دار التمويل
FINANCE HOUSE
P.J.S.C - ش.م.ع

CORPORATE GOVERNANCE REPORT

FINANCE HOUSE PJSC

2025

دار التمويل ش.م.ع؛ ص.ب ٧٨٧٨، أبوظبي، ا.ع.م؛ هاتف: ٩٩٩ ٦٢١٩ (٢) ٩٧١+
Finance House P.J.S.C; P.O.Box 7878, Abu Dhabi, U.A.E; Tel: +971 (2) 6219 999

شركة مساهمة عامة برأس مال وقدره ٣٠٢,٨٣٧,٧٧٠ درهم إماراتي Public Joint Stock Company and the share capital is AED 302,837,770

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1. Introduction

Finance House PJSC is an Abu Dhabi - headquartered company that was established on 13 March 2004 and commenced its operations on 18 July 2004 as a Finance Company. The principal activities of the Company were commercial and retail financing, financial services and investments until 30 June 2023. As of 1 July 2023, Finance House PJSC ceased to operate as a Finance Company and has become a Parent Company of the Group whose main purposes are purchasing and owning shares in other companies as well as providing Share Registrar Services. The major shareholders of Finance House include a number of prominent UAE businessmen, high net worth individuals and dignitaries.

Finance House is listed on the Abu Dhabi Exchange under the ticker symbol FH and is categorized as a "Grade One" company by the Capital Market Authority (CMA).

2. Corporate Governance Philosophy

Finance House PJSC recognizes that a well-considered and established Corporate Governance Framework facilitates effective decision making and builds a strong relationship with stakeholders through a transparent structure that supports high quality disclosures. Finance House PJSC is committed to achieving best practices in corporate governance, business integrity and professionalism. Its Board-approved Corporate Governance Framework is aligned with the company's strategic objectives and reflects applicable regulatory guidelines, including those of the Capital Market Authority (CMA)

FINANCE HOUSE PJSC has accordingly developed a Corporate Governance Framework and a supporting Corporate Governance Policy that is designed to meet this requirement. A strong governance framework is only as good as the people who operate it. The culture in which we operate supports our commitment to adopting the spirit of the laws and regulations that govern FINANCE HOUSE PJSC. Our corporate values define the way we conduct our business. We strive to lead by example in demonstrating good corporate governance and recognise the importance of effective governance to our owners, our customers, employees and to our communities.

FINANCE HOUSE PJSC's Corporate Governance protocols are overseen by the Board, which directs the Company's affairs and works closely with executive management to set the strategic objectives. The Corporate Governance Policy put in place provides a clear mandate and expectations around how FINANCE HOUSE PJSC will govern its business. It also has a closely monitored delegation of authority matrix that supports the need for independence in decision-making and escalation of reporting, clearly articulated individual and collective accountabilities; and compliance with all applicable laws and regulations.

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Statement of ownership and transactions of the members of the Board of Directors and their spouses and children in the Company's securities during 2025

S/N	Name	Position/Kinship	Owned shares as on 31/12/2025	Total Sale Transactions	Total Purchase Transactions
1	Mohamed Abdulla Jumaa Alqubaisi	Self	36135076	0	0
2	Abdulmajeed Ismail Ali Al Fahim	Self	5000	0	0
3	Mohamed Abdulmajeed Ismail Al Fahim	Son of Mr. Abdulmajeed Al Fahim	1227185	0	0

3. Board of Directors

Introduction

Pursuant to FINANCE HOUSE PJSC's Articles of Association and in accordance with the applicable UAE Laws & Regulations, the FINANCE HOUSE PJSC Board of Directors consists of Seven (7) members. The composition of the Board satisfies the generally acceptable Corporate Governance practice relating to the separation of Chair and Group Chief Executive and the membership of Non-Executive Directors.

In addition to this, the Nomination Committee monitors the Directors' external Board memberships to ensure that they are not in competition with FINANCE HOUSE PJSC or the Directorships are not of a nature that might affect the Director's ability to exercise independent judgment. In accordance with Capital Market Authority (CMA) requirements, FINANCE HOUSE PJSC introduced a declaration form for each Director to (i) confirm his/her total directorships held are within the limits permitted, that (ii) he/she has sufficient time to carry out his/her duties as a board member, and (iii) his/her outside interests do not create a conflict of interest with his/her role at FINANCE HOUSE PJSC.

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The Board is headed by a Non-Executive Chair who is elected from among its members. The Chair has authority to act and speak for the Board, including engaging with the Senior Management. The Chair has a pivotal role in ensuring that the Board is updated on decisions and actions taken between meetings of the Board. The Chair also has oversight of the agenda, ensuring that it reflects the strategic nature of the Board's work.

The Chair is a key ambassador for FINANCE HOUSE PJSC, particularly in its interaction with shareholders. Directors are appointed for a term of three (3) years. At the end of this period, the Board is reconstituted.

Members, whose term of office is completed, are eligible for re-election. The Board may appoint members to fill vacant offices on the Board, provided that the appointment is presented to the first General Assembly following appointment for approval by way of an ordinary resolution of the shareholders.

The Board reviews its current membership regularly to ensure that it has the right mix of skills, diversity and expertise who collectively possess qualifications commensurate with the size, complexity and risk profile of FINANCE HOUSE PJSC, and experience to make effective decisions and staff Board Committees appropriately.

Responsibilities

The Board of FINANCE HOUSE PJSC has overall responsibility for directing the Company's affairs, to create and preserve value through the operations, and to consider the shareholders and other stakeholders' interests. The Board, either directly or through its committees, is responsible for oversight in different areas such as strategic planning, defining risk appetite, the identification and management of risk, capital management, fostering a culture of integrity, internal controls, succession planning and evaluation of senior management, communication, public disclosure and corporate governance.

The roles and responsibilities are documented in the Corporate Governance and associated policies. The Board is also subject to a comprehensive Code of Conduct, which reflects the Board's role in setting the tone for the conduct of the whole organization.

The key activities of the Board are as follows:

- Approve and monitor FINANCE HOUSE PJSC strategy and long term objectives, ensuring alignment with the FINANCE HOUSE PJSC's risk appetite and the risk management framework

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- Review financial performance in light of the strategy, long term objectives and budget, ensuring that where necessary corrective action was taken; including:
  - Approval for unbudgeted capital or operating expenses
  - Approval for material changes to internal organizational structure
  - Approval for major projects that are essential for the overall operation

Statement of women's representation in the Board of Directors in 2025.

The company abides by women representation in the Board of Directors with a ratio of 1 member from a total of 7 board members.

Statement of the bonuses, allowances, and fees received by members of the Board of Directors:

Details of the allowances for attending the sessions of committees derived from the Board which were paid to the Board members for the fiscal year 2025:
No allowances have been paid to the members of the Board of Directors for the fiscal year 2025 for attending the sessions of committees derived from the BOD

Details of the additional allowances, salaries, or fees received by a Board member other than the allowances for attending to the committees:
AED 219,132 monthly is booked as an annual additional compensation for the Board member as per the general assembly approval dated 21 April 2021.

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Board Members' remunerations:

Total remuneration paid to the members of the board of directors for the year 2024 was AED 1,412,000. The proposed remuneration of the Board of Directors for the year 2025 is AED 1,098,000

Transactions conducted with related parties:
The year end balances in respect of related parties are as follows:

Transactions with related parties	Value of transaction in AED (000)
Loans and advances	112,854
Customers' deposits	189
Interest and Commission Income	7,618
Interest Expense	-
Key Management Remuneration	14,608
Issue the shareholder's guarantee (AED 100 Million) in its capacity as the principal shareholder in Insurance House PJSC, as part of the revised Recovery Plan of Insurance House PJSC, revised and amended as per the Insurance Supervision – CBUAE. Such guarantee shall be issued in the terms and conditions presented by Finance House PJSC to the Board of Insurance House PJSC and its Senior Management, subject to the approval of the IS-CBUAE. The same has also been approved by the Finance House PJSC General Assembly in April 2025.	100 Million
A 10-year lease agreement with a rental value of AED 475,000 + 5% VAT per annum, with a 5% increase on an annual basis. By concluding this lease agreement, Finance House PJSC may store its matters and affairs in the warehouse. The rental amount shall be incurred upon the handover of the unit, and such rental amount shall be calculated from then and there	AED 475,000 + 5% annually

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Board of Directors Meetings

The Board of Directors held the following meetings during 2025:

Meeting number and date	Meeting 1 30/01/25	Meeting 2 13/02/25	Meeting 3 21/03/2025	Meeting 4 15/04/2025	Meeting 5 14/05/2025	Meeting 6 13/08/2025	Meeting 7 13/11/2025	Meeting 8 10/12/2025
Board Members								
Mr. Khaled Abdulla Jumaa Alqubaisi	✓	✓ (Via Proxy)	✓	✓	✓	✓ (Via Proxy)	✓ (Via Proxy)	✓ (Via Proxy)
Mr. Mohamed Abdulla Jumaa Alqubaisi	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Ahmad Obaid Humaid Almazrooei	✓	✓	✓	✓	✓	✓	✓	✓ (Via Proxy)
Mr. Abdulmajeed Ismail Ali Abdulrahim Al Fahim	✓	✓ (Via Proxy)	✓ (Via Proxy)	✓	✓	✓	✓	✓
Ms. Alia Abdulla Mohamed Almazrouei	✓ (Via Proxy)	✓ (Via Proxy)	✓ (Via Proxy)	✓ (Via Proxy)	✓ (Via Proxy)	✓ (Via Proxy)	✓ (Via Proxy)	✓
Mr. Murtadha Mohamed Sharif Alhashmi	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Salah Salem Ebrahim Alsaman Alnuaimi	✓	✓	✓	✓	✓	✓	✓	✓

Number of Board resolutions by circulation issued by passing during the 2025 fiscal year, along with its meeting convention dates

N/A.

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4. Board of Directors and Executive Management

Mr. Khaled Abdulla Jumaa Alqubaisi

- Chairman of the Board of Directors – Non Independent/Non-Executive
- Member since 24 Dec 2009 (Closing 16 years in 2025)
- Member of Board Investment Committee (IC)

Overview

- Mr. Khaled Alqubaisi has over 20 years in various sectors, including investments, aviation industry, defense industries, information and communications technology, and clean energy. He holds a Master degree in Project Management from George Washington University and a Bachelor in Finance and Operations Management from Boston University, USA.

Joint Stock Company Memberships:

- Insurance House PJSC – Board Member

Other Appointments:

- Abu Dhabi Global Market – Board Member
- Finance House LLC – Board Member

Mr. Mohamed Abdulla Jumaa Alqubaisi

- Vice Chairman of the Board of Directors – Non Independent/Non-Executive
- Member Since Inception (Closing 21 years in 2025)
- Member of Board Nomination and Remuneration Committee
- Chairman of Board Investment Committee (IC)

Overview

- Mr. Mohamed Alqubaisi is the Founder of Finance House group of companies. He has a distinguished career as an entrepreneur as well as being a seasoned senior executive in banking and finance within the UAE, spanning over 35 years. He

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previously served as the Deputy Chief Executive Officer of Abu Dhabi Islamic Bank, the UAE's largest Islamic Bank at the time. Prior to that, Mr. Alqubaisi served for 10 years at National Bank of Abu Dhabi (NBAD), UAE's largest conventional bank at the time. At NBAD, and at different periods, Mr. Alqubaisi headed the bank's Domestic, International and Capital Markets businesses. He holds a Bachelor of Science from the University of Austin / Texas, USA.

Joint Stock Company Memberships:

- Insurance House PJSC – Chairman
- The National Investor Pr. JSC – Board Member
- FH Capital P.J.S – Board Member

Other Appointments:

- Finance House LLC - Chairman
- Finance House Securities LLC - Chairman
- Architectural Consulting Group LLC - Chairman
- The National Entertainment Co. LLC – Vice Chairman
- Emirates National Holdings I Person LLC – Owner
- Qtes LLC – Owner

Mr. Ahmad Obaid Humaid Almazrooei

- Member of the Board of Directors – Non Independent/Non-Executive
- Member Since Inception (Closing 21 years in 2025)
- Member of Board Investment Committee (IC)

Overview

- Mr. Ahmed Almazrooei has over 40 years' experience in investments with the last position held as Deputy Director, Alternative Investment Department- Abu Dhabi Investment Authority (ADIA).

Joint Stock Company Memberships:

- N/A

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Other Appointments:

- Finance House LLC – Board Member
- Ex-Board Member of Tunis& Emirates bank in Tunis
- Ex-Board Member of the Arab International Bank in Cairo
- Ex-Board Member in the Abu Dhabi Investment Company
- Ex-Board Member of Emirates Global Company's Corporation (EGCC)

Mr. Abdulmajeed Ismail Ali Abdulrahim Al Fahim

- Member of the Board of Directors –Independent/Non-Executive
- Member Since 9 Mar 2017 (Closing 8 years in 2025)
- Chairman of Board Audit Committee
- Chairman of Board Nomination and Remuneration Committee
- Member of Board Investment Committee (IC)

Overview

- Mr. Abdulmajeed Al Fahim has over 30 years' experience in senior management of large-scale and world-class investment and development projects. He holds a Master Degree of Business Administration in Finance from the University of Toledo in Ohio, USA.

Joint Stock Company Memberships:

- Insurance House PJSC – Board Member
- FH Capital PJS – Chairman
- Emirates National Petroleum Company Pr.JSC – Vice Chairman

Other Appointments:

- Finance House LLC – Board Member
- Al Marjan Investments and Development LLC – Chairman
- SANBAN Business Commercial Investments LLC – Chairman
- UNII ENGINEERING CONSULTANCY LLC – Chairman

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Ms. Alia Abdulla Mohamed Almazrouei

- Member of the Board of Directors –Independent/Non-Executive
- Member Since 22 Mar 2018 (Closing 7 years in 2025)
- Member of Board Investment Committee (IC)
- Member of the Audit Committee

Overview

- Ms. Alia Abdulla Mohamed Almazrouei with a distinguished career that bridges entrepreneurship and public service, has made significant contributions to both the private and government sectors. She has held several prominent positions within leading government institutions, demonstrating her commitment to the development of the entrepreneurial landscape in the UAE. Further, she served as the former Minister of State for Entrepreneurship, a testament to her dedication to fostering innovation and economic growth within the nation..

Joint Stock Company Memberships:

- Insurance House PJSC – Vice Chairman

Mr. Murtadha Mohamed Sharif Alhashmi

- Member of the Board of Directors –Independent/Non-Executive
- Member Since 22 Apr 2020 (Closing 5 Years in 2025)
- Member of Board Nomination and Remuneration Committee
- Member of Board Investment Committee (IC)

Overview

- Mr. Murtadha Al Hashmi served as Group CFO of Abu Dhabi National Oil Company (ADNOC) and the International Petroleum Investment Company (IPIC) and held several positions on the Board of Directors of several International Oil companies, Banks, Investment Companies, Retail and Automotive sectors. He is a Certified Public Accountant (CPA) and holds a Bachelor's degree in Accounting and Information Systems from the United Arab Emirates University.

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Joint Stock Company Memberships:

- Insurance House PJSC - Board Member

Other Appointments:

- Finance House LLC - Board Member

Mr. Salah Salem Ebrahim Alsaman Alnuaimi

- Member of the Board of Directors –Independent/Non-Executive
- Member Since 24 March 2023 (Closing 2 year 09 months in 2025)
- Member of Board Investment Committee (IC)
- Member of Board Audit Committee

Overview

- Mr. Salah Alnuaimi has a wealth of experience in portfolio management gained at Abu Dhabi Investment Authority. He is an alma mater of Hull University with a Master's degree in business administration.

Joint Stock Company Memberships:

- N/A

Other Appointments:

- Finance House LLC - Board Member

Mr. TK Raman

- Chief Executive Officer

Overview

- Mr. Raman joined Finance House in 2006 as its Chief Operating Officer. He has over 45 years of professional experience across banking, financial services, accounting and

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auditing, including 41 years in the UAE. Prior to joining Finance House, he held several senior executive positions with MasterCard International, UNB, National Bank of Abu Dhabi, Baker Production Services, Ernst & Young and Price Water House Coopers.

Other Appointments

- Insurance House PJSC – Board Member
- FH Capital PJS – Vice Chairman and Managing Director

5. Assessment of the Board of Directors

The annual Board assessment has been conducted by the Remuneration and Nomination Committee.

The assessment covered the overall effectiveness of the Board, its committees and members in carrying out their duties and responsibilities, including oversight, strategic guidance, and compliance with applicable legal and regulatory requirements. The evaluation also considered the Board's structure, composition, and the adequacy of its governance practices. Based on the assessment, it is confirmed that the Board continues to perform its functions effectively and in alignment with its mandated roles and responsibilities. The Board remains committed to maintaining high standards of corporate governance and ensuring ongoing effectiveness in fulfilling its obligations in accordance with applicable laws and regulations.

Regarding the committees, confirmation was obtained on the manner in which meetings are held and the mechanism for signing the minutes, and their effectiveness was affirmed.
As for general attendance, the Board and its committees held numerous and critical meetings during the year, which required taking decisive decisions. Confirmation was also obtained regarding the effectiveness of the procedures for recording members' attendance, whether in person or through a proxy.
It is worth noting that the Board is following up on the procedures for obtaining digital signatures with the management, and it is expected to begin adopting them partially in 2026.

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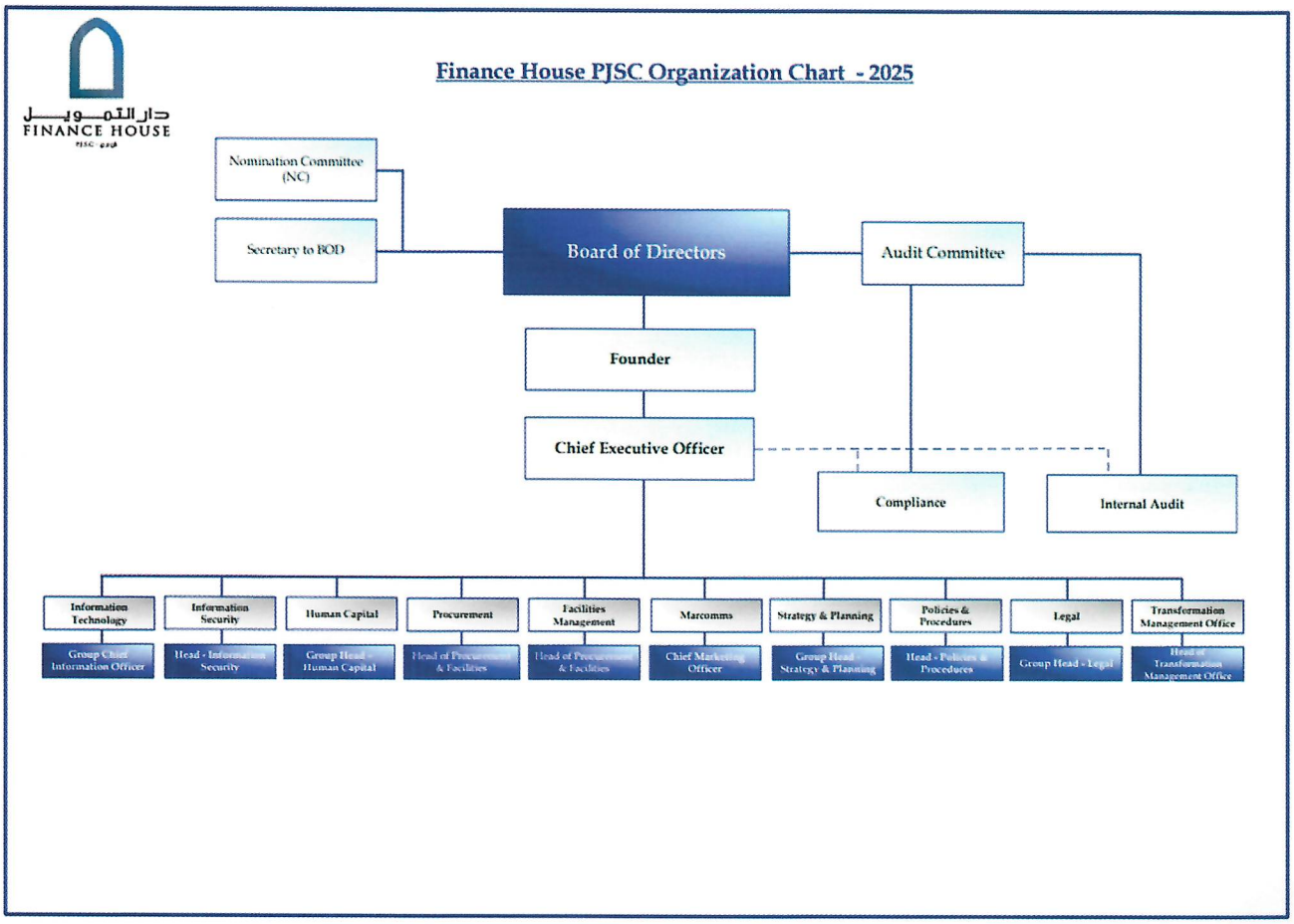
6. Organizational Structure and Executive Management



Disclosure of Executives Management Salaries and Benefits

This section provides a comprehensive overview of the company's senior management at the first- and second-levels, in accordance with the organizational structure. It outlines their positions, appointment dates, and the total annual salaries, bonuses, and other benefits paid or payable to each of them during 2025. This disclosure aims to enhance transparency and accountability regarding the company's compensation and benefits policies.

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Sr. No	Position	Date of Joining	Total Salaries and Allowances Paid Separately- Year 2025	Date of Appointments	Total Rewards paid for year 2025	Qualification
1	Chief Executive Officer	03-Apr-06	2,053,972.00	03-Apr-06	-	Bachelor's Degree
2	Head - Information Security	07-Feb-22	540,375.08	07-Feb-22	-	Bachelor's Degree
3	Head - Enterprise Solutions & Digital Delivery	22-Apr-24	626,704.04	22-Apr-24	-	Bachelor's Degree
4	Manager - Human Capital	02-Jan-18	416,574.74	02-Jan-18	-	Bachelor's Degree
5	Head of Procurement & Facilities	03-Mar-25	642,999.09	03-Mar-25	-	Bachelor's Degree
6	Chief Marketing Officer	12-Dec-24	889,908.10	12-Dec-24	-	Master's Degree
7	Group Head - Strategy & Planning	24-Aug-21	701,850.00	24-Aug-21	20,000.00	Master's Degree
8	Head- Policies & Procedures	05-Sep-22	420,240.00	05-Sep-22	-	Bachelor's Degree
9	Group Head of Legal	31-Jan-22	1,056,594.06	31-Jan-22	25,000.00	Bachelor's Degree
10	Head-Transformation Management	01-Aug-21	689,698.46	01-Aug-21	20,000.00	Bachelor's Degree

7. Board Committees

Introduction

Board committees play a crucial part in the decision-making process and they help support the Board in the execution of its responsibilities. These specialized committees help share the Board's workload and the detailed involvement of Board members allows them to get closer to the business, its activities and the existing control framework. Relevant matters are referred by these committees to the Board. FINANCE HOUSE PJSC board committees are:

Board Audit Committee (BAC)	The Chairperson acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness. The Board Audit Committee (BAC) ensures the quality and integrity of financial statements, and financial reporting, oversight of the Group Internal Audit function, External Auditors and other assurance providers, and assesses the effectiveness of internal control, risk management and governance systems.

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The BAC consists of three (3) non-executive independent members of the Board. The BAC collectively possesses sufficient knowledge and relevant industry experience on audit, risk management, regulatory compliance, governance, controls, information security and technology.

The BAC is responsible for overseeing the Group's processes and controls on financial reporting and disclosures, internal control system, governance and risk management framework, Group Internal Audit function, appointment and performance of statutory External Auditor.

In 2025, the BAC met four times noting that no financial rewards or allowances were paid for attending the BAC meetings.

Name	30/04/2025	30/07/2025	18/11/2025	30/12/2025
Mr. Abdulmajeed Ismail Alfahim	P	P	P	P
Mr. Salah Salem Alnuaimi	P	P	P	P
Mrs. Alia Abdulla Al Mazroui	A	A	P	P

The Committee's activities in 2025:

The BAC was briefed on the achievements and contributions of the Group Internal Audit function including important approvals and other discussions.

The Audit Committee, being composed of members from the Board of Directors, diligently reviews all interim financial reports and the annual financial statements on an ongoing basis. This continuous oversight ensures that key matters related to the financial statements are thoroughly considered and appropriately addressed.

The independence and effectiveness of the external audit process are evaluated annually by the Audit Committee. This evaluation includes a review of the audit firm's performance, quality of service, and adherence

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	to relevant regulatory standards. The Audit Committee follows a structured procedure for appointing or reappointing the external auditor, which includes assessing their qualifications, experience, and independence. Based on the comprehensive evaluation, the Audit Committee makes a recommendation to the Board of Directors regarding the appointment, reappointment, or dismissal of the external auditor. In the event that the Board of Directors does not accept the Audit Committee's recommendation, the Committee ensures that the rationale for the Board's decision is thoroughly documented and discussed. To maintain the external auditor's independence, the Audit Committee carefully reviews and approves any non-audit services provided by the external auditor, in line with applicable regulations and best practices. The Committee ensures that the scope of such services does not impair the objectivity or independence of the external audit process. The Head of the Internal Audit Department provides a detailed summary of all outstanding and overdue issues, categorized by risk levels (Critical, High, and Medium). This summary is presented as a separate agenda item at each Audit Committee meeting for review, discussion, and formal acknowledgment. Additionally, corrective action plans addressing all reported audit issues are outlined and included in the Individual Internal Audit report, which is circulated to the Audit Committee for their review.
Remuneration and Nomination Committee (NC)	The Chairperson acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness. The RNC oversees the composition of the Board of Directors and succession planning for Finance House PJSC Executive Management and review the Board of Directors structure and submitting recommendations regarding the changes that may be made. The RNC comprises of three (3) non-executive board members. The RNC met one time during 2025 with full quorum of all its members, and no financial rewards or allowances are paid for attending the meeting.

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Investment Committee (IC)	The Chairperson acknowledges his responsibility for the committee system in the Company, review of its work mechanism and ensuring its effectiveness. The IC established in May 2024 as an optional permanent committee to discuss potential investments of Finance House PJSC in detail. The IC comprises of seven (7) Non-Executive Board members. The Committee has not met during 2025, and all investment-nature decisions were taken at the level of the Board of Directors. No financial rewards or allowances are paid for attending the meetings. Further, under the Board's earlier directive, the Company successfully converted most of their invested assets into cash and cash equivalents to shore up liquidity. The Board has recently approved redeployment of excess liquidity in selective high grade equities and bonds in line with its carefully curated Investment Strategy. It is to be noted that the Investment and Credit Committee (ICC) has been dissolved for lack of purpose post the variation of the company's activity which does not include "credit". On the same subject matter, the BRMC has ceased operating since the change of the activities of the company, noting that the company's compliance, risk, and audit functions have in place a robust risk management systems and streamlined processes across the organization to mitigate any risk.
Committee for Monitoring and Supervising the Transactions of Stakeholders:	The function of supervising the insiders' is being monitored by several functions in the organization such as the Investor Relations, Legal, Human Capital, and Compliance under the supervision of the Chief Executive Officer, who shall report any significant incident to the Board. It is ensured that the list of the Insiders is kept up to date and the regulatory authority is updated of any change. On that note, the Board is satisfied that this mission is being carried out efficiently and hence, the need to have a separate committee is found to be not substantiated.

Charters

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The charters are included in FINANCE HOUSE PJSC Corporate Governance Framework. The charters provide details of the roles and responsibilities of each of the committees along with the frequency of meetings, quorum requirements for each committee, membership details and the Chair, Vice-Chair and Secretary of the Committee.

Board Committee Membership

Membership details of the Board Committees are set out below:

Name	IC	Audit	RNC
Mr. Khaled Abdulla Jumaa Alqubaisi	Member	-	-
Mr. Mohamed Abdulla Jumaa Alqubaisi	Chairman	-	Member
Mr. Ahmad Obaid Humaid Al Mazrooei	Member	-	-
Mr. Abdulmajeed Ismail Ali Abdulrahim Alfahim	Member	Chairman	Chairman
H.E. Alia Abdulla Mohamed AlMazrouei	Member	Member	-
Mr. Murtadha Mohamed Sharif Alhashmi	Member		Member
Mr. Salah Salem Ebrahim Alsaman Alnuaimi	Member	Member	-

Statement of the tasks and powers of the Board of Directors carried out by a member of the Board or the Executive Management during 2025 based on a delegation from the Board, specifying the duration and validity of the delegation according to the following table:

No.	Name of the delegated person	Delegation validity	Delegation duration
1	Khaled Abdulla Jumaa Karam Alqubaisi	December 2025	3 Years Power of Attorney
2	Mohamed Abdulla Jumaa Alqubaisi	December 2025	3 Years Power of Attorney
3	Mohamed Abdulla Jumaa Alqubaisi	For the period of 2025	Delegation on finalizing the special resolution on providing Insurance House with a Shareholders Guarantee of AED 100 Million. A

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			delegation to finalize the necessary papers.
4	Mohamed Abdulla Jumaa Alqubaisi	2025	Special Resolution to amend the AOA for which the Vice Chairman was delegated to finalize the formalities.
5	Mohamed Abdulla Jumaa Alqubaisi	2024-2025	Project Aton – Establishing a company and sign on establishing papers.

Statement of details of transactions carried out with relevant parties (stakeholders) during 2025, including the following:

No	Statement of the relevant party	Explanation of the nature of the relationship	Transaction type	Transaction volume
1	F H CAPITAL PJS	Advisory and management expense	Commercial	(1,250,000.00)
2	FINANCE HOUSE LLC	Interest expense	Commercial	(36,737,209.63)
3	FINANCE HOUSE LLC	SUKUK Expense	Commercial	(423,000.00)
4	INSURANCE HOUSE PJSC	SUKUK Expense	Commercial	(606,000.00)
5	F H CAPITAL PJS	SUKUK Expense	Commercial	(671,000.00)
6	Talent Management Services LLC	Manpower Services Expense	Commercial	(3,576,603.28)
7	INSURANCE HOUSE PJSC	Insurance Premium Paid	Commercial	(1,376,954.54)
8	FINANCE HOUSE LLC	SLA income	Commercial	24,000,000.00
9	INSURANCE HOUSE PJSC	SLA income	Commercial	6,000,000.00
10	F H CAPITAL PJS	SLA income	Commercial	300,000.00
11	Finance House Securities Co. LLC	SLA income	Commercial	500,000.00
12	Finance House Securities Co. LLC	Rental income	Commercial	225,000.00

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8. External Auditor

External Auditor Appointment and Fees:

Grant Thornton Audit and Accounting Limited (Grant Thornton UAE), one of the top 10 audit firms worldwide, was approved to be the external auditor for auditing and reviewing the financial statements of the Company at the Annual General Assembly meeting held on 23/04/2025 for a total fees of AED 208,700.00 per annum until the end of the financial year 31/12/2025.

Name of the partner auditor	Samer Hijazi
Number of years served as an external auditor for the Company	3 Years
The number of years that the partner auditor spent auditing the company's accounts	3 Years
Total fees for auditing the financial statements of 2025(AED)	AED 208,700.00
Fees and costs of the special services other than auditing the financial statements for 2025 (AED), if any, and in case of absence of any other fees, this shall be expressly stated.	Nil
Details and nature of other services provided (if any). If there are no other services, this matter shall be stated expressly.	Nil
A statement of any reservations expressed in the interim and annual financial statements for 2025. If none, this must be expressly stated.	The external auditors have expressed the below qualified opinion in the interim and annual financial statements for 2025: "The Group's investment in Empay LLC, an investment in associate accounted for using the equity method, is carried at AED 34,450 thousand on the consolidated statement of financial position as at 31 December 2025. We

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	were unable to obtain sufficient appropriate audit evidence on the carrying amount of the Group's investment in Empay LLC as at 31 December 2025, the Group's share of Empay LLC's results for the year and related disclosures because there was no financial information available for Empay LLC. Consequently, we were unable to determine whether any adjustments to these amounts were necessary.
This matter is explicitly stated. Statement of the other services performed by an external auditor other than the Company's auditor in 2025 (if any). In the absence of another external auditor	No services were provided by any other external auditor during 2025 other than Grant Thornton UAE.

9. Business Ethics & Transparency

Business Ethics

In addition to the Board Code of Conduct, Finance House P.J.S.C. has a comprehensive employee Code of Conduct that applies to directors, employees and subsidiaries of Finance House P.J.S.C. The Code of Conduct defines inappropriate behaviour and the process and outcomes for the identification and reporting of such behaviour. To ensure effective understanding and implementation of our codes of conduct and other compliance requirements, we have dedicated help desks and compliance team that employees can engage with to answer questions. Any person who fails to comply with the Code and all applicable laws is subject to disciplinary measures that commensurate with the level of breach.

Finance House P.J.S.C. has a number of functions committed to engagement and communication with external stakeholders. These include Investor Relations, Corporate Communications, Regulatory Compliance and Corporate Governance. In addition, internal transparency and disclosure is considered from operational, ethical and regulatory

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perspectives, ensuring that staff are aware of Finance House P.J.S.C. developments, strategies, risks and their personal responsibilities and duties, whilst protecting customer and personal data confidentiality, sensitive information and confidential commercial information. These are embedded in the Employee Code of Conduct and Finance House P.J.S.C. systems.

Stakeholders, both internal and external to Finance House P.J.S.C. also have access to a Whistleblowing helpline that provides an independent and secure means for stakeholders to raise concerns or complaints regarding irregularities, suspected fraud and other alleged wrongful conduct in a confidential manner without fear of retaliation. This strengthens our culture of transparency and trust within Finance House P.J.S.C. Our supporting policy provides guidance on when to blow the whistle and explains the mechanisms for reporting a concern, and how that concern will be investigated. The helpline is confidential and independent to ensure the protection of whistleblowers.

Transparency

As matter of transparency, FINANCE HOUSE PJSC would like to disclose the following fundamental financial information & remunerations:

Transactions equal to 5% or more of the share capital:

No.	Statement of the related parties	Clarifying the nature of the relationship	Type of transaction	Value of transaction in AED (000)
1	FINANCE HOUSE Securities LLC	Subsidiary	Loan & Advances	0
2	FH Capital PJS	Subsidiary	Deposit	0
3	Insurance House PJSC	Subsidiary	Deposit	0
4	FINANCE HOUSE LLC	Subsidiary	Deposit	0
5	FINANCE HOUSE LLC	Subsidiary	Loan & Advances	0

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10. Internal Control System

The Board of Directors oversees the Internal Control System at Finance House PJSC and has implemented various processes and procedures to ensure its effectiveness. The audit and compliance functions are integral part of the internal control system; yet they operate independently to maintain impartiality and strengthen governance.

The internal control system continuously evaluates the effectiveness of controls, ensuring they function as intended. It also monitors whether Management has taken action to address any identified deficiencies and weaknesses. In 2025, Internal Control did not encounter any significant issues within the Company.

Internal Audit

Finance House's internal audit function is managed by Mr. Mohammad Inam Ikram- Head of Internal Audit since October 2024. He holds a bachelor's degree in accounting from Oxford Brooks University, UK and is Certified Internal Auditor (CIA-USA). His other professional qualification includes Association of Chartered Certified Accountant (ACCA, UK) and Certified Practicing Accountant (Australia).

Mr. Mohammad Inam is responsible for reporting the internal audit function's findings to the Senior Management and to the Audit Committee on a regular basis and during 2025, the internal Audit Department issued 8 reports

Compliance

Finance House's Compliance is responsible for ensuring that all relevant and regulations are adhered to. The Compliance function consist of following personnel: Mr. Ghassan Mouzawak, who holds an MBA and the CAMS certification coupled with over 27 years of experience in the Banking sector between Compliance and Internal Audit was assigned by the Board of Directors on 11 July 2023 as the Head of Compliance for Finance House PJSC until October 2025 and was granted sufficient independence to perform his duties as requested.

11. Violations committed during financial year 2025.

Finance House PJSC did not commit any material violations during the year 2025.

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12. Company's contributions during 2025 toward the local community development and environmental conservation

The company has not made any cash and in-kind contributions during 2025.

13. General Information

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

Date	Opening Price AED	Low AED	High AED	Closing Price AED
12/31/2025	2.15	2.15	2.15	2.15
11/28/2025	2.19	2.19	2.19	2.19
10/31/2025	2.2	2.2	2.2	2.2
9/30/2025	2.2	2.2	2.2	2.2
8/29/2025	2.2	2.2	2.2	2.2
7/31/2025	2.2	2.2	2.2	2.2
6/30/2025	2.2	2.2	2.2	2.2
5/30/2025	2.3	2.3	2.3	2.3
4/30/2025	2.09	2.09	2.29	2.29
3/28/2025	2.29	2.29	2.29	2.29
2/28/2025	2.29	2.29	2.29	2.29
1/31/2025	2.29	2.29	2.29	2.29

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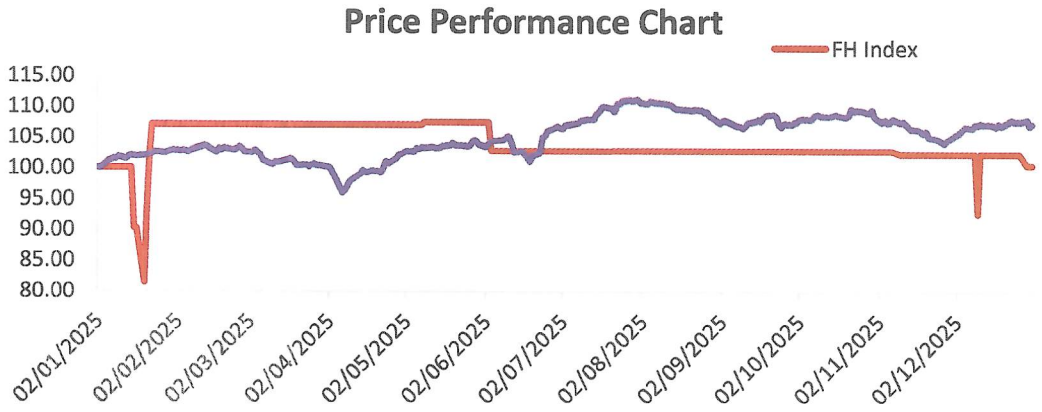
Statement of the comparative performance of the company share with the general market index and the sector index to which the company belongs during 2025



Statement of the distribution of shareholder ownership as of 31/12/2025 (individuals, companies, governments) classified as follows: local, Gulf, Arab, and foreign.

No.	Shareholder classification	Percentage of owned shares
		Total
1	UAE Nationals	77.32%
2	GCC Ownership	0.10%
3	Foreign Ownership	22.37%
4	Arab Countries	0.22%
5	Total	100%

Statement of shareholders who own 5% or more of the company's capital as of 31/12/2025 according to the following table:

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No.	Name	Number of owned shares	Percentage of shares owned in the company's capital
1	Gulf National Development Center LLC	44,327,579	14.6374%
2	Mohamed Abdulla Jumaa Alqubaisi	36,135,076	11.9321%
3	Bloom Universal FZCO LLC	31,316,814	10.3411%
4	Finance House PJSC	30,284,579	10.0002%
5	GNCD International Inc.	26,435,994	8.7294%
6	Visualize Media LLC	22,780,000	7.5221%
7	Mohammed bin Ahmed bin Saeed Al Qasimi	19,312,015	6.37702%

Statement of shareholders distribution according to the volume of ownership as of 31/12/2025 according to the following table:

No.	Ownership of the shares (share)	Number of shareholders	Number of owned shares	Percentage of shares owned from the capital
1	Less than 50,000	1591	2,873,631	0.9489%
2	From 50,000 to less than 500,000	111	20,680,994	6.8290%
3	From 500,000 to less than 5,000,000	31	41,924,697	13.8439%
4	More than 5,000,000	9	237,358,448	78.378%

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Name and Contact Information of the investor relations officer:

Name of investor relations officer: Mr. Ahmed Hassan

Contact information with the Investor Relations Officer (email, phone, mobile, fax)

- **Mail: ahmed.hassan@fh.ae**
- **Phone: +97126194313**
- **Mobile: +971501687441**
- **Fax: +97126194499**

- **The electronic link to the investor relations page on the company's website:** https://www.financehouse.ae/en/securities-services/share-registrar-unit/

Statement of special resolutions presented at the General Assembly held during 2025 and the actions taken in this regard.

Special Resolution: The Shareholders approved and ratified the amendment of the Articles of Association, and consequently the General Assembly approved the amendment with respect to articles 7 and 17, and it further agreed to delegate Mr. Mr. Mohamed Abdulla Jumaa Alqubaisi, EID No. 784-1964-1309527-2, -with a right of sub-delegation- with all the necessary powers to execute and effect the above special resolution before the competent authorities, to obtain all the approvals (if any) of the competent and regulatory authorities to implement this special resolution, and authorize him to sign on and authenticate the amended articles of association, and all relevant documents, and to pay the required fees before all competent authorities, local or federal, and the Notary in implementation of the above mentioned resolution.

Special Resolution: The shareholders approved and ratified the Board's recommendation on the adjustment of the accumulated losses of AED 55,677,000 (Fifty Five Million Six Hundred Seventy Seven Thousand) against the positive Statutory Reserve of the Company.

Further, the Shareholders authorized the Board, and/or the Vice Chairman, Mr. Mohamed Abdulla Jumaa Alqubaisi, EID No. 784-1964-1309527-2, -jointly or singly with a right of sub-delegation- with all the necessary powers to execute and effect this special resolution, before and by the competent authorities, obtain all the necessary approvals (if any) of the competent authorities and the regulatory authorities to implement this resolution and authorize him to sign and authenticate all documents before all competent authorities, local or federal, and the Notary with respect to the implementation of the above mentioned resolution.

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Special Resolution: The Shareholders approved the Related Parties Transactions as follows:

a. Issuance of a Principal Shareholder Guarantee in an amount not exceeding One Hundred (100) million as part of the Insurance House PJSC' Revised Recovery plan, and delegating the Board of Directors to finalize the guarantee format and negotiate the same with the Central Bank of the UAE, and to adopt its final version.

The Meeting's Chair further confirmed that the Company shall exert its best endeavors to reach a principal Shareholder's Guarantee format which is fair to its shareholders in the first place, while taking into consideration that the Company is a principal shareholder in Insurance House PJSC, and the latter's financial position and its recovery has an impact on us.

b. To subscribe and underwrite any potential capital increase program, Insurance House PJSC seeks subject to regulatory approvals, based on the disclosure made by Insurance House PJSC in this regard.

The Meeting's Chair further confirmed that pursuant to the disclosure of Insurance House PJSC with respect to the possibility of commencing a capital increase program, Finance House PJSC shall be interested in subscribing and/or underwriting as the case may be. Noting that any other matter requiring special approval from the general assembly shall be presented to the shareholders accordingly.
The Shareholders approved the above special resolutions (a. and b.) and further authorized the Board and/or the Vice Chairman, Mr. Mohamed Abdulla Jumaa Alqubaisi, EID No. 784-1964-1309527-2 -jointly or singly with a right of sub-delegation- with all the necessary powers to execute and effect the above special resolutions before the competent authorities, to obtain all the approvals (if any) of the competent and regulatory authorities to implement these special resolutions, and authorize him to sign and authenticate all documents before all competent authorities, local or federal, and the Notary in implementation of the above mentioned resolutions.

Name of the rapporteur of the Board of Directors' meetings and date of appointment:

Fatima Ayad Rauf Jamaluddin. Appointed on 14 February 2022 at the Meeting Number 01/2022.

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A detailed statement of the material events and important disclosures that the company encountered during 2025.

No Material events occurred except for the disclosure highlighting the receipt of a subsidiary of a Financial Services Permission from the Financial Services Regulatory Authority (FSRA) on 09 April 2025. Further, the establishment of a new subsidiary on 28 April 2025 was disclosed, and report on accumulated losses on 27 May 2025, and the disclosure. Other disclosures were related party disclosures enumerated in the respective section.

A statement of the deals made by the company with related parties during 2025 that equate to 5% or more of the company's capital:

Approved by the shareholders through a Special Resolution:

a. Issuance of a Principal Shareholder Guarantee in an amount not exceeding One Hundred (100) million as part of the Insurance House PJSC' Revised Recovery plan, and delegating the Board of Directors to finalize the guarantee format and negotiate the same with the Central Bank of the UAE, and to adopt its final version.

b. To subscribe and underwrite any potential capital increase program, Insurance House PJSC seeks subject to regulatory approvals, based on the disclosure made by Insurance House PJSC in this regard.

The Shareholders approved the above special resolutions (a. and b.) and further authorized the Board and/or the Vice Chairman, Mr. Mohamed Abdulla Jumaa Alqubaisi, EID No. 784-1964-1309527-2 -jointly or singly with a right of sub-delegation- with all the necessary powers to execute and effect the above special resolutions before the competent authorities, to obtain all the approvals (if any) of the competent and regulatory authorities to implement these special resolutions, and authorize him to sign and authenticate all documents before all competent authorities, local or federal, and the Notary in implementation of the above mentioned resolutions

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Statement of the percentage of nationalization in the company by the end of 2022, 2023, 2024 and,2025 (excluding workers for companies operating in the contracting field)

Year	2025	2024	2023	2022
% of Emiratis in the company	5%	3%	2%	5%

12. Statement of the innovative projects and initiatives that the company has undertaken or is currently developing during 2025

No.	Event or Campaign	Event or Campaign overview	Campaign start date	Campaign end date	Communication channels	Campaign Cost
1	Finance House launched eco-friendly thermoses	The organization has replaced single-use plastic water bottles with environmentally friendly thermoses throughout the entity.	15-Jan-25	15-Jan-25	Distribution of Thermoses to our staff and customers/clients/external parties	AED38,041
2	Blood Donation	Organized a blood donation day in support of the Abu Dhabi Health Services campaign	20-Feb-25	20-Feb-25	Staff Announcement and Social Media Post	AED2,205
3	Ramadan Staff Suhoor 2025	The Suhoor is a formal employee gathering organized exclusively for Finance House staff during the holy month of Ramadan. This gathering serves as an opportunity to strengthen professional relationships, enhance team cohesion, and foster a sense of unity among employees outside the regular work environment. It also reflects the organization's appreciation for its staff and its commitment to promoting a positive and inclusive workplace culture	20-Mar-25	20-Mar-25	Staff event	AED120,100

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		during significant cultural and religious occasions.				
4	Ras Al Khaimah's Valley Clean Up Campaign	Finance House has partnered with Ras Al Khaimah's Public Services Department to support initiatives aimed at creating a greener future. This collaboration reflects our dedication to environmental sustainability and fostering meaningful partnerships for a healthier, more sustainable future.	29-Jan-25	29-Jan-25	Staff Announcement, Press Release and Social Media Post	AED43,831
5	World Water Day	In recognition of World Water Day, Finance House P.J.S.C. marked the occasion by sharing awareness on the urgent need to protect glaciers, one of the planet's most vital freshwater sources. Through this awareness initiative, the organization emphasized the importance of environmental consciousness and collective responsibility in safeguarding critical natural resources for future generations.	22-Mar-25	22-Mar-25	Staff Announcement and Social Media Post	AED0.00
6	Earth Hour	Participated to the world Earth Hour Day. Branches have turned off the lights for an hour during the earth hour day	22-Mar-25	22-Mar-25	Staff Announcement and Social Media Post	AED0.00
7	Iftar Meal Box Distribution	This initiative reflects our dedication to giving back to the community during the blessed month of Ramadan. By providing meals to those in need, we offer not just sustenance but also hope and support, embodying the values of compassion, unity, and generosity. Together, we	28-Mar-25	28-Mar-25	Staff Announcement and Social Media Post	AED 5,685.75

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		continue to make a meaningful impact in the lives of others.				
8	Supporting Art and Artist Mural Painting	As part of its commitment to cultural engagement and creative expression, Finance House P.J.S.C. supported the execution of a mural art at its Head Office, transforming a once-blank wall into a vibrant visual statement. Created by a graffiti artist with a distinct creative vision, the artwork reflects themes of growth, energy and optimism. More than a decorative element, the mural serves as a source of inspiration for employees and visitors alike, fostering a dynamic and engaging workplace environment.	28-Apr-25	28-Apr-25	Staff communication	AED 6,500
9	Supporting Youth Achieveme nt: Fatima Al Awadhi's	Finance House P.J.S.C. supported Fatima Al Awadhi in her remarkable journey to become the youngest Emirati to summit Mount Elbrus, Europe's highest peak. Her achievement reflects determination, resilience and national pride. By sharing her story of perseverance and growth, the initiative highlights the importance of empowering young talent to pursue ambitious goals and break new ground.	07-Jul-25	07-Jul-25	Staff annoucment & Social media post	AED 11,864
10	Health Checkup day	Finance House P.J.S.C. organized a Health Check-Up Day as part of its ongoing commitment to employee wellbeing and preventive care. The initiative provided team members with convenient access to essential health screenings, reinforcing the	01-Jul-25	01-Jul-25	Staff Announcement and Social Media Post	AED0.00

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		importance of proactive health management.				
11	UAE National Day	Finance House P.J.S.C. marked UAE National Day with a traditional event. The occasion was enriched by a captivating traditional dance performance, showcasing the cultural vibrancy of the UAE. Employees enjoyed the atmosphere in beautifully arranged tents, where they had the chance to explore Emirati arts and crafts, along with savouring delicious delicacies like "Reqaq" and "Luqeimat," catered by a local Emirati entrepreneur in our support local small entrepreneurs.	Nov-25	Nov-25	Staff Announcement and Social Media Post	AED68,250
12	Staff Trainings	Our commitment to ongoing development to our employees is reflected in our monthly training sessions, which equip our team with the tools and knowledge to excel in their careers. We also held comprehensive training sessions for our staff to enhance their expertise, to ensure quality assurance, and team-building activities.	Throughout the year	Throughout the year	Social Media Post	AED 281,631.28
13	Career Fairs	We aimed to attract and engage fresh graduates with more focused on UAE nationals who are passionate about pursuing careers in the financial sector. By offering these opportunities, we seek to help bridge the talent gap in the region, support the UAE's long-term economic vision, and empower the next generation of leaders in the financial industry.	Throughout the year	Throughout the year	Staff Announcement and Social Media Post	AED9,600

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The Corporate Governance Report will be available to shareholders, stakeholders and stock market customers through the Company's website, and Abu Dhabi Securities Exchange (ADX) websites, in compliance with disclosure and transparency and in accordance with the requirements of corporate governance. The management is ready to answer any queries.

Signature of the Chairman of the Board of Directors	Signature of the Audit Committee Chairman	Signature of the Nomination and Remuneration Committee Chairman	Signature of Head of Internal Audit Department
Date: 06/03/2026	Date: 06/03/2026	Date: 06/03/2026	Date: 06/03/2026

Company Official Seal

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