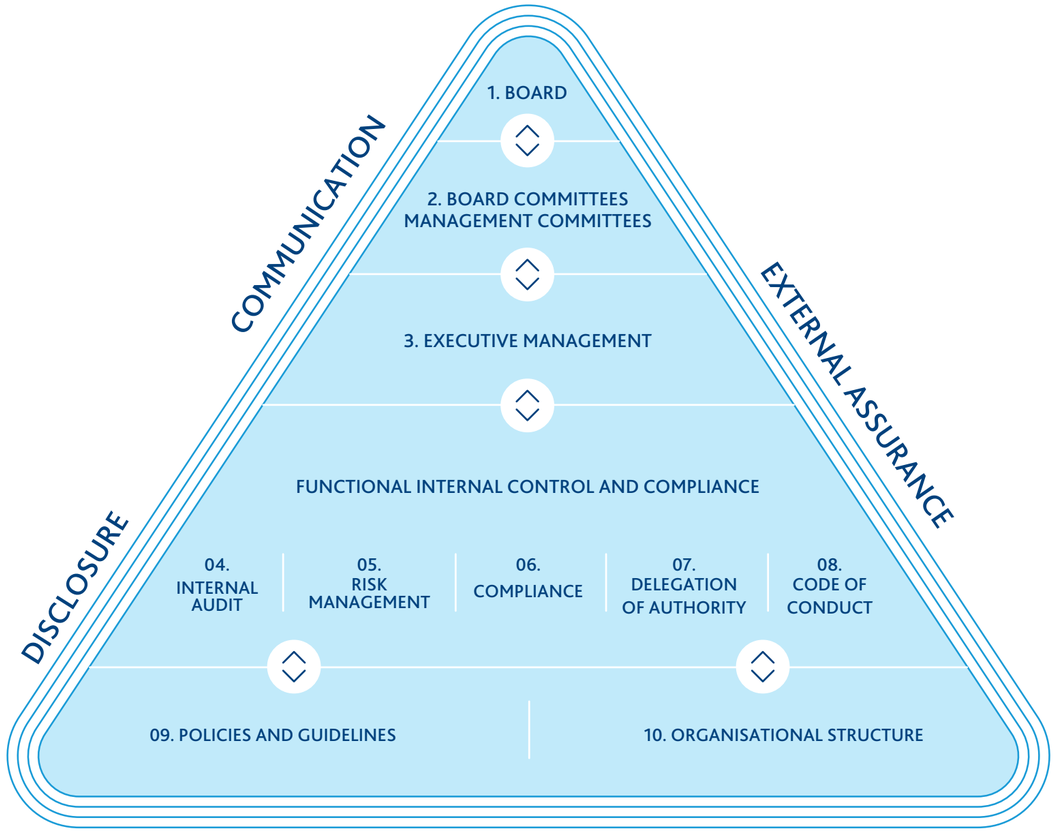
The foundation of ADIB's consistent history of significant operational and financial success has been its commitment to a solid corporate governance culture. The faith and confidence of ADIB's investors, clients, business partners, and communities have in the Bank is strengthened by its dedication to honesty and disciplined culture, grows the strategy and long-term goals are based on this dedication.

ADIB has embedded a robust corporate governance framework in line with CBUAE Corporate Governance Regulations and Standards No. 83 / 2019, to support a resilient, high-performing, and accountable culture, to enable achievement of long-term financial and franchise growth. The framework is implemented across the Group's entities to provide confidence to our stakeholders to continue investing in the institution.

To promote collaboration and alignment, the governance framework is implemented by intra-group service level agreements, group-wide policies, delegation to management committees and effective representation on the boards of ADIB's subsidiaries and entities.

ADIB regularly reviews its policies, focusing on corporate governance, risk management, internal controls, compliance, internal audit, financial reporting, external audit, and outsourcing, to ensure they meet regulatory requirements. During 2025 ADIB Board of Directors and its committees reviewed and approved several policies and procedures as part of the periodic reviews.

COMPONENTS OF ADIB'S CORPORATE GOVERNANCE FRAMEWORK



01 Board

The Board is responsible for setting the strategic direction and goals for an organization and to provide effective oversight management on the execution and achievement of those goals through the setting and monitoring of performance expectations.

02 Board Committees and Management Committees

The Board establishes committees to assist in discharging its responsibilities effectively and efficiently. Management Committees are responsible for ensuring good governance and that effective systems and processes are in place to shape, enable and oversee the management of ADIB.

03 Executive Management ("Management")

Management personnel are appointed by the Board/Board Committee to implement processes and to execute day to day affairs in accordance with the strategic direction, tone and expectations set by the Board.

04 Internal Audit

To provide a level of monitoring activity over risk and to support in the identification of process improvements and efficiency gains.

05 Risk Management

The Risk Management Framework establishes expected business practices for the effective identification, assessment and management of risk.

06 Compliance

To promote ethical conduct and compliance with rules, regulations and internal standards that govern how ADIB conducts its business.

07 Delegation of Authority

A delegation of authority is established to delegate the Board's authority and powers downward and to assist employees in understanding their authority to make decisions on behalf of the organization. The above facilitates effective and accountable decision making and reduces ambiguity.

08 Code of Conduct

A code of conduct establishes a common understanding of the standards of behavior and values expected of all Board members and employees.

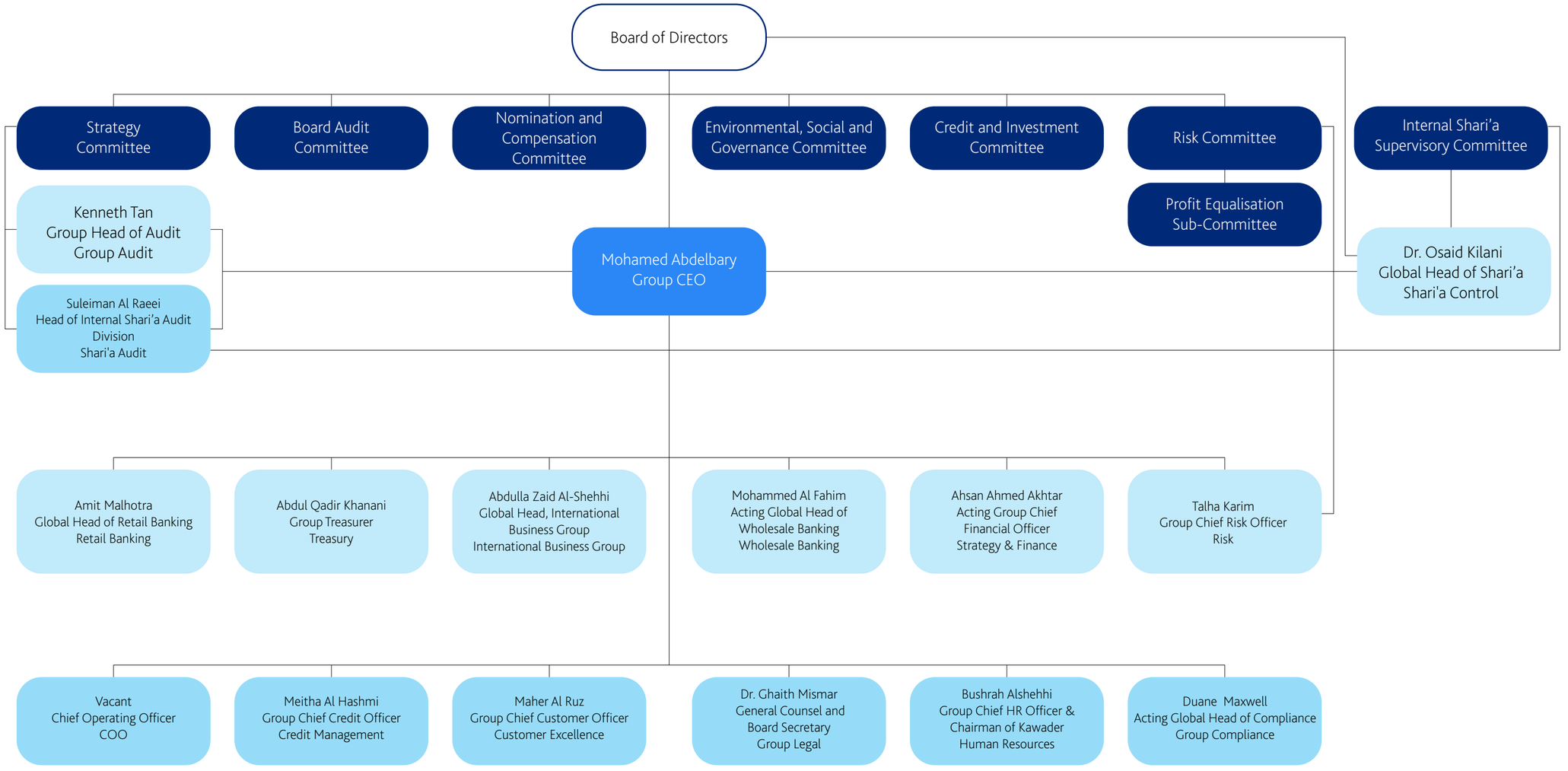
09 Policies and Guidelines

Policies and guidelines are established to allow ADIB employees to clearly understand their roles and responsibilities and to guide all major decisions making processes and actions within predefined limits.

10 Organizational Structure

ADIB structure should reflect the organization's main operational objectives and do so in a coherent way while at the same time being flexible enough to respond to changes in the ADIB's strategy or mission.

1.6 GOVERNANCE STRUCTURE



A strong and effective governance structure requires continuous oversight, a strong tone from the top, and a comprehensive understanding of the regulatory landscape.

ADIB's governance framework is built on a foundation of a capable and dedicated Board, supported by specialized Board Committees tasked with executing their mandates to uphold the highest standards of governance.

Under the leadership of the Group Chief Executive Officer (GCEO), the Management Executive Committee—comprising the Bank's Executive Management—drives the implementation of the Board's strategic direction.

This structure ensures a clear division of responsibilities, enabling alignment across all governance layers while fostering accountability and operational efficiency. Together, these components form a cohesive governance framework that reflects ADIB's commitment to transparency, resilience, and regulatory compliance.

1.7 BOARD OVERSIGHT OF ADIB GROUP ENTITIES

ADIB's governance framework is designed to provide robust oversight on its international branches, subsidiaries, and affiliates while maintaining the autonomy of each legal entity. This framework ensures compliance with regulatory requirements in all jurisdictions where ADIB operates and is regularly reviewed to address the evolving regulatory environment and the growing complexity of the Group's operations.

Throughout 2025, the Board fulfilled its oversight responsibilities for ADIB Group entities through a structured, multi-layered approach. Primary oversight was achieved by approving the nomination of ADIB representatives to the boards of Group entities. These representatives play a pivotal role in ensuring alignment with ADIB's strategic objectives and governance principles. They report to the GCEO, who provides regular updates to the Board, ensuring transparency and accountability.

Furthermore, the Board also implemented secondary oversight mechanisms under the delegated authority of the GCEO. This included empowering management committees and Group Heads to monitor and guide the activities of subsidiaries and affiliates. These mechanisms were supported by structured tools such as joint steering committees, service level agreements, oversight framework agreements, and mutual participation in management committee meetings. Together, these tools ensure the effective monitoring of principal risks, adherence to governance standards, and alignment with the Group's broader objectives.

By integrating these oversight layers, ADIB ensures cohesive governance across its entities while preserving operational flexibility. This approach reflects ADIB's commitment to regulatory compliance, operational consistency, and sustainable growth, further enhancing its reputation as a resilient and forward-looking institution.



The following is a list of Group entities including International Branches, and international subsidiaries and affiliates:

Name	Activity	Country of Incorporation	Percentage of Holding (2025)
List of Subsidiaries			
Abu Dhabi Islamic Bank – Egypt (S.A.E)	Islamic Banking	Egypt	53%
Abu Dhabi Islamic Securities Company LLC	Equity brokerage Services	United Arab Emirates	95%
Burooj Properties LLC	Real estate investments	United Arab Emirates	100%
MPM Properties LLC	Real estate services	United Arab Emirates	100%
ADIB Invest I	Equity brokerage services	BVI	100%
Kawader Services LLC	Manpower supply	United Arab Emirates	100%
ADIB (UK) Limited	Other Services	United Kingdom	100%
ADIB Capital Ltd	Funds Services	United Arab Emirates	100%
ADIB Capital Invest 3 Ltd	Special Purpose Vehicle	Cayman Islands	-
Fractionalized Sukuk Holding Limited	Special Purpose Vehicle	United Arab Emirates/ADGM	-
ADIB Sukuk Company	Special Purpose Vehicle	Cayman Islands	-
Associates & Joint Ventures			
Abu Dhabi National Takaful PJSC	Islamic insurance	United Arab Emirates	42%
Bosna Bank International D. D	Islamic banking	Bosnia	27%
Saudi Finance Company CSJC*	Islamic Retail Finance	Kingdom of Saudi Arabia	51%
The Residential REIT (IC) Limited	Real Estate Fund	United Arab Emirates	29%
Abu Dhabi Islamic Merchant Acquiring Company LLC	Merchant acquiring	United Arab Emirates	51%

*ADIB Two Financial Invest LLC, is an entity wholly owned by ADIB and holds ADIB's ownership shares in Saudi Finance Company CSJC.

International Branches & Subsidiaries

ADIB Egypt

Khalifa Al Mheiri - Non-Executive Chairman
Bassam El Hage - Non-Executive Member
Mohammed Aly - Executive Member

International Banking Branches

ADIB Qatar
ADIB Iraq

Affiliates

Abu Dhabi National Takaful

Khalid Almansoori - Non-Executive Member
Meitha Alhashemi - Non-Executive Member
Abdulla Al Shehhi - Non-Executive Member

Bosnia Bank International

Abdulla Al Shehhi - Vice Chairman

Joint Venture & Strategic Investments

Saudi Finance Company

Khalid Almansoori - Vice Chairman
Abdulla Al Shehhi - Member
Ibrahim Al Mansoori - Independent Member
Abdulrahman AlAnqari-Independent Member



Details on Key Subsidiaries:

Abu Dhabi Islamic Securities LLC (ADIB Securities) - Overview

ADIB Securities is a subsidiary regulated by Securities and Commodities Authority (SCA). ADIB has 95% ownership of ADIB Securities. The separation between financial services companies such as Brokerage firms and Banks is mandatory in the UAE. To satisfy regulatory requirements, a Board of Directors must be appointed to the company.

Board of Directors

#	Name	Role	Position in ADIB
1	Amit Malhotra	Chairman	Global Head of Retail Banking
2	Hasan Al Shamsi	Vice Chairman	Acting Head of Private Banking
3	Sultan Al Marzouqi	Member	Head of Credit Initiation

Kawader Services LLC - Overview

Kawader is the outsourcing arm of ADIB, it manages and employs some employees for ADIB, in addition to managing the outsourced employees and the agencies managing them.

Board of Directors

#	Name	Role	Position in ADIB
1	Bushrah Abdullah Alshehhi	Chairman	Group Chief HR Officer & Chairman of Kawader
2	Mohamed Abdelbary	Member	Group Chief Executive Officer (GCEO)
3	Fahad Alkhoori	Member	Head of HR Shared Services

ADIB Capital Limited - Overview

Established in the Dubai International Financial Centre (DIFC) and regulated by the Dubai Financial Services Authority (DFSA); ADIB Capital is 100% owned Asset Management business subsidiary involved in arranging deals, advising on financial products, managing collective investment funds and arranging and advising on credit relating to the management of Shari'a - compliant investment vehicles.

Board of Directors

#	Name	Role	Position in ADIB
1	Najib Fayyad	Chairman	ADIB Board Member
2	Mohamed Abdelbary	Member	Group Chief Executive Officer (GCEO)
3	Bassam El Hage	Member	External Subject Matter Expert
4	Amit Malhotra	Member	Global Head of Retail Banking

MPM Properties LLC - Overview

MPM properties is a wholly owned subsidiary of Abu Dhabi Islamic Bank and currently manages over 6,000 properties across the U.A.E. MPM is a shari'a 'a - compliant company with key offices in Abu Dhabi, Al Ain, Dubai and Sharjah with a team of over 100 staff offering various services including: Property Management, Project Management, Facility Management, Valuation, Research, Development & Investment Consulting, Corporate Real Estate Solutions, Investment Sales & Acquisitions, Residential Sales Brokerage & Leasing and Commercial Leasing.

Board of Directors

#	Name	Role	Position in ADIB
1	Khalid Almansoori	Executive Chairman	Executive Chairman of MPM
2	Mohamed Abdelbary	Vice Chairman	Group Chief Executive Officer (GCEO)
3	Mohammed Ali Al Fahim	Member	Acting Global Head of Wholesale Banking Group (WBG)
4	Bushrah Abdullah Alshehhi	Member	Group Chief HR Officer & Chairman of Kawader
5	Omar Mohamed Shariff	Member	Head of Retail & General Legal Services

Burooj Properties LLC - Overview

Burooj Properties was established in 2005 as a wholly owned subsidiary of Abu Dhabi Islamic Bank. Burooj has built a strong reputation for developing fully integrated communities, offering premium real estate services (property selling, property management and property development) to deliver value to investors.

Board of Directors

#	Name	Role	Position in ADIB
1	Mohammed Ali Al Fahim	Chairman	Acting Global Head of Wholesale Banking Group (WBG)
2	Mohamed Abdelbary	Vice Chairman	Group Chief Executive Officer (GCEO)
3	Dr. Ghaith Mismar	Member	General Counsel
4	Khalid Almansoori	Member	Executive Chairman of MPM
5	Abdulla Ghuloom Al Attar	Member	Head of Administration



2. Board Governance

2.1 Board Composition

ADIB's Board of Directors composition adheres to the regulatory requirements mandated by the Central Bank of the UAE's Corporate Governance Regulation and Standards and the Securities and Commodities Authority (SCA) Corporate Governance Guidelines ("Corporate Governance Regulations"), ensuring effective governance and representation. The key elements of the Board's composition include:

Gender Diversity:

Reflecting national gender diversity goals and regulatory requirements, ADIB, during its 2025 Annual General Assembly, has re-appointed Ms. Maha Al Qattan as an Independent Director in March 2025. As of 2025, women representation on ADIB's Board continues to align with the Corporate Governance Regulations representing 14% of the Board, demonstrating the Bank's continued commitment to fostering gender diversity at the highest levels and compliance with the applicable laws and regulations. This commitment extends across the organization, with women comprising 44% of ADIB's workforce, an increase from 39% from 2024.

Independence:

All Board of Directors are non-executive directors, with five (5) out of seven (7) Directors being Independent Directors. The assessment of the independence of ADIB's Board took into account the CBUAE independence criteria, as further provided below.

a. The Director's tenure should not exceed 12 consecutive years from the date of appointment. This provision applies equally to appointments by a government shareholder.

b. The Director or any of his/her first-degree relatives should not have been employed by the bank or its subsidiaries during the past two years.

c. The Director should not have conducted any consulting services for the bank, or its subsidiaries, or acted in such capacity, either directly or indirectly, during the past two years.

d. The Director should not have had any personal services contracts with the bank or its subsidiaries during the past two years.

e. The Director should not be affiliated with any non-profit organisation that receives significant funding from the bank or its subsidiaries.

f. The Director and/or any of his/her first-degree relatives (individually or collectively) should not own, directly or indirectly, 10% or more of the bank's share capital or be a representative of a shareholder who owns, directly or indirectly, more than 10% of the banks' share capital.

g. The Director, or any of his/her first-degree relatives, should not be a partner or employee of the bank's auditor for the past two years.

h. The Director or any of his/her first-degree relatives, should not have direct or indirect interest in any contracts and/or projects of the bank or its subsidiaries, where the total of such transactions exceeds the lower of 5% of the bank's paid share capital, or AED 5 million, or an equivalent amount in foreign currency, during the past two years, unless such relationship is part of the nature of the bank's business and involves no preferential terms.

National Representation:

The Chairman and the majority of the Board of Directors are UAE nationals, in compliance with the Corporate Governance Regulations and the Bank's commitment to national representation and leadership within the Bank.

Board Expertise:

ADIB's Board brings together a broad and diverse skill set, enabling it to effectively guide the Bank's strategic direction. Members possess expertise across key areas, including credit, investment, risk management, strategic planning, capital markets, financial analysis, Shari'a compliance, audit, corporate governance, sustainability and ESG, and digital and technological innovation. The Board remains collectively aligned with the evolving needs of the Bank and the financial sector and continuous professional development with a dedicated training and awareness program to address any areas for enhancement.

Sector-Specific Expertise of the Board

Islamic Finance Experience	✓	✓	✓	✓	✓	✓	✓
Credit & Investment Experience	✓	✓	✓	✓	✓		✓
Strategy & Leadership	✓	✓	✓	✓	✓	✓	✓
Information Technology	✓	✓	✓	✓	✓		✓
Risk Management	✓	✓		✓	✓	✓	✓
Human Resources	✓	✓			✓	✓	✓
Corporate Governance and Legal (Including Shari'a Governance)	✓	✓	✓	✓	✓	✓	
Marketing	✓	✓	✓		✓	✓	✓
Audit & Compliance	✓		✓	✓		✓	✓
ESG	✓	✓	✓	✓		✓	

Fitness, Skills and Qualification Review:

During 2025, the Board of Directors, in compliance with the Fitness and Propriety Regulation and Standards (No. 4/2024) approved a comprehensive Fitness and Propriety Policy to ensure the Board are fit and proper, and meet the standards of integrity, ethical behaviour, competence, independence and professionalism. The newly drafted Fitness and Propriety Policy is read with the Director Selection Policy and Procedures, among other key governance policies. This rigorous process evaluates candidates' qualifications, experience, integrity, and independence, ensuring they are well-equipped to fulfil their fiduciary duties.

Board Member and Tenure



2.2 Board Leadership & Governance

During 2025, the Board of Directors re-appointed H.E. Jawaan Awaidha Suhail Al Khaili, as the Chairman of ADIB's Board of Directors, with the responsibility of ensuring its effectiveness and leadership. The Chairman's responsibilities are set out under the Board Charter, with the following key responsibilities:

- Leadership of the Board, ensuring its effectiveness, setting its agenda and chairing its meetings
- Acting as the primary representative of the Board in interactions with senior management, shareholders, and regulators.
- Promoting informed decision-making and fostering an environment where critical discussions and dissenting views are encouraged.
- Ensuring sound governance practices in line with the Board Charter.

Further, each Board member's role is clearly delineated, as are their joined responsibilities, facilitating collective responsibility for effective decision-making.

2.3 Board Selection, Appointments and Re-appointments

ADIB acknowledges the importance of a well-structured and balanced Board of Directors to uphold strong governance practices, drive the success of the ADIB Group, and safeguard the interests of all stakeholders.

ADIB ensures that the appointment and re-appointment of the Board of Directors remains in accordance with ADIB's Articles of Association, Corporate Governance Regulations, Fitness and Propriety Policy and the Director Selection Policy and Procedures. The Board Nomination and Compensation Committee play a pivotal role to ensure the process of selection and appointment of the Director remains in accordance with the foregoing governance documents to ensure the Board remains appropriate to the size, complexity and risk profile of ADIB Group.

During the 2025 Annual General Assembly held on 10 March 2025, the entire Board of Directors were re-appointed for another three (3) consecutive years. This re-appointment reflects the confidence of the shareholders in the Board's leadership and ensures continuity in governance and strategic oversight to support ADIB Group's long-term objectives.

In the event of a vacancy in the Board, the Board Nomination and Compensation Committee is required to identify and propose a suitable replacement within 30 days, in line with the Articles of Association and Corporate Governance Regulations. The proposed appointee assumes the role on an interim basis and is formally elected at the forthcoming AGM to confirm their position.

The Board Nomination and Compensation Committee, in line with its mandate and in accordance with the Fitness and Propriety Policy, regularly reviews the composition of the Board to ensure it reflects the optimal mix of skills, expertise, and diversity needed to navigate the complexities of the financial sector, meet stakeholder expectations, and comply with regulatory requirements. This ensures that ADIB's Board remains equipped to provide effective leadership, governance, and strategic oversight.

Succession Planning

ADIB maintains a robust succession planning process, enabling the Board to act promptly in appointing representatives to the boards of Group entities whenever vacancies arose during 2025.

2.4 External Directorships

In line with ADIB's Directors Conflict of Interest Policy, the Board reviews any external directorships held by its members to ensure full compliance with applicable Corporate Governance Regulations and internal policies. This process includes verifying that such appointments adhere to the requirements outlined in the Directors Conflict of Interest Policy, do not create any actual or perceived conflicts, and do not compromise the Director's ability to dedicate sufficient time and attention to their fiduciary duties. The Board also considers the cumulative impact of multiple external roles to safeguard the integrity, independence, and effectiveness of its decision-making. Key provisions the Board considers:

- Director may hold memberships in the boards of up to five (5) Public Joint Stock Companies ("PJSC") in the UAE, to include PJSC's inside the banking Group.
- A Director may hold memberships in the Board of only one (1) bank in the UAE and up to four (4) banks outside the UAE.
- External appointments require prior Board approval and must not create any conflict of interest.
- Directors must annually confirm they have sufficient time available to manage the time commitments required from the role in the Group.
- The Board Secretariat monitors compliance, maintaining transparency and alignment with regulatory expectations.

2.5 Board Induction, Training & Awareness Program

Board Induction

The Board Nomination and Compensation Committee ensures that newly appointed Board Members undergo a comprehensive induction program to ensure their alignment with their fiduciary responsibilities.

This process is given the necessary resources, in regard to time, and monetary or non-monetary resources. This induction fully informs new members on their rights, duties, and responsibilities. The Group's corporate strategies, financial profile, risk management, compliance and governance activities are all included. Further, the Director Code of Conduct is addressed, along with that of the Group employees. Any regulatory compliance information is also incorporated.

Board Trainings & Awareness Program

In line with the Fitness and Propriety Policy, and as part of the annual assessment of Board skills and expertise, the Board has identified a set of subjects that require further refreshers/ awareness sessions. These development initiatives form part of the Board's continuous professional development obligations and ensure ongoing compliance with the Corporate Governance Regulations, the Fitness and Propriety Regulations and Standards, as well as international best practices.

Accordingly, the Board has identified and held the following training/awareness sessions during 2025:

1. **AI evolution - adoption, impact on banking industry;**
2. **Risk & ESG;**
3. **Corporate Governance;**
4. **Financial Crime Compliance; and**
5. **Shari'a Governance.**

2.6 Board Evaluation for Effectiveness

The Board conducts an internal evaluation annually and an external independent evaluation every five years, in line with Corporate Governance Regulations. Accordingly, pursuant to the Directors' Performance Evaluation Policy, the Board of Directors has completed the internal evaluation for the year 2025. This evaluation addressed critical areas, including the Board's contribution to the Bank's financial performance, its risk management and control framework, and its overall safety and soundness. It also assessed the Board's effectiveness in overseeing and monitoring management's performance and activities, ensuring transparency and accountability to shareholders, depositors, and all stakeholders, and fulfilling its responsibilities as outlined in the Corporate Governance Framework, the Board and Board Committee Charters, and other applicable requirements.

The Board of Directors has delegated the responsibility of the Board evaluation to the Board Nomination and Compensation Committee (NCC), with the assistance of the Board Secretary.

The evaluation focuses on critical areas, including but not limited to:

- **Board structure and composition.**
- **Board of Director performance.**
- **Strategic oversight and alignment with the Bank's objectives.**
- **Governance and internal controls.**
- **Risk management and compliance.**
- **The effectiveness of Board Committees in fulfilling their mandates.**

Summary of Results of the 2025 Internal Board Evaluation

The Board of Directors conducts annual evaluations to assess its performance and governance effectiveness in alignment with the Board Assessment Policy. The 2025 evaluation focused on assessing the strength and resilience of corporate governance practices across five key areas:

1. **Board Structure and Practices**
2. **Strategic Planning and Performance**
3. **Governance and Internal Controls**
4. **Risk Management**
5. **Board Committee Structures and Practices**

The evaluation highlighted key achievements, including a well-aligned governance framework, effective oversight structures, and a commitment to continuous improvement.

Highlights of the Evaluation

Board Structure and Practices

The evaluation reaffirmed that the Board is composed of individuals with diverse expertise and skills, ensuring effective governance. Processes for member selection, conflict of interest management, and ongoing training are robust and continuously refined. Independent evaluations are conducted every five years to benchmark against industry standards, reinforcing best practices.

Strategic Planning and Performance

The Board continues to demonstrate strong strategic oversight, with clear objectives and actionable plans. Strategic initiatives are regularly reviewed, and performance metrics are aligned with the Bank's long-term goals. The Board's approach emphasizes balancing risks and rewards to support sustainable growth.

Governance and Internal Controls

Governance and internal controls remain a cornerstone of the Bank's operations. The evaluation noted:

- A well-defined and periodically updated Corporate Governance Framework.
- Effective oversight of succession planning and adherence to the Code of Ethics.
- Streamlined decision-making processes supported by timely and well-prepared materials.

Risk Management

The Board's active engagement in risk oversight was underscored by:

- A comprehensive Risk Governance Framework aligned with the Bank's risk appetite.
- Enhanced reporting mechanisms that provide clear visibility of enterprise risks.
- Periodic reviews and discussions to ensure alignment with strategic objectives.

Commitment to Continuous Improvement

Opportunities for enhancement identified during the evaluation are being actively addressed through action plans and performance improvement initiatives. These efforts ensure that the Board remains adaptive to evolving challenges and well-positioned to support ADIB's strategic goals.



2.7 Governance Culture

Board Management of Corporate Culture

ADIB places strong emphasis on fostering a robust corporate culture that reflects its core values of transparency, accountability, and Shari'a compliance. Under the leadership of the Board, the Group CEO and Senior Management play a pivotal role in embedding this culture across the organization by modelling ethical behaviour and ensuring adherence to the Group Code of Conduct.

ADIB has established robust mechanisms, including a Whistleblowing policy and Conflict Management frameworks, to empower employees and stakeholders to confidentially report any violations of ethical standards without fear of retaliation. Disciplinary actions are enforced as necessary to uphold the Bank's values and maintain the highest standards of integrity.

Employee Code of Conduct

All employees at ADIB are required to adhere to a comprehensive Group Code of Conduct that sets clear expectations for ethical behaviour and integrity. The Code mandates employees, at the time of joining and annually throughout employment to (i) declare any conflicts of interest with the Bank, its customers, and suppliers; (ii) declare insider ownership and comply with the Group Market Abuse and Insider Dealing Policy; and (iii) declare any outside business interests amongst other matters that may constitute a conflict of interest. In all instances, ADIB employees are required to identify current, perceived, or potential conflict of interest, in accordance with ADIB's relevant policies.

Whistleblowing

ADIB Group entities are committed to providing a respectful and inclusive environment for its employees, where they are encouraged to raise concerns in behaviours and actions that have no place in ADIB. This commitment, embedded in the Group's values, ensures employees can report behaviours and actions in complete confidence, and confident that appropriate action will be taken. A variety of confidential channels are available for employees to report concerns, including:

- The Group's confidential whistleblowing platform
- A Dedicated email and hotline for whistleblowing inquiries

ADIB Group entities adhere to leading international practices by conducting all business activities with honesty, integrity, and compliance with applicable laws against corporate wrongdoing, corruption, fraud, and bribery. Employees across the Group are expected to uphold the highest ethical standards and report any suspected or actual misconduct in good faith.

To support this, the Board has implemented a robust Whistleblowing Policy, establishing clear protocols for addressing concerns. The Board Audit Committee is responsible for overseeing the policy's effectiveness and ensuring its consistent application throughout the organization.

Heads of Department are tasked with ensuring that their teams are well-informed about the Whistleblowing Policy and process. Any training needs arising from the policy's application are addressed through induction programs and mandatory annual e-learning refresher courses, ensuring an adequate level of awareness across all employees.

By maintaining strong governance practices and providing accessible, confidential reporting channels, ADIB demonstrates its unwavering commitment to integrity, transparency, and accountability across all levels of the organization.

2.8 Conflict of Interest

ADIB is committed to maintaining the highest standards of governance by effectively identifying, disclosing, and managing conflicts of interest. To this end, the Bank has implemented, in accordance with the Corporate Governance Regulations, a comprehensive Director's Conflict of Interest Policy, ensuring that any actual, potential, or perceived conflicts involving Directors are addressed in the best interests of the Group, its shareholders, and other stakeholders.

Directors are required to disclose all actual or potential conflicts of interest upon their appointment and on a quarterly basis thereafter. These disclosures, submitted through written declarations, are reviewed by the Board, which ensures that other commitments of the Directors do not conflict with their duties and maintained in a register held by the Board Secretariat Department. Where conflicts arise, the Board ensures appropriate policies and controls are in place to mitigate associated risks.

A governance process is established within ADIB to ensure that any transactions or arrangements in which a director or a related party has or may have a potential interest is presented to the Board for review and approval to ensure full alignment with the Corporate Governance Regulations. Any Director with a conflict in relation to such matters is required to declare the nature of the conflict at a Board meeting, and this is duly recorded in the meeting minutes. To preserve the integrity of the decision-making process, the conflicted Director does not participate, directly or indirectly, in discussions or voting on the relevant resolutions.

The Board Secretariat Department maintains a Register of Interests of all declarations made by the Board of Directors. This register is regularly reviewed to ensure alignment with the Corporate Governance Regulations, the Board of Directors Manual and ADIB's Corporate Governance Framework. Additionally, the policy ensures that Directors avoid any activities or engagements that could create conflicts and, when in doubt, promptly disclose such matters to the Board or the Board Secretary for resolution.

2.9 Related Party Transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions, or one other party controls both, as further detailed under the Corporate Governance Regulations.

Significant related party transactions during the year ended 31 December 2025 and the compensation of key Senior Management are included in the consolidated income statement of the Financial Statements. During the 2025 business cycle, the Board approved significant transactions with related parties including the Group Entities', entities with connections to directors and senior executive management on the recommendation of the Credit and Investment Committee, in line with established policy and procedures. Further details of the related party transactions are included in the consolidated financial report.

2.10 Access and Reporting to the Board Committees

In accordance with the Corporate Governance Regulations, the Group Head of Audit and Head of Internal Shari'a Audit shall report directly to the Board Audit Committee. The Acting Group Head of Compliance reports to the GCEO and has direct access to the Board Audit Committee. The Group Chief Risk Officer (GCRO) primarily reports to the Board Risk Committee and a secondary executive reporting line to the GCEO.

The roles of the Chairman and the GCEO are distinct and separate, with a clear division of responsibilities. The Chairman leads the Board and ensures the effective engagement and contribution of all directors. The GCEO has responsibility for all ADIB Group businesses, including their strategy, policy and operational management, and he acts in accordance with the authority delegated by the Board.



2.11 Director's Interests & Shareholdings

As of the year ended 31 December 2025, the Board of Directors dealings in the Bank's shares, are as follows:

S.No	Type of Directorship	Name	Number of shares as of 31 December 2024	Number of Shares as of 31 December 2025	Change in Shareholding
01	Chairman	HE Jawaan Awaidha Suhail Al Khaili	64,158,605	64,158,605	0
02	Vice Chairman	Dr. Faisal Al Shuaibi	0	0	0
03	Board Member	Khalifa Al Mheiri	257,381	257,381	0
04	Board Member	Najib Fayyad	0	0	0
05	Board Member	Abdulla Al Ahbabi	0	0	0
06	Board Member	Abdul Wahab Al-Halabi	0	0	0
07	Board Member	Maha Al Qattan	0	0	0

The Board of Directors remained aware of and complied with the requirements, throughout the year, of their duties and obligations set out under the Director Share Dealing Policy.

2.12 Board Remuneration

The total Board remuneration paid in 2025, for the year ended 31 December 2024 is a total of AED 16,100,000 which represents the total Board remuneration, inclusive of Board sitting fees amounting to AED 3,000 for each Board committee meeting attended.

The total proposed Board Remuneration, inclusive of Board sitting fees for the year ending 31 December 2025 shall be AED 18,900,000 to be presented at the forthcoming AGM to be held in 4 March 2026.

2.13 Board related Governance Documents:

During the year, the Board of Directors have reviewed, updated and approved the renewal of its following key Board governance documents ("Board Policies"):

01 Board Performance Evaluation Policy

02 Directors Conflict of Interest Policy

03 Directors Selection Policy and Procedures

04 Board Self-Assessment Policy

05 Director Share Dealing Policy

06 Directors Code of Conduct

07 Directors Access to Independent Professional Advice

Accordingly, the Board Policies have been renewed for three (3) years.

3. GROUP BOARD COMMITTEES & SUBCOMMITTEES

3.1 Board Responsibilities

The Board holds the ultimate responsibility for the Group, which includes authorizing and supervising the execution of the Group's strategic goals, adhering to all applicable laws and regulations, and maintaining corporate culture and governance. The Board leads the formulation and execution of the Group's vision and mission and oversees the general direction, management, oversight, and control of its corporate operations. The Board is also in charge of supervising Senior Management, ensuring they execute the strategic objectives effectively and efficiently. The Board also oversees the Group's operations and financial stability and ensures that the interests of regulators, consumers, employees, shareholders, and other stakeholder groups are served. The Board carries out these duties by preserving the accuracy of the Group's financial and accounting records, establishing sufficient internal controls and monitoring the performance of the Group's business.

More specifically:

- The Board's role is to encourage the entrepreneurial leadership of the Group within a framework of prudent and effective controls which enable risk to be assessed and managed. The consistent practice of high ethical standards will enhance the credibility and trustworthiness of the Group.

- The Board of Directors will provide effective governance over the Group's affairs for the benefit of its Shareholders, and to balance the interests of its diverse constituents, including its customers, employees, suppliers, regulators, local communities, and others. In all actions taken by the Board, the Directors are expected to exercise their business judgment in what they reasonably believe to be in the best interests of the Group and to comply with relevant laws, regulations, rules, and best banking practices. In discharging that obligation, Directors may rely on the honesty and integrity of the Group's senior executives and its outside advisors and auditors.

- The Board is responsible for strategic direction, management supervision and adequate controls with the ultimate objective of promoting the success and long-term value of the Group. The Board must ensure that management balances the promotion of long-term growth with the delivery of short-term objectives. The Board will review the Group's long-term strategic plans and the principal issues that it expects the Group may face in the future during at least one Board meeting each year.

- The Board should be clear about the Group's purpose and set its values and ethical standards and ensure that management behaves with integrity and that the Group's obligations to its Shareholders and other stakeholders such as customers, employees, suppliers, regulators, local communities and others are understood and met. The Board of Directors will approve and oversee the Group's strategic objectives and corporate values that are communicated throughout the Group.

- The Board will determine the corporate governance guidelines for the way in which it wants the Group to be managed and controlled and will review and approve the corporate governance framework of the Group. In addition, the Board will establish a mechanism for monitoring Shari'a Compliance within the Group.

- The Board will ensure that there are policies and procedures to identify, avoid or manage and appropriately disclose potential conflicts of interest. Such policies will include lending to Directors and Staff of the Group, and transactions and other contractual relations between related companies or other counterparties such as Shareholders or Directors. Ultimately, the Board will seek to ensure that activities that might give rise to conflicts of interest are carried out with a sufficient degree of independence from each other. Conflicts between the personal interests of Directors and those of the Group or its customers will also be identified, managed and disclosed.

- The Board of Directors must ensure that the Group has robust corporate governance polices and processes commensurate with its risk profile and systemic importance. The Board must also establish, review and monitor the effectiveness of the Group's processes for corporate governance in accordance with the applicable regulations and best international practices, with due regard to the Group's Stakeholders and its role in the community.

- The Board must ensure to maintain a clear governance framework appropriate to the Group's operational structure and the risk that it poses. The Board must also approve policies for the delegation of authority and the actual delegations to executives, particularly in respect of the financial and administrative affairs of the Group.

- The Board must determine the nature and extent of the significant risks it is willing to undertake to achieve the strategic objectives of the Group. The Board would develop and monitor the Group's risk appetite statement, risk policies, risk limits, and ensure adherence to them.

- The Board of Directors must ensure that the Group is in full compliance with Shari'a rules and must establish a sound and effective Shari'a governance framework with the key mechanisms and functionalities to ensure effective and independent Shari'a oversight as per the requirements set out by the Central Bank and / or the Higher Shari'a Authority. The expected Shari'a governance framework is expected to incorporate three lines of defences approach comprising the business line, the support and control functions and internal Shari'a audit function.

- The Board must ensure that adequate resources are dedicated and provided to meet the objectives of Shari'a compliance and Shari'a governance.

- The Board in coordination with the Internal Shari'a Supervisory Committee, ensure the development, approval and implementation of internal policies related to the Group compliance with Islamic Shari'a. Further, the Board shall also develop a performance assessment plan on the Internal Shari'a Supervisory Committee.

- The Board must maintain effective communication with the Internal Shari'a Supervisory Committee and ensure that meetings with the committee are held at least one meeting per financial year.

- The Board must refer to the Internal Shari'a Supervisory Committee for all Shari'a matters related to the Group activities, operations and code of conduct.

- The Board must ensure that the annual Shari'a report issued by the Internal Shari'a Supervisory Committee is submitted to the Higher Shari'a Authority for review and approval before sharing it with the shareholders at the general assembly.

- The Board is responsible to nominate the members of the Internal Shari'a Supervisory Committee and obtain the Higher Shari'a Authority's approval on such members prior to presenting the nomination to the general assembly.

- If a position of the Internal Shari'a Supervisory Committee member becomes vacant, the Board shall nominate / appoint a substitute member either in case such appointment will be approved by the general assembly or not.

- The Board shall be responsible to appoint the Shari'a Controller (head of Internal Shari'a Audit Division) as required under the Shari'a Governance Standards as well as the head of Internal Shari'a Control Division.

- The Board is responsible to set out a process to follow up of previous action points and reporting of any breach or failure to comply. Following up on action points would help prevent any delay and manage the affairs on time.

- Conduct Risk Oversight: The Board is overall responsible to define, set out strategies, manage and play an active role to ensure that the relevant committees in general and the Board Risk Committee in particular have developed systems and procedures in place to identify and manage the conduct of the business across the Group. As part of its conduct risk supervision strategy, the Board will oversee the Risk Committee to make sure that the following strategic goals are achieved:

A. To take proactive steps to identify the conduct risks inherent within the business;

B. To encourage the individuals who work in front, middle, back office, control and support functions to feel and be responsible for managing the conduct of the business;

C. To provide the necessary support (broadly defined) to enable the staff to improve the conduct of the business or functions; and

D. To assess whether there are any other activities that should be undertaken and that could undermine strategies put in place to improve conduct.

In addition, the Board shall ensure in relation to the conduct risk oversight that:

i. To hold the senior management accountable for conduct risk failings and accordingly, to encourage the establishment of strong conduct risk framework as an important tool in protecting senior management from any relevant liability;

ii. The Board Risk Committee to define the conduct risks that the Group is exposed to, such as, insider dealing, conflicts of interest, product design or miss-selling, etc.;

iii. The Board Risk Committee shall have controls in place to monitor and mitigate the conduct risk on an on-going basis;

iv. The Board Risk Committee shall ensure that a gap analysis should be conducted to assess any additional controls that need to be put in place;

v. The Board Risk Committee shall carry out any changes that need to be made within the Group from a cultural/values perspective and ensure that it is tracked;

vi. A clear relationship between conduct risk and business strategy should be established;

vii. The Group should be able to demonstrate/evidence how conduct risk matters are driving business strategy and decision making; and

viii. Clear lines of responsibility and accountability for conduct risk should be established including reporting line to relevant senior manager if not him/herself is a senior manager.

3.2 Board Meetings:

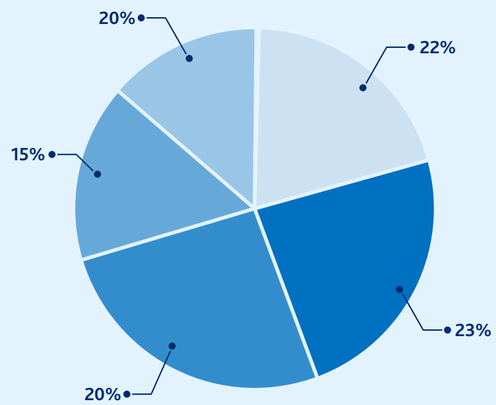
Statement of the Chairman of the Board:

"H.E. Jawaan Awaidha Suhail Al Khaili, Chairman of the Board of Directors, acknowledges his responsibility to discharge the responsibilities of the Board of Directors under its Charter and ensure its effectiveness."

During 2025, the Board remained focused on guiding ADIB's strategic direction, and its committees regularly discussed topics that are fundamental to the direction of ADIB, including business performance, long-term planning, strategy, ESG, digital transformation, risk appetite and management, succession planning, and human resources.

In 2025, the Board and its committees dedicated their efforts to a robust calendar of activities reviewed over 77 meetings to address the activities across risk governance, business and credit management, strategy, compensation, succession planning, internal control framework of the Group and any other matters mandated under the Board or respective Board committee charters. The Board and its committees worked continuously to provide direction to Senior Management and set the tone for balanced approach to performance in line with the strategic objectives. The Board and its committees also invested significant efforts to enhance their effectiveness. This was achieved by way of obtaining the guidance of the CBUAE, subject matter experts and the Group's external auditors. The Board also demonstrated a willingness and capability to be kept fully informed in areas essential to making a significant contribution to overall board governance by attending awareness sessions.

Date of Board Meeting	Number of Director Attendees	Number of Board Resolutions Passed	Number of Circular Resolutions Passed
January 28,2025	7	08	14
March 12, 2025	7		
April 23, 2025	7		
July 03,2025	7		
July 23,2025	7		
August 25,2025	7		
October 22, 2025	7		
November 18,2025	7		



TIME ALLOCATION FOR 2025 BOARD MEETING

- Credit Facilities
- Business, Operational and Strategic updates.
- Update of BAC and Compliance with regulatory requirements
- Shari'a Governance Oversight
- Reviewing the financial performance of the Bank, annual budget plan for the year

3.3 Board Committees Details & Meetings

The Board has established seven specialized committees including a sub-committee to assist in carrying out its duties and ensuring effective decision-making processes. These Board Committees play a critical role in supporting the Board by distributing its workload and enabling focused oversight of the Group's operations. Through their specialized nature, the committees are able to investigate and analyse complex matters, including technological and operational issues, and recommend actions or changes for final Board approval.

Each committee is chaired by a non-executive director with relevant areas of expertise, in line with best practices and the Corporate Governance Regulations. The committees operate under clearly defined committee charters which set out their scope, responsibilities, and objectives. The committees are required to meet as frequently as necessary to fulfil their mandates, ensuring adequate time for discussions, presentations, deliberations, and decision-making.

By leveraging the expertise and active participation of committee members, ADIB's Board Committees contribute significantly to the effective governance and oversight of the Group's operations, ensuring alignment with the strategic goals and regulatory requirements.

3.3.1 Board Strategy Committee (BSC)

Endorsement from Chairman of Strategy Committee:

> **Dr. Faisal Al Shuaibi, Chairman of the Board Strategy Committee, acknowledges his responsibility to discharge the responsibilities of the Strategy Committee under its charter and ensure its effectiveness.**

The Strategy Committee guides ADIB's Executive Management in the execution of the Group's strategic objectives and business strategy within the limits of the Board Risk Appetite. The Committee also serves as a conduit between the Board and Senior Management on business issues.

The Committee has following major responsibilities:

- Guide the Group's Executive Management to develop the Group's strategic objectives and business strategy.
- Conduct periodic review on achievement of strategic objectives and business plans.
- Advise corrective actions wherever required.
- Act as a conduit between the Board and Senior Management on business issues.
- Review, consider, discuss, and challenge the recommendations submitted by the executive management regarding business strategy, budgets and annual plans.
- Work with management to make recommendations to the Board on the business strategy and long-term strategic objectives of ADIB, including all subsidiaries and affiliates.
- Review the performance of each business group on a quarterly basis and make recommendations should action be required; and
- Review proposals from management for the establishment or disposal of branches, subsidiaries and new joint ventures, referring them to the Board Risk and the Board Investment and Credit Committee for approval.

Members of the Strategy Committee:



Faisal Al Shuaibi
Chairman



Najib Fayyad
Vice Chairman



Abdul Wahab Al Halabi
Member

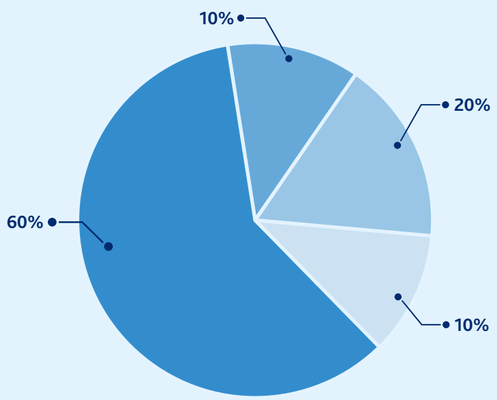


Khalifa Al Mheiri
Member



Maha Al Qattan
Member

The BSC held 4 meetings, during the course of 2025, discussing critical points such as assessment results, governance updates, the strategic direction of upcoming projects, and the strategy plans for subsidiaries and affiliates. A significant focus was placed on prioritizing the digital transformation of the bank, ensuring that technological advancements and digital initiatives were at the forefront of their strategic planning to enhance operational efficiency and customer experience.



TIME ALLOCATION FOR 2025 STRATEGY COMMITTEE MEETINGS

- Assessment Results
- Governance Updates
- Strategy Plan of Subsidiaries & Affiliates
- Strategic Initiatives and Business Performance Updates (Including Projects)

Date of Committee Meetings	Number of Member Attendees
February 20, 2025	5
April 15, 2025	4
June 26 ,2025	5
September 23, 2025	5

3.3.2 Board Audit Committee (BAC)

Endorsement from Chairman of Audit Committee:

> **Mr. Abdul Wahab A Halabi, Chairman of the Board Audit Committee, acknowledges his responsibility to discharge the responsibilities of the Audit Committee under its charter and ensure its effectiveness.**

The Board Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to financial reporting and the adequacy of the Internal Controls Framework, which is assessed by External Auditors, Group Internal Audit, Group Compliance, and Internal Shari'a Audit Departments. Its major responsibilities are:

- Adequacy of the consolidated financial statements.
- Compliance with applicable laws and regulations by the Group.
- Effective Risk management covering emerging risks in coordination with Board Risk Committee.
- Competence and independence of the external auditors.
- Performance by Audit and Risk Review (Internal Audit) of its duties and maintenance of its independence.
- Performance review of Compliance function and assuring its independence.
- Adequacy and effectiveness of the internal control system.

Members of the Audit Committee:



Abdul Wahab Al Halabi
Chairman

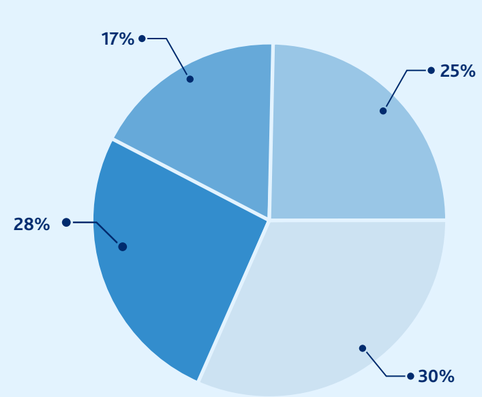


Abdulla Al Ahbabi
Member



Najib Fayyad
Member

The Board Audit Committee held 4 meetings, during the course of 2025, to address several critical areas such as the quality and integrity of the Bank's financial statements, financial reporting, and disclosures, ensuring the effectiveness of the internal control framework. During these meetings, they reviewed and discussed audit committee reports, which included detailed evaluations of the institution's internal controls and risk management processes. Compliance updates were also a key focus, ensuring adherence to regulatory requirements and internal policies. The Committee examined financial results, analysing the bank's financial statements, performance metrics, and overall financial health. Additionally, they reviewed updates from the whistleblowing committee, which involved assessing reports of potential misconduct or unethical behaviour, ensuring that appropriate investigative and corrective actions were taken.



TIME ALLOCATION FOR 2025 AUDIT COMMITTEE MEETINGS

- Review of policies and Governance related matters
- Financial Results
- Compliance update (including regulatory updates)
- Review of internal controls and Shari'a Governance related matters

Date of Committee Meetings	Number of Member Attendees
January 28, 2025	3
April 23, 2025	3
July 23, 2025	3
October 22, 2025	3

Relation between Board Audit Committee and External Auditors

Recommendation of Appointment/Re-appointment and Oversight of the External Auditor by the BAC

ADIB has a structured policy governing the selection, engagement, and oversight of its external auditors, with robust assessment and rotation procedures managed by the BAC. The appointment of the external auditor is subject to shareholders approval at the Annual General Assembly meeting (AGM), with KPMG appointed as ADIB's external auditor for 2025. In accordance with regulatory requirements, the AGM appoints the external auditor for a one-year term, with a maximum tenure of six consecutive years and must rotate the external audit firm's partner in charge every three years.

The Board Audit Committee conducts an annual review of the external auditor's quality, performance, and independence, providing recommendations to the Board regarding reappointment or change. This assessment considers factors such as service quality, institutional knowledge and experience, resource adequacy, communication effectiveness, independence, objectivity, and professional scepticism.

For the financial year ended 31 December 2025, the Board Audit Committee reviewed and discussed ADIB's audited financial statements with the management and the external auditor, including management's assessments and the auditor's evaluation of ADIB's internal control over financial reporting. The Board Audit Committee confirmed the external auditor's independence, having received all required disclosures and correspondence in line with the International Ethics Standards Board for Accountants (IESBA) Code and other applicable ethical standards. By adhering to these stringent policies and procedures, ADIB ensures that its external audit process remains transparent, accountable, and aligned with the highest standards of corporate governance.

External Audit Reservations

No reservations were raised by the external auditor in respect to the annual Audit for the year ending on 31 December 2025.

Management of Non-Audit Services

Permitted non-audit services are those allowable under the International Ethics Standards Board for Accountants (IESBA) Code of Ethics for Professional Accountants and may be performed by ADIB's Statutory Auditor. For such services, the scope and fees are proposed and approved by the BAC. It is ensured that the nature of these services does not create a conflict of interest or compromise the auditor's objectivity and independence.

External Auditor fees

Annual Audit and Quarterly Review Fees

Charges incurred for the professional services rendered by external auditors in auditing and reviewing the financial statements of ADIB, ensuring compliance with regulatory requirements and accounting standards.

Other fees

Fees for services provided by the external auditors that do not fall under "Annual Audit and Quarterly Review Fees" and required to be performed by auditors according to applicable regulatory requirements.

Fees (AED)	2025
Annual audit and quarterly review fees	AED 3,510,000
All other fees	AED 840,000
Total fees	AED 4,350,000

3.3.3 Board Risk Committee (BRC)

Endorsement from Chairman of Risk Committee:

> **Mr. Khalifa Al Mheiri, Chairman of the Risk Committee, acknowledges his responsibility to discharge the responsibilities of the Risk Committee under its charter and ensure its effectiveness.**

The Board Risk Committee assists the Board in fulfilling its oversight responsibilities including:

- Review of the risk profile of the Group at the enterprise level and recommendations on appropriate calibration of this profile, in line with the applicable regulatory standards, rating consideration and business strategy.
- Review of the risk management frameworks for the Group and recommend the same to the Board, in alignment with the requirements of the Basel Committee on Banking Supervision, and in compliance with all local regulatory requirements.
- Review the Risk Strategy covering Risk appetite, Risk management framework encapsulating risk infrastructure, framework for risk policies and procedures, adequacy of risk staffing and implementation plan. In addition, any major changes in the risk rating approaches followed by the Group will also be reviewed and recommended to the Board.
- Review of portfolio limits relating to the key risk exposures undertaken by the Bank.
- Monitor the alignment of ADIB's risk profile with its approved risk strategy and risk appetite.
- Receive regular reports from the Group Chief Risk Officer (GCRO) on the Group's major risk exposures, monitor significant financial and other risk exposures; and review the steps taken by the management to control such risks within the approved risk appetite of the Group.
- Review annual Internal Capital Adequacy Assessment Process (ICAAP) plan and recommend its approval to the Board.
- Review and recommend key risk policies including credit risk, market risk, trading risk, liquidity risk, and operational risk.
- Review reports from regulatory agencies or internal audit relating to risk issues and monitor management's responses.

Members of the Risk Committee:



Khalifa Al Mheiri
Chairman



Najib Fayyad
Member

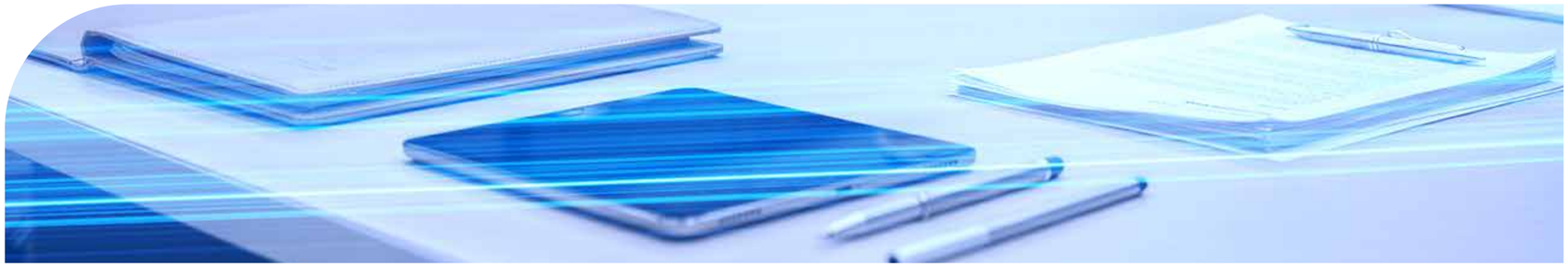


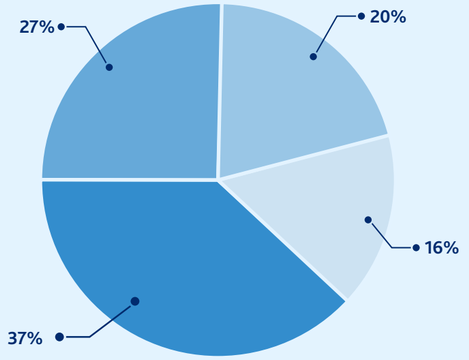
Abdul Wahab Al Halabi
Member



Faisal Al Shuaibi
Member

The Board Risk Committee held 7 meetings, during the course of 2025, to ensure that the Bank's enterprise risk management framework, related policies, systems and practices are fully aligned with regulatory expectations and the Board approved strategy and risk appetite. The Committee conducted performance evaluations to assess their effectiveness and identify areas for improvement. They examined group risk standard reports and the risk appetite statement, which define the level of risk the bank is willing to accept in pursuit of its objectives. Updates from international branches were discussed to ensure consistent risk management practices across all locations. Regulatory updates were reviewed to ensure compliance with evolving legal and regulatory requirements. The Committee also evaluated risk-related policies to ensure they are up-to-date and effective. Additionally, stress testing reports were analysed to assess the bank's resilience under various adverse scenarios, ensuring preparedness for potential risks.





TIME ALLOCATION FOR 2025 RISK COMMITTEE MEETINGS

- Risk review
- Risk Framework - policy review and approval
- International Branches updates
- Regulatory updates & Stress Test Reports

Date of Committee Meetings	Number of Member Attendees
February 26, 2025	4
May 01, 2025	4
June 23, 2025	4
September 04, 2025	4
September 25, 2025	4
November 04,2025	4
December 09,2025	3



3.3.3.1 Profit Equalisation Sub-Committee

The Profit Equalisation Committee is a sub-committee to the Board Risk Committee constituted in accordance with the Standard regarding Profit Equalisation for Islamic Banks set by the CBUAE. The primary role of the Committee is to manage and oversee the Profit Equalisation Reserve (PER) and Investment Risk Reserve (IRR). The PER is a reserve set aside from the profits before they are distributed to investment account holders and the bank, ensuring consistent and competitive returns even during periods when the investment pool's profits are below market expectations. The IRR is a reserve created from the income of investment account holders, after allocating the mudarib's share, to cushion the effects of future investment losses. These reserves are instrumental in stabilizing returns for investment account holders and mitigating potential future investment losses, thereby significantly enhancing the bank's financial stability and resilience.

The Committee is responsible for:

- Setting aside amounts from the profits before allocation between the Investment Account Holders (IAH) and the bank. This reserve is used to smooth out the returns for IAHs during periods when the investment pool's profits are below market expectations monitoring the utilization of reserves like the PER and Investment Risk Reserve (IRR).
- Developing and implementing methodologies to identify, monitor, measure, and report the impact of Displaced Commercial Risk (DCR). This involves ensuring that the bank can voluntarily pay a return that exceeds the rate earned on the assets financed by IAH's funds when necessary.
- Ensuring that the management of the Profit Equalisation Reserve (PER) and Investment Risk Reserve (IRR) complies with regulatory requirements and guidelines set by the CBUAE and the Higher Shari'a Authority (HSA). This includes developing and updating policies and procedures related to profit Equalisation.
- Deciding on the allocation and utilization of the PER and IRR to balance the interests of the bank, shareholders, and IAHs. This involves making strategic decisions to optimize returns and manage risks.
- Transparent reporting and communication regarding the PER and IRR to stakeholders. This ensures clarity on how the reserve is managed and utilized.

3.3.4 Board Credit & Investment Committee (BCIC)

Endorsement from Chairman of Credit & Investment Committee:

> **"H.E. Jawaan Awaidha Suhail Al Khaili, Chairman of the Credit & Investment Committee, acknowledges his responsibility to discharge the responsibilities of the Credit & Investment under its charter and ensure its effectiveness."**

The Board Credit & Investment Committee considers and approves ADIB's risk exposures, high value transactions and major items of capital expenditure. In addition, this Committee is also responsible for monitoring credit portfolio quality and provisions. The Committee has the following major responsibilities:

- Review and approve credit exposures.
- Review the credit portfolio on a periodic basis to assess alignment with the approved credit strategy and risk appetite of the Group.
- Review actions undertaken by management regarding remedial activities.
- Monitor general and specific provisions.
- Approve significant and high value transactions regarding acquisitions and divestures, new business initiatives and proprietary investments, international business and merger and acquisitions.
- Approve high value transactions in respect of capital expenditure, IT projects and procurement of equipment and materials for the Bank's operations.
- Review and make recommendations to the Board on any material non-credit related party transactions.

Members of the Credit & Investment Committee:



Jawaan Al Khaili
Chairman



Khalifa Al Mheiri
Vice Chairman



Abdulla Al Ahbabi
Member

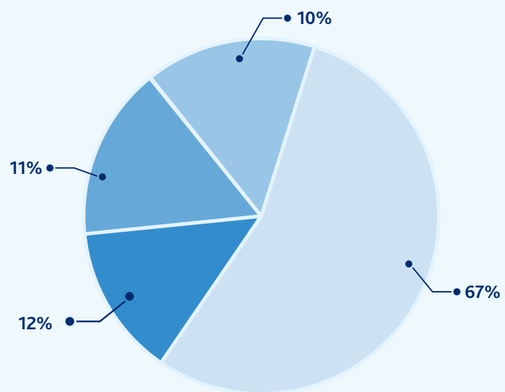


Abdul Wahab Al Halabi
Member



Najib Fayyad
Member

The Board Credit & Investment Committee, held 40 meetings, during the course of 2025, to discuss several key areas, including the approval of credit and investment-related matters, ensuring that all proposals met the institution's risk and return criteria. They conducted comprehensive portfolio reviews to assess the performance and risk profile of the bank's credit and investment portfolios, adjusting as necessary to optimize returns and manage risks. Quarterly updates were also a significant part of their discussions, providing regular insights into market conditions, economic trends, and the performance of existing investments. Through the Committee, the Bank was able to meet key objectives while reinforcing the tolerances set in the Board-approved risk appetite in line with CBUAE credit risk management requirements for retail and corporate lending. The Board Credit & Investment Committee also approved significant strategic investments required for ADIB to remain agile and maintain its competitive advantage within a competitive market.



TIME ALLOCATION FOR 2025 BCIC COMMITTEE MEETINGS

- Approval (Credit & investment related matters)
- Credit Limit review & Approvals (including investment related matters)
- Quarterly Updates (Including regulatory updates) & Portfolio Reviews.
- Settlement & Write-offs

Date of Committee Meetings	Number of Member Attendees
January 09, 2025	4
January 16, 2025	4
January 23, 2025	4
January 30, 2025	4
February 06 , 2025	4
February 13 , 2025	4
February 20,2025	4
February 27, 2025	4
March 06, 2025	4
March13, 2025	4
March 20,2025	4
March 27,2025	4
April 10,2025	3
May 01, 2025	3
May 08 2025	4
May 15, 2025	3
May 22, 2025	4
May 29 ,2025	4
June 12 ,2025	3

Date of Committee Meetings	Number of Member Attendees
June19 ,2025	4
June 26 ,2025	4
July 03,2025	4
July 10, 2025	4
July 23,2025	4
August 07 2025	4
August 14, 2025	4
August 21,2025	4
September04 , 2025	4
September 11 2025	4
September 18, 2025	4
September 30,2025	4
October 09 , 2025	4
October16, 2025	4
November 13, 2025	4
November 20,2025	4
November 27,2025	4
December 11,2025	4
December 25,2025	4

3.3.5 Board Nomination & Compensation Committee (NCC)

Endorsement from Chairman of Nomination & Compensation Committee:

> **H.E. Jawaan Awaidha Suhail Al Khaili, Chairman of the Nomination & Compensation Committee, acknowledges his responsibility to discharge the responsibilities of the Nomination & Compensation Committee under its charter and ensure its effectiveness.**

The Board Nomination and Compensation Committee assists the Board in fulfilling its oversight responsibilities in respect of the following for the Group:

- Review the selection criteria and number of executive and employee positions required by ADIB; approve the overall manpower of ADIB based on reports submitted by the GCEO, taking into consideration the advice of an independent and recognized consulting firm.
- Review on an annual basis the policy for the remuneration, benefits, incentives and salaries of all ADIB employees, including Bank and non-Bank subsidiaries and affiliates, as submitted by the GCEO, taking into consideration the advice of an independent and recognized consulting firm.
- Identify and nominate, for approval of the Board, candidates for appointment to the Board
- Recommend the succession plans for Directors.
- Input on renewal of the terms of office of non-executive Directors.
- Assist with membership of Board committees, in consultation with the Board's Chairman and the Chairmen of such committees.
- Guide on matters relating to the continuation in office of any Director at any time.
- Recommend the appointments and re-appointments to the Boards of major subsidiaries and controlled affiliated companies.
- Ensure the independence of the independent directors and any qualified subject matter expert appointed to a Board committee; and
- Regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board and make recommendations to the Board regarding any changes.



Members of the Nomination & Compensation Committee:



Jawaan Al Khaili
Chairman



Faisal Al Shuaibi
Member



Khalifa Al Mheiri
Member

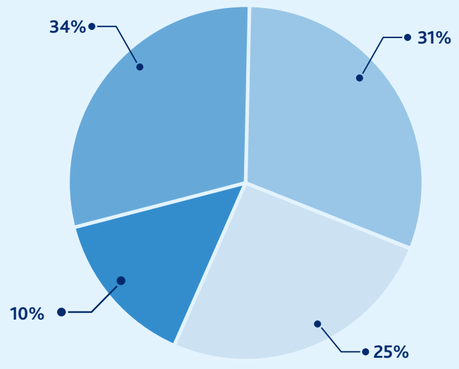


Najib Fayyad
Member



Maha Al Qattan
Member

The Board Nomination and Compensation Committee held 10 meetings, during the course of 2025, to address several pivotal areas. They discussed governance and board-related matters, ensuring that the board's composition and operations adhered to best practices and regulatory standards. Compensation discussions included comprehensive reviews of bonus structures and salary adjustments, aiming to maintain competitive and equitable remuneration for employees. Human resources topics covered employee survey results and satisfaction levels. The Committee also emphasized learning and development initiatives, focusing on continuous professional growth and skill enhancement for employees. Policy reviews were conducted to ensure that all HR and compensation policies remained current and effective.



TIME ALLOCATION FOR 2025 NCC COMMITTEE MEETINGS

- Compensation (including Bonus & Salary review)
- Learning & Development
- Human Resources
- Governance & Board related matters (including policy reviews)

Date of Committee Meetings	Number of Member Attendees
January 27 , 2025	5
February 03, 2025	5
February 27, 2025	5
May 6, 2025	5
May 13, 2025	4

Date of Committee Meetings	Number of Member Attendees
June 16, 2025	3
August 25, 2025	5
September 15, 2025	5
October 07,2025	5
December 09,2025	4

3.3.6 Environmental, Social, & Governance Committee (ESG)

Endorsement from Chairman of ESG Committee:

> **Ms. Maha Mohammed Al Qattan - Chairman of the ESG Committee, acknowledges her responsibility to discharge the responsibilities of the ESG Committee under its charter and ensure its effectiveness.**

The key objectives of the Committee are:

ESG / Sustainability goals, targets, policies, strategies, initiatives, programmes, and related plans (e.g.: short-term and long-term) proposed by the ESG department; taking into consideration the following:

- ADIB's ESG / Sustainability targets and annual budget requirements.
- Alignment with ADIB's corporate strategy.
- Actions related to ESG / Sustainability-related risks, opportunities, and material issues.
- Recommendations proposed by the ESG Department to enhance ADIB's ESG / Sustainability-related progress.
- Approve the Group ESG Policy and any related Group sustainability policies.

Members of the ESG Committee:



Maha Al Qattan
Chairman

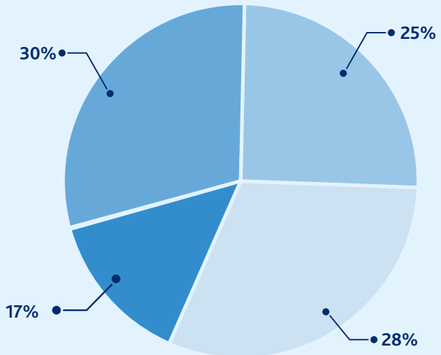


Abdulla Al Ahbabi
Member



Abdul Wahab Al Halabi
Member

The ESG Committee held 2 meetings, during the course of 2025, to discuss Environmental, Social, and Governance (ESG) and sustainable finance strategy , ensuring that these initiatives align with the bank's strategic objectives and sustainability goals. The committee reviewed ESG ratings, and Group ESG updates were provided to ensure consistency and progress across all branches and subsidiaries. Additionally, the committee reviewed and updated ESG policies to ensure they remain relevant and effective.



TIME ALLOCATION FOR 2025 ESG COMMITTEE MEETINGS

- ESG Rating & Gap Assessments (including regulatory requirements)
- ESG policies
- Group ESG Update
- ESG Sustainable Finance Strategy

Date of Committee Meetings	Number of Member Attendees
January 15, 2025	3
October 21, 2025	3

3.4 Management Committees

To support the execution of ADIB's objectives and ensure the effective planning, oversight, and monitoring of the Group's operations, a number of Management Committees are in place. These management committees play a critical role in driving decision-making across key areas of the business, including asset management, risk, credit and investment, procurement, and information security.

Each Management Committee operates under clearly defined charters, which outlines its authority, responsibilities, meeting frequency, and operational practices. The charters provide a structured framework that ensures each committee can effectively address specific operational and strategic issues. This structured approach facilitates clear communication, accountability, and alignment with the Group's overall goals.

The Group's Management Committees are pivotal in driving decision-making across multiple business areas, including the management of assets, risk, credit and investment, procurement and information security. Below is the list of the Management Committees at ADIB:

- Management Executive Committee
- Management Risk Committee
- Management Procurement & Outsourcing Committee
- Management Digital Steering Committee
- Compliance Management Committee
- Management Credit Committee
- Management Projects Investment Committee
- Asset & Liability Committee
- GSAM Management Credit Committee
- ADIB UAE & ADIB Egypt SteerCo

ADIB faces a broad range of risks, which are outlined in the Group Risk Appetite Statement (RAS). The RAS, approved by the Board, is a critical component of the Risk Management Framework, defining thresholds and boundaries to ensure the Group operates within its risk tolerance levels. This statement provides a foundation for decision-making and helps safeguard the Group's financial and operational integrity.

The Board is further supported by a robust internal control framework, which provides assurance on both financial and non-financial operations, complemented by internal and external audit functions. In 2025, the Board Risk Committee monitored the consistent application of risk standards to ensure compliance with the CBUAE requirements across the ADIB Group.

Throughout the year 2025, the Board Risk Committee received periodic reports on stress testing conducted by the Management Risk Committee (MRC). These reports demonstrated ADIB's resilience in various scenarios, confirming alignment with the Group's risk appetite. Additionally, the Board Risk Committee monitored the effectiveness of risk management systems and the overarching Risk Management Framework to ensure sustainability and scalability as part of ADIB's approved five-year strategy.

The GCRO oversees the implementation of ADIB's Risk Management Framework and reports directly to the Board Risk Committee. The GCRO is also a member of the MRC and is responsible for the comprehensive management of all risks, including credit, market, and operational risks. This structure ensures effective governance and alignment with ADIB's strategic goals.



4. Board Oversight of Internal Controls

4.1 Board Oversight of Risk Management

ADIB has implemented a comprehensive Risk Management Framework that establishes clear principles, policies, organizational structures, and approval authorities to ensure effective risk identification, measurement, monitoring, and control across the Group. The Board Risk Committee (BRC) delegated by the Board is responsible for overseeing principal risks and guiding risk tolerance in strategic initiatives, ensuring the Group operates within approved risk appetite and regulatory requirements.

The Group Risk Appetite Statement (RAS), approved by the Board, defines the thresholds for risk-taking and underpins decision-making to protect ADIB's financial and operational integrity. The internal control framework, supported by both internal and external audit functions, provides assurance over all operations.

The Board Risk Committee (BRC) plays a critical role in the bank's governance structure by thoroughly reviewing and endorsing all risk-related policies and frameworks before they are submitted to the Board of Directors for final approval. This process ensures that each policy aligns with the bank's overall risk appetite, regulatory requirements, and strategic objectives.

Specifically, the Board Risk Committee evaluates the adequacy and effectiveness of proposed policies, considering factors such as risk identification, measurement, monitoring, and control mechanisms. The committee assesses whether the policies are consistent with industry best practices and compliant with applicable laws and regulations. Only after this rigorous review and endorsement does the Board Risk Committee recommend the policies for consideration and approval by the Board of Directors.

This structured approach not only strengthens the bank's risk management framework but also reinforces accountability and oversight at the highest levels of governance, ensuring that all risk-related decisions are made with due diligence and in the best interests of the organization and its stakeholders.

In 2025, the Board Risk Committee regularly reviewed stress testing reports from the Management Risk Committee (MRC), confirming the Group's resilience and alignment with its risk appetite. The Board Risk Committee also monitored the effectiveness and scalability of risk management systems as part of ADIB's five-year strategy.

The Group Chief Risk Officer (GCRO) is responsible for implementing the Risk Management Framework and reports directly to the Board Risk Committee, ensuring comprehensive oversight of credit, market, and operational risks in alignment with ADIB's strategic objectives.

The Board's oversight is reinforced by a comprehensive internal control framework that ensures the integrity and reliability of both financial and non-financial operations across ADIB Group. This framework is supported by rigorous internal and external audit functions, which provide independent assurance regarding the effectiveness of controls and compliance processes.

In 2025, the Board Risk Committee (BRC) played a pivotal role in monitoring the consistent implementation of risk management standards throughout the organization. The Board Risk Committee conducted regular reviews to verify that all business units adhered to the Central Bank of the UAE (CBUAE) regulatory requirements and the bank's internal risk policies. This included evaluating the adequacy of risk controls, overseeing the effectiveness of compliance mechanisms, and ensuring that corrective actions were promptly implemented where necessary.

Through these measures, the Board and its committees maintained robust governance and accountability, safeguarding the Group's operational resilience and regulatory compliance.



4.2 Three Lines of Defense

The three lines of defense (3LOD) framework is a globally recognized model for risk management and compliance, and ADIB has adopted it in alignment with CBUAE Corporate Governance Regulations. The 3LOD framework at ADIB delivers robust risk management, effective compliance, and strong governance by clarifying responsibilities, ensuring independent oversight, and supporting continuous improvement across the Group. The 3LOD model enhances compliance by:

1. Clear Segregation of Responsibilities

- **First Line:** Business units are directly responsible for identifying, managing, and mitigating risks in their day-to-day operations. This ensures that compliance is embedded at the operational level, with clear accountability for adhering to policies and regulatory requirements.
- **Second Line:** Support and control functions (such as Risk Management, Compliance, and Legal) independently monitor and oversee the activities of the first line. They provide guidance, develop compliance policies, and assess whether business units are operating within regulatory and internal policy boundaries.
- **Third Line:** The Internal Audit function independently evaluates the effectiveness of both the first and second lines. It provides assurance to the Board and senior management that compliance controls are robust and functioning as intended.

2. Independent Oversight and Assurance

- The second and third lines operate independently from business units, reducing the risk of conflicts of interest and ensuring objective assessment of compliance practices.
- Internal Audit's independent reviews help identify gaps or weaknesses in compliance controls, enabling timely corrective actions.

3. Continuous Monitoring and Reporting

- The framework establishes regular monitoring, reporting, and escalation processes. Issues identified at any line are escalated appropriately, ensuring that compliance breaches are addressed promptly.
- The Board and its related committees receive regular updates, enabling proactive oversight and continuous improvement of compliance standards.

4. Alignment with Regulatory Expectations

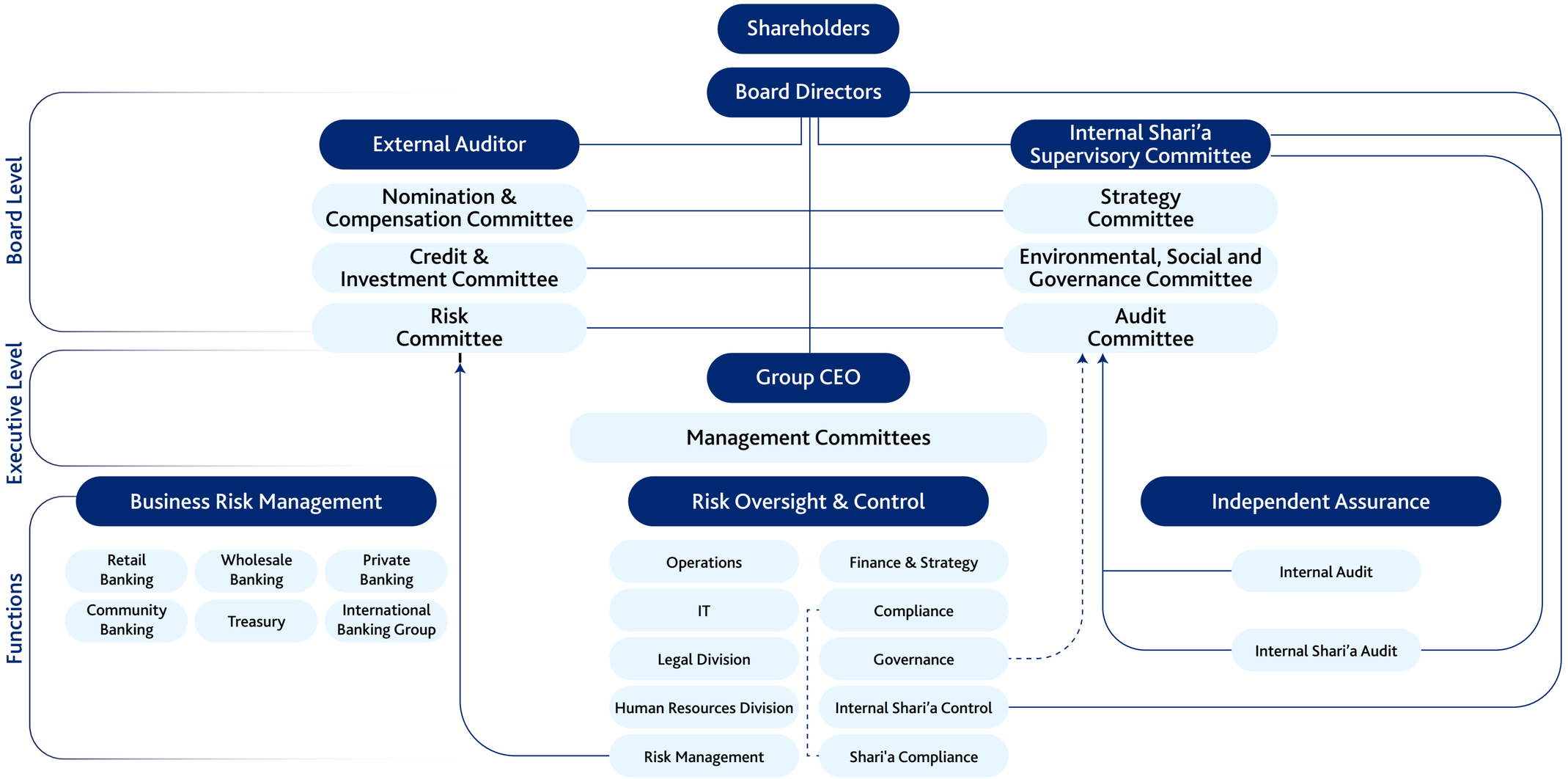
- By structuring compliance responsibilities across three distinct lines, ADIB ensures alignment with regulatory requirements and industry best practices.
- The model supports a culture of compliance, accountability, and transparency throughout the organization.



3LOD Model Summary

Line of Defense	Role in Compliance	Key Benefit
First	Implements policies and manages compliance risks	Accountability at operational level
Second	Monitors, advises, and develops compliance frameworks	Independent oversight and guidance
Third	Audits and assure effectiveness of compliance controls	Objective assurance and improvement

THREE LINES OF DEFENSE GOVERNANCE MODEL



Business Units undertake risk within assigned limits of risk exposure and are responsible and accountable for identifying, assessing and controlling the risks of their business.

First Line of Defense

Support and control functions, in close relationship with business units, ensure that the risks in the business units have been appropriately identified and managed

Second Line of Defense

Internal audit function independently assesses effectiveness of the processes created in the first and second lines of defense and provide assurance to these processes. Internal Shari'a Audit function conducts an independent review to provide assurance with respect to specific types of risks applicable to Islamic financial services

Third Line of Defense

4.3 ADIB Board Oversight of Financial Reporting, Internal Controls, Corporate Governance and Compliance

ADIB Board is dedicated to upholding the integrity, accuracy, and transparency of the Group's financial reporting and disclosures. This commitment is realized through a robust governance framework, with the Board Audit Committee (BAC) playing a central oversight role.

Commitment to Integrity and Transparency

ADIB Board is dedicated to ensuring the integrity, accuracy, and transparency of the Group's financial reporting and disclosures. This responsibility is embedded within a robust governance framework, with the Board Audit Committee (BAC) serving as the central oversight body.

Role of the Board Audit Committee (BAC)

The Board Audit Committee (BAC) at ADIB plays a central role in the bank's governance framework by providing independent oversight of financial reporting, internal controls, audit, and compliance. The Board Audit Committee supervises the integrity and accuracy of financial statements and disclosures, oversees the effectiveness of internal control systems across all business units, and directly manages the Group Internal Audit function while engaging with external auditors to ensure their independence and that audit findings are addressed. Additionally, the Board Audit Committee monitors the Compliance Function, including regulatory adherence, anti-money laundering (AML), and know-your-customer (KYC) standards. It conducts regular reviews of financial reporting, audit plans, and compliance effectiveness, and receives reports from internal and external auditors as well as compliance and risk functions. Through these activities, the Board Audit Committee ensures robust governance and accountability throughout the Group. The Board Audit Committee is also integral to ADIB's corporate governance, overseeing the effectiveness of governance frameworks, policies, and internal controls to ensure ethical conduct, risk management, and regulatory compliance. By maintaining independent reporting lines from internal audit and compliance functions, the Board Audit Committee provides objective assessments and drives improvements in governance practices. It also monitors adherence to regulatory requirements, reviews the effectiveness of the whistleblowing mechanisms, and evaluates the performance of governance-related committees, ensuring the Board and its committee's function effectively and transparently.

Internal Control System

ADIB's internal control system operates across multiple governance levels and is built on accountability, delegation, and collaboration. Key contributors include Internal Audit, External Audit, Risk, Compliance, Finance, Legal, and Corporate Governance functions. Policies and procedures are tailored to the needs of each department and business unit, ensuring effective implementation throughout the organization.

- **Segregation of Duties:** Ensuring no single individual has control over all aspects of a transaction.
- **Approval and Authorization Controls:** Formal approval required for significant transactions.
- **Reconciliation and Verification:** Regular reconciliations to ensure data accuracy.
- **Access Controls:** Restricting access to sensitive systems and data.
- **Monitoring and Reporting:** Regular audits and reporting to the BAC.
- **Compliance Checks:** Ongoing monitoring of regulatory adherence, including AML and KYC.
- **Policy Reviews:** Regular updates to reflect regulatory and business changes.
- **Training and Awareness:** Ongoing employee education on controls and compliance.

Audit and Compliance Reporting

The Group Internal Audit (GIA) reports directly to the Board Audit Committee, maintaining independence and enabling effective monitoring of controls and processes. The Board Audit Committee approves the annual internal audit plan and ensures timely remediation of identified deficiencies. Compliance Function also reports to the BAC, providing updates on regulatory adherence, anti-money laundering (AML), know-your-customer (KYC) standards, and any suspicious activity. The Board Audit Committee conducts annual reviews of the compliance function's effectiveness to ensure regulatory requirements are consistently met.

Continuous Oversight and Review

Throughout 2025, the Board Audit Committee regularly reviewed financial reporting, IFRS governance, and the progress of the internal audit plan. It also reviewed the performance and independence of the Compliance Function and Corporate Governance Department and the Internal Shari'a Audit reports. Both GIA and external auditors submit reports to the Board Audit Committee, highlighting the effectiveness of internal controls and any material issues. Additionally, Compliance and Risk functions provided quarterly updates to the Board Audit Committee and Board Risk Committee (BRC), further strengthening ADIB's risk governance framework.

Governance and Accountability

This multi-layered approach ensures that ADIB's financial reporting, internal controls, and compliance mechanisms are robust, transparent, and aligned with regulatory expectations. The Board's oversight, supported by specialized committees and independent assurance functions, fosters a culture of accountability and continuous improvement across the Group.



4.4 Delegation of Authority

ADIB's Delegation of Authority (DoA) policy is designed to enable effective and accountable decision-making by clearly defining the powers and responsibilities delegated by the Board to senior management. The Board retains ultimate responsibility for setting strategic objectives, determining risk appetite, and overseeing management, but specific powers are delegated to Board Committees and the Group Chief Executive Officer (GCEO) for operational efficiency.

The DoA policy ensures clarity and alignment throughout the organization by:

- Formalizing the delegation of powers through Powers of Attorney (POAs) and resolutions issued by the Chairman and GCEO, which are reviewed and renewed regularly to ensure compliance with regulatory requirements and strategic priorities.
- Allowing the GCEO to sub-delegate specific responsibilities to Senior Management and other designated individuals, supporting seamless execution of strategic objectives.
- Maintaining robust oversight, as the Board and its committees continue to monitor the exercise of delegated authority and retain the ability to review or revoke delegations as needed.

In practice, the DoA policy is implemented through formal Powers of Attorney (POAs) and resolutions issued by the Chairman and Group Chief Executive Officer (GCEO), which clearly define the scope and limits of delegated powers for various roles and functions within the bank. These POAs are regularly reviewed and renewed to ensure alignment with regulatory requirements and strategic priorities. The GCEO is authorized to further sub-delegate specific responsibilities to Senior Management and other designated individuals, enabling operational flexibility and efficient execution of strategic objectives. The Board and its committees maintain oversight by monitoring the use of delegated authority and retaining the ability to review or revoke delegations as needed, ensuring accountability at all levels. All delegated authorities are exercised within the boundaries of established policies, procedures, and internal controls, so that decisions are made consistently and in compliance with both internal standards and external regulations. This approach allows day-to-day operational decisions to be handled efficiently by authorized managers, while strategic and high-impact decisions remain under the direct purview of the Board or its designated committees, supporting clarity, accountability, and effective governance throughout the organization.This structured method reduces ambiguity, supports efficient execution of the Bank's priorities, and fosters clear accountability at all levels of the organization.

4.5 Violations, Causes & Avoidance

ADIB maintains a process to ensure effective compliance with relevant regulations and to report any violations or matters of significance. During 2025, all identified material issues or Matters of Significance were reported to Senior Management and, where applicable, escalated to the Board and/or Board Committees by the Head of Internal Audit, Group Chief Compliance Officer (GCCO) and/or Group Chief Risk Officer (GCRO).

4.6 Environmental, Social, & Governance (ESG)

ADIB has incorporated ESG and sustainability-related risks into its bank-wide risk management. This included policy changes in the bank's Risk Management Policy, as well as a complete ESG Risk Management Policy, of which a publicly disclosed version is available here. This covers our approach towards ESG risks, including the screening of deals and transactions with a proprietary ESG risk due diligence toolkit, which leverages global standards and best practice, to ensure transactions are screened and given ESG risk ratings. This combines both ADIB-conducted due diligence, and existing ESG risk ratings by providers such as Sustainalytics, MSCI, S&P, etc. to create a cohesive ESG risk assessment. This due diligence is used to either qualify transactions, implement mitigating measures for flagged ESG risks, require escalation for approval, or to reject deals based on the outcomes of the ESG Risk due diligence process. Further, the ESG Risk Policy outlines restricted activities, which require enhanced due diligence processes to ensure that the transactions do not pose unmitigated ESG risks.

We have also conducted climate related stress testing and scenario analysis within our risk management function. We have also conducted a full gap assessment of our readiness against IFRS S1 and S1 reporting.

Sustainable Finance & Sustainable Instruments

ADIB has progressed significantly within the realm of sustainable finance. Historically, the bank has financed sustainable finance, covering renewable energy, water desalination and wastewater management, clean transport, energy efficiency, and affordable housing, among others. In 2023, ADIB published a second-party opinion approved Sustainable Finance Framework (read **here**), that covers the eligible assets and categories for sustainable finance instruments use of proceeds. This framework leverages global standards such as the Green Bond Principles, the Social Bond Principles, and the Sustainability Bond Guidelines issued by the International Capital Market Association (ICMA), as well as the Green Loan Principles, the Social Loan Principles, issued by the Loan Market Association (LMA). It also covers ADIB's exclusion list which expands the Shari'a exclusion list of activities to ESG related exclusions.

Also in 2023, ADIB issued USD 500 million green sukuk; the world's first dollar denominated green sukuk issued by a bank. The five-year senior sukuk rated A+ by Fitch are priced at a profit rate of 5.695 percent per annum and are payable semi-annually. The issuance was met with exceptional demand with the final orderbook closing at USD 2.6 billion, representing an oversubscription rate of 5.2 times.

Our first Sukuk Impact and Allocation report has been disclosed, aligned with end of year December 31 reporting period, with the second annual impact and allocation report expected in Q1 of 2026.

Most recently, in 2024, the bank has also finalized its Sustainable Finance Strategy to 2030, with an internal goal of growing the sustainable finance portfolio by approximately around 470% by 2030, from 2024 numbers. This strategy included a year-by-year plan for sustainable product development, as well as financial targets by segment, with a target of AED 60 Billion in Sustainable Finance mobilized by 2030.

Net Zero Targets

ADIB has also become the first Islamic bank to announce sector specific financed emissions reduction targets for 2030, as part of the bank-wide effort to decarbonize and align itself with the national and agenda of achieving Net Zero by 2050. These financed emissions targets cover our highest impact sectors including home finance, automobile finance, real estate development, utilities, aviation, and oil and gas (petroleum manufacturing). Bank-wide we have also set an interim operational emission reduction target of 49% by 2030 from compared to our 2022 baseline emissions. We performed these assessments based on leading industry practices, such as the GHG Protocol for our operational emissions and the Partnership for Carbon Accounting Financials (PCAF) for financed emissions baselining. For our operational emissions, we considered those generated from our banking operations in the UAE, the UK, and Egypt.

External Ratings

ADIB has been successful in providing cohesive and detailed disclosures to the public domain, which has contributed to highlighting our strong progress in the ESG space to investors, rating agencies, and other external stakeholders.

Our MSCI rating was maintained at AA in the "Leader" category in the 2025 cycle. Our Sustainalytics ESG risk score improved significantly, dropping to a low-risk score of 16.8, positioning us among the leading low risk banks in the region. Thus far, our Standard & Poor's CSA score is maintained at 41 points, a strong indication of our ESG performance.

4.7 Employee Remuneration & Rewards

Guiding Principles, Philosophy and Culture

ADIB's compensation philosophy is performance-oriented, market-aware and aligned with business strategy and stakeholder interests. It encourages a culture that is based on merit, and differentiates and rewards excellent performance, both in the short and long term.

The remuneration framework delivers competitive industry compensation in keeping the principles of fairness, while nurturing a responsible risk-taking culture. ADIB's remuneration packages are carefully structured, commensurate with the key accountabilities, responsibilities and risk-taking profiles of management levels.
A fundamental component of the remuneration structures for Senior Management and Material Risk Takers is the significant portion on variable compensation which includes the retention /deferred bonus component and the option for ADIB to claw back discretionary rewards.

For ADIB senior leaders, who are our top achievers, our goal is to ensure that there is a performance-linked and fair approach to total rewards structures to reflect their top performances relative to their peers. This is a key aspect of attracting, motivating and retaining top talent in ADIB. Our approach to remuneration aims to minimize turnover and ensure continuity of our cadre of senior managers. In line with the Board-approved strategy, total compensation is not intended to be our competitive edge; for more junior levels, ADIB benchmarks to be within market.

Compensation is based on the individual, business unit and the Bank performance. Discretionary rewards are based on the result of a transparent annual performance appraisal process with joint input from line management and direct reports. The rewards structure also embeds effective risk management in line with Basel Principles, CBUAE requirements and industry responsible banking practices around balancing of the interests of our customers, shareholders and other stakeholders.

Total Rewards – Key Components

ADIB aims to attract, motivate and retain the best resources capable of achieving our company strategy and goals in adherence to ADIB values. We see our compensation strategy as a key driver to reinforce employee commitment, engagement and alignment with organizational goals. ADIB's total compensation approach provides a balanced package designed to impact in a specific manner, the motivation and retention of employees. The compensation structure consists of the following:

- Basic salary,
- Benefits, allowances, and,
- Variable compensation awarded for good performance.

Basic Salary plus benefits and allowances combined make up the Fixed Annual Cash ("FAC").

Partnerships

ADIB is currently a signatory to the UN Principles of Responsible Banking (PRB), and has released its inaugural PRB report in mid-2025. ADIB also continues to work actively in positioning Abu Dhabi as a global sustainable finance hub, and Chairs the Global Climate Finance Center (GCFC) in Abu Dhabi.

Further information

For a full list of our policies and external disclosures please see the below:

- ADIB ESG related policies page
- ADIB ESG reports and disclosures page

Variable Pay

Variable compensation is either formulaic incentive plans or the discretionary bonus. Outstanding individual performance is recognized through one or the other depending on the plan which is applicable to the role performed as per the employment contract. Variable pay is based on the following components:

- Individual Annual Performance including Competencies levels and Compliance Risk,
- Link to Business / Function Performance,
- Link to ADIB's overall performance against the Board approved objectives

Senior Management – Remuneration

Material Risk Takers

ADIB has established a formal framework to identify employees whose professional activities significantly impact the Bank's risk profile, referred to as Material Risk Takers (MRTs). This identification framework and list of MRTs are reviewed annually in accordance with prevailing regulatory requirements which helps ensure alignment with the Bank's governance standards and regulatory obligations.

In line with the policy, ADIB maintains a comprehensive list of Material Risk Takers. The Bank's compensation framework for Senior Management incorporates a balanced scorecard approach, which evaluates performance using financial and non-financial parameters. This holistic evaluation considers factors such as customer-centric outcomes, business-centric achievements, financial metrics, and adherence to non-financial performance objectives. This ensures that all relevant parameters are addressed when assessing overall impact, performance, and remuneration.

For the year 2025, total remuneration awarded to Senior Management amounted to AED 70,425 thousand. Total remunerations comprised of fixed pay (including employer pension contributions) and variable compensation awarded in the year 2025.

For further details on the remuneration policy, as well as the design and structure of remuneration processes, please refer to the Pillar 3 Report.

Governance and Continuous Improvement

The Board Nomination and Compensation Committee periodically reviews the effectiveness of the ADIB approach to remuneration, in particular variable pay components, and has at its disposal available subject matter experts to ensure that the philosophy is benchmarked against its peers and is aligned to CBUAE corporate governance regulations and standards No. 83/ 2019.

Key Design Features and Controls of Variable Pay

ADIB Variable Pay Component	Features
Emiratization and Talent Management	Retention Packages for UAENs
Deferred compensation	Three Years with claw back comprising cash and shares
Correlation to Individual Performance	Employee and Manager involvement
Correlation to respective Business / Function Performance	Moderation and approval by NCC
Correlation to ADIB overall performance	Approval by NCC
Control Functions compensation	Compensation outcomes must be symmetric with risk outcomes
Risk Culture	Designed to prevent excessive risk-taking in line with risk appetite
Limits	Board approval is required above key thresholdsmits

Diversity and Inclusion

Diversity and inclusion are integral to ADIB's corporate culture, reflecting the Bank's commitment to fostering an environment that values gender, social, and ethnic diversity. The Board recognizes that an inclusive workplace drives innovation, collaboration, and long-term growth. By embracing diverse perspectives, ADIB ensures that its operations align with its strategic goals and core values.

Gender diversity remains a key focus for ADIB, with women consistently comprising a significant portion of the workforce. In 2025, women represented 44% of the workforce, demonstrating the Bank's sustained efforts to empower women across all levels of the organization. These efforts are aligned with ADIB's broader strategy to champion diversity and provide opportunities for all employees to thrive.

Emiratization

ADIB is fully committed to supporting the UAE's national agenda through its Emiratization Policy, which focuses on attracting, developing, and retaining UAE Nationals. Over the past three years, Emiratization levels have remained a key priority for the Bank, with UAE Nationals comprising 45% in 2022, 44% in 2023 and 2024 and 49% in 2025.

To further enhance these efforts, ADIB has implemented targeted initiatives that provide Emirati employees with professional consultancy, tailored career development pathways, and competitive compensation structures. These initiatives aim to create an inclusive and supportive environment that encourages the long-term growth and retention of high-potential UAE Nationals.

Through its commitment to Emiratization, ADIB continues to contribute to the UAE's national development goals while fostering a workplace that values diversity and inclusion. These efforts not only enhance the Bank's competitive edge but also align with its mission to support the communities it serves.

5. Stakeholder Management

5.1 Investor Relations: Key Initiatives

ADIB recognizes that the long-term success and sustainability of the Group depend on strong, transparent, and supportive partnerships with its key stakeholders. To this end, we proactively engage with investors and shareholders through diverse channels and activities, fostering open dialogue, incorporating feedback, and driving continuous improvement to enhance value creation.

Our primary objective is to deliver clear, concise, and consistent messaging to the market, effectively communicating ADIB's investment thesis while ensuring transparency regarding the Group's opportunities and risks. We actively engage with shareholders, investors, and sell-side analysts globally through various platforms to maximize efficiency and ensure clarity in all interactions.

In 2025, ADIB upheld the highest standards of transparency by providing timely disclosures and communicating relevant financial and non-financial information to all stakeholders. Employees were kept well-informed, with Senior Management forming dedicated forums to share updates and address concerns, reinforcing internal engagement.

Key Stakeholder Engagement Initiatives

- Quarterly Results Calls: Offering updates on financial performance and strategic milestones.
- Annual General Meeting (AGM): Providing shareholders with an opportunity to engage directly with the Board and Senior Management.
- Investor Conferences, In-House Meetings, and Conference Calls: Facilitating in-depth discussions and access to ADIB's leadership.
- Roadshows: During the year the Bank organised roadshows in London, Singapore, New York and Dubai.

Key focus areas for Stakeholder discussions

Engagement with stakeholders includes discussion on the following topics:

- Group's strategic outlook and its accomplishment.
- Capital allocation and dividend policy.
- Sustainability practice and targets.
- Update on the Group's performance.
- Financial guidance

In addition to these direct engagements, ADIB leverages digital platforms to ensure seamless communication:

- Investor Relations (IR) Email: A dedicated channel for addressing investor inquiries.
- IR Section on the Website and IR Application: Offering real-time access to reports, announcements, and key updates.

Through these initiatives, ADIB underscores its commitment to transparency, accountability, and fostering enduring relationships with its investors and stakeholders, ensuring alignment with the Group's strategic objectives and stakeholder expectations.

Investor Relations Leadership

The Investor Relations (IR) team serves as the primary point of contact for investors, analysts, and rating agencies, aiming to provide a fair understanding of ADIB's financial performance, strategy, and business outlook.

For inquiries, please contact:

Ms. Lamia Hariz
Head of Corporate Communications and Investor Relations

Email: investor.relations@adib.com | lamia.hariz@adib.com
Phone: +971 02-4977427 | +971 0506824207
Investor Relations Website
ADIB Investor Relations Application

5.2 Company Performance

Statement of the Bank share price in the market (closing price, highest price, and lowest price) at the end of each month during the fiscal year 2025.



Date	Monthly High	Monthly Low	Monthly Close
Jan-25	15.66	15.40	15.60
Feb-25	17.26	16.94	17.00
Mar-25	16.32	16.20	16.04
Apr-25	18.46	18.06	18.30
May-25	19.48	19.20	19.18
Jun-25	21.94	21.18	21.50
Jul-25	24.34	24.10	24.16
Aug-25	21.80	21.34	21.34
Sep-25	21.90	21.36	21.78
Oct-25	21.70	21.12	21.12
Nov-25	20.04	19.46	19.90
Dec-25	20.88	20.70	20.76

Statement of the comparative performance of the Bank Share with the general market index and the sector index to which the company belongs during the year 2025.



Date	Close	ADX Banks	ADX General Index
Jan-25	15.60	17,167.17	9,586.12
Feb-25	17.00	17,147.24	9,573.78
Mar-25	16.04	16,834.71	9,368.81
Apr-25	18.30	17,331.54	9,534.33
May-25	19.18	17,641.51	9,685.10
Jun-25	21.50	18,064.84	9,957.52
Jul-25	24.16	18,858.57	10,370.66
Aug-25	21.34	18,321.56	10,094.67
Sep-25	21.78	18,117.95	10,014.60
Oct-25	21.12	18,370.37	10,099.90
Nov-25	19.90	17,961.82	9,747.17
Dec-25	20.76	18,348.70	9,992.72

Statement of shareholders who own 5% or more of the company's capital as of 12/31/2025.

ADIB has an authorized share capital of 3,632,000 thousand ordinary shares of AED 1 each, issued and fully paid share capital is AED 3,632,000 thousand ordinary shares of AED 1 each. All of the shares in the company are nominal of which (60%) shall be fully owned by nationals of United Arab Emirates, while non-nationals are permitted to own shares of the company to the extent, but not exceeding (40%).

As of 31 December 2025, the major owners that holds directly more than (5%) as published by the Company via the electronic publishing platform of Abu Dhabi Exchange (ADX) and ADIB website and their voting rights were as follows:

Significant Shareholder	Number of Shares	Percentage of Shareholding
Emirates International Investment Company LLC	1,431,110,701	39.40 %
Emirates National Bank of Dubai PJSC	246,223,389	6.78 %
Other Investors	1,954,665,910	53.82 %
Total ADIB share	3,632,000,000	100.00 %

Statement of ADIBs Ownership Structure as of 12/31/2025.

The breakdown of shareholder types as of 31 December 2025 is set out in the following table:

Shareholder Classification	Percentage of Owned Shared	Number of Owned Shared	Number of Shareholders
Companies	73.3%	2,661,879,387	1,219
Individuals	26.7%	970,120,613	44,409
Total	**100%**	**3,632,000,000**	**45,628**

Statement of the distribution of National vs Foreign Holdings as of 12/31/2025

The breakdown of shareholder by nationality types as of 31 December 2025 is set out in the following table:

Shareholder Classification	Percentage of Owned Shared
National Ownership	78.13%
Foreign Ownership	19.88%
GCC Ownership	1.70%
Arab Countries	0.29%

5.3 Annual General Assembly

The 2025 AGM was chaired by the Vice Chairman of the ADIB Board. The Directors, the external auditor, a representative of the SCA and shareholders were in attendance (in-person and online).

The meeting minutes were taken by the Board Secretary, and the AGM resolutions were made available to the SCA and shareholders through a market announcement before opening of the next market trading day.

General Assembly Meeting	Date	Meeting Method	Special Resolution(s)	Attendance Percentage
Annual General Assembly	10 March 2025	Hybrid (Virtual and Physical)	2	65.32%

Special resolutions

In 2025, the shareholders approved the following special resolutions:

- The renewal/ update of the authorization of the Board of Directors to issue any senior Sukuk and/or other similar instruments which are not convertible into shares, whether under a program or otherwise, in an aggregate outstanding face amount not exceeding USD 5 billion (or the equivalent thereof in other currencies) at any time, and to authorize the Board of Directors to determine and agree on the date of issuance (provided that such date does not exceed one year from the date of the General Assembly meeting), the amount, offering mechanism, transaction structure and other terms and conditions of any such issuance(s), provided that this is undertaken in compliance with the provisions of the Commercial Companies Law and any regulations or guidelines issued by any governmental or regulatory authority pursuant to such law and after obtaining approvals which may be required from the relevant competent regulatory authorities.
- The Issuance of additional Tier 1 sukuk which are not convertible into shares in an aggregate face amount not exceeding USD 3 billion (or equivalent thereof in any other currency) and to authorize the Board of Directors to determine and agree on the date of issuance provided that such date does not exceed one year from the date of the General Assembly meeting, the amount, offering mechanism, transaction structure and other terms and conditions of such issuance (provided that such issuance is subordinated, profit payments under the terms and conditions of such issuance are capable of being cancelled under certain circumstances and the terms and conditions also contain a point of non-viability provision), and subject in all cases to obtaining necessary approvals which may be required from the relevant competent regulatory authorities.

6. Islamic Banking Governance

6.1 ADIB Shari'a Governance Framework

The Shari'a Governance Standard comprehensively provides the roles and responsibilities of the Board of Directors of the Islamic Financial Institution ('Board'), senior management and certain committees and departments of an Islamic Financial Institution. Briefly listed below are their main responsibilities.

Board of Directors: Ultimate responsibility for ensuring that a comprehensive Shari'a Governance Framework is put in place and that ADIB is in compliance with Islamic Shari'a (as per the Shari'a resolutions, regulations and standards issued by the HSA and resolutions and fatwas issued by ADIBs Internal Shari'a Supervisory Committee ('ISSC'), in relation to licensed activities and businesses of the Islamic Financial Institution) rests with the Board. The Board is required to hold at least one meeting with the ISSC each financial year to discuss issues pertaining to Shari'a compliance.

Board's Risk Committee: The Board's Risk Committee is responsible for supervising and monitoring the management of Shari'a non-compliance risk (SNC Risk), setting controls in relation to this type of risk and overseeing the implementation of the framework of the management of Shari'a non-compliance risk.

Senior Management: The senior management is generally responsible for executing and managing the ADIB's activities and businesses in compliance with Islamic Shari'a.

Board Audit Committee: The Board's Audit Committee is generally responsible for evaluating the effectiveness of ADIB's policies (approved by ISSC), assessing the effectiveness and adequacy of internal Shari'a audit and external Shari'a audit (if in place) and reviewing and checking compliance with reports prepared by the ISAG and external Shari'a auditors.

Internal Shari'a Supervisory Committee (ISSC): The members of the ISSC of ADIB ("the Committee") were appointed in the General Assembly Meeting in compliance with the Decretal Federal Law No. (14) of 2018, CBUAE Shari'a Governance Standard and Bank's Article of Association. The Committee, whose members are not members of the ADIB Board, has a term of three years and all members are required to form a quorum, whether by principal or by proxy. The role and responsibilities of ADIB ISSC include:

1. Shari`ah supervision of all business, activities, products, services, contracts, documents, business conduct charters and codes of ethics of ADIB and shall approve them and establish necessary Shari`ah controls, within the framework of the rules, principles and standards set by the Higher Shari'a Authority,
2. Issue Shari'a pronouncements and resolutions that are binding upon ADIB.
3. Monitor through the ISCG and the ISAG, ADIB's compliance with Islamic Shari'a.
4. Review and approve corrective measures, remediation required by the Islamic Shari'a regarding the consequences arising from Shari'a non-compliance issues and recommend preventive measures to avoid reoccurrence of any such issues.
5. Review and approve from Shari'a perspective the method for calculation and distribution of profits, allocation of expenditures and costs and their division between holders of investment accounts and shareholders; and final annual accounts before presenting them to the Central Bank.
6. Issue an annual report stating the extent of ADIB's compliance with Islamic Shari'a that is published within the financial statement in ADIB's disclosures and other available means:

During the year, ISSC held (9) meetings to look after various issues and queries raised by or through the ISCG, the ISAG and other departments of ADIB. Further, (2) meetings were held with the Executive Member of the ISSC. In total (206) Shari'a resolutions were issued and (187) were notified. Resolutions had wide area of coverage of activities and transactions, including general Sukuk issuances, sovereign Sukuks and syndicated financing, large corporate deals besides many queries related to digital finance solutions and compliance with Islamic Shari'a in the transaction carried out by various business segments.

Internal Shari'a Control Group (ISCG) supports the ISSC in its duties. The ISCG carries out the following functions:

- ISSC Secretariat Function
- Shari'a Consultations Function
- Shari'a Research and Development Function
- Shari'a Compliance Function; and
- Shari'a Training Function,

each as detailed in ADIB's Shari'a Governance Framework.

Internal Shari'a Audit Group (ISAG): is generally responsible for undertaking Shari'a audits and monitoring ADIB's compliance with Islamic Shari'a. The ISAG is required to submit reports to the ISSC and to the Board Audit Committee biannually (at minimum).

Name	Position	No. of Meetings Attended
Professor Dr. Mohammad Abdul Rahim Sultan Al Olama	• Chairman of the ISSC • Member of ISSC's Executive Committee • Executive Member of the ISSC	(9) - ISSC (2) - Executive Member
Prof. Dr. Jassim Ali Salem Al Shamsi	• Vice Chairman of the ISSC • Member of ISSC's Executive Committee • Second Executive Member of the ISSC	(9) - ISSC
Prof. Dr. Ashraf Md Hashim	• Member of the ISSC • Member of ISSC's Executive Committee	(9) - ISSC
Dr. Ali Al Junaidi	• Member of the ISSC	(9) - ISSC

6.2 Profile of Internal Shari'a Supervisory Committee Members

Prof. Dr. Mohammad Abdulrahim Sultan Al-Olama
Among the learned Shari'a scholars from the UAE. Ex-Professor of Fiqh & Islamic Jurisprudence in the Law Faculty at the UAE University (Al Ain). Chairman and Member of several Shari'a advisory committees in the UAE, Oman and Bahrain. Chairman of the ISSC of Dubai Islamic Bank, Emirates NBD, Emirates Islamic Bank, Dar Al Takaful, National Bonds, etc. PhD. (Comparative Islamic Fiqh) from Umm Al-Qura University (Makkah).

Prof. Dr. Jassim Salim Ali Al-Shamsi
Among the learned scholars from the UAE specialized in Islamic commercial jurisprudence and civil transactions law. Member of the Higher Shari'a Authority of the Central Bank of the UAE. Chairman of the ISSC of Ajman Bank, Al Hilal Bank, ADCB, Arab Bank for Investment & Foreign Trade, and a member of the ISSC of Ajman Bank. PhD. (Civil Law: A Comparative Study with Commercial Fiqh) from Cairo University.

Prof. Dr. Ashraf bin Md Hashim
Among learned Shari'a scholars from Malaysia. He was the founding CEO of ISRA Consulting (Malaysia). Chairman of the Shari'a Advisory Council at Bank Negara Malaysia. Chairman and Member of Shari'a advisory committees in the UAE, Malaysia, Singapore, Nigeria and Australia. PhD. (Islamic Law) from the University of Birmingham (UK).

Dr. Ali Al-Junaidi
Among the learned Shari'a scholars from the UAE. Associate Professor (Fiqh & Islamic Jurisprudence) at the UAE University (Al Ain). Member of the ISSC of Sharjah Islamic Bank (UAE), Aafaq Islamic Finance and Arab Bank for Investment & Foreign Trade. PhD. (Fiqh & Islamic Jurisprudence) from Yarmouk University (Jordan).