

CORPORATE GOVERNANCE REPORT

1. Corporate Governance Overview 3

2. Share Dealings of Board Members 6

3. Formation of the Board of Directors 7

4. Committees of the Board of Directors and Insider Trading Supervision Committee 13

5. Board Duties and Mandates Performed by Board Members or Management 19

6. Review of Transactions with Related Parties 19

7. Assessment of the Board of Directors 21

8. Organizational Structure and Executive Management 22

9. External Auditor 24

10. Internal Control Systems 25

11. Violations During 2025 28

12. Community Support & Environmental Contributions 28

13. General Information 30

Based on the Securities and Commodities Authority's Board Resolution No. (03/RM) of 2020 Pertaining to Corporate Discipline and Public Joint Stock Companies' Governance.

1. Corporate Governance Overview

The Board of Directors ("BoD"), entrusted by the shareholders, oversees the affairs of EMSTEEL Group, which comprises EMSTEEL Building Materials PJSC, its subsidiaries (including Emirates Steel Industries Co. PJSC) and associate investments (collectively referred to as "EMSTEEL Group").

EMSTEEL Group embraces its responsibility as a corporate citizen by upholding the highest standards of corporate governance. Through its firm commitment to transparency, accountability, and ethical business practices, EMSTEEL Group aims to create enduring value for its shareholders. EMSTEEL Group consistently strives to align its activities with best practices in corporate governance, fostering a culture of integrity and operational excellence.

The corporate governance framework at EMSTEEL Group is designed to empower management to direct and control the Group's operations efficiently, ensuring sustainable value creation. This approach is guided by the core values of people, innovation and accountability, the principles that form the foundation of EMSTEEL Group's vision.

EMSTEEL Group firmly believes that robust corporate governance and ethical leadership are critical to maintaining its competitive edge and realizing the full potential of the EMSTEEL Group. This commitment is driven by disciplined oversight from the Board of Directors, a leadership team of unwavering integrity, having a focus on meaningful engagement with all shareholders and stakeholders.

By integrating strong business fundamentals, corporate social responsibility, and health, safety, and environmental stewardship into its operations, EMSTEEL Group aims to create sustainable value that benefits not only its stakeholders but also the wider community.

EMSTEEL Group complies with the requirements of the 'Chairman of Authority's Board of Directors' Resolution No. 3 of 2020 concerning the approval of joint-stock companies and any subsequent amendments thereto.

Pillars of Corporate Governance

The following Corporate Governance Pillars serve as the foundation for ethical decision-making, operational integrity, and sustainable business growth at EMSTEEL Group:

Pillars of Corporate Governance

Accountability

Ensures leadership and management are answerable for their decisions and actions. Defines clear roles, responsibilities, and performance standards to maintain trust and operational excellence.

Transparency

Promotes open communication and accessibility of relevant, accurate, and timely information to stakeholders. Enhances trust by enabling informed decision-making and performance evaluation.

Fairness

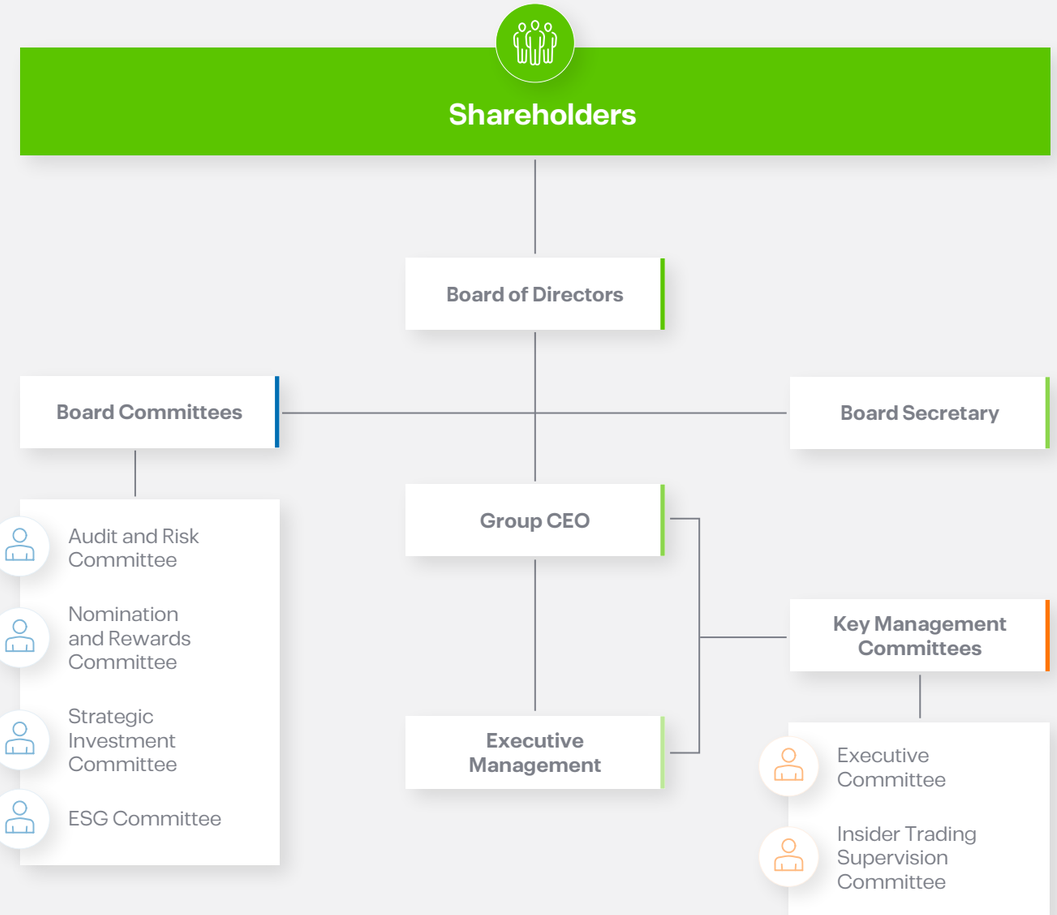
Guarantees equitable treatment of all stakeholders, including shareholders, employees, customers, and suppliers. Encourages impartial decision-making to uphold ethical practices.

Responsibility

Emphasizes adherence to ethical standards, legal obligations, and regulatory requirements. Encourages proactive risk management and commitment to sustainability in industrial practices.

Group Governance Structure

An overview of the corporate governance structure of the EMSTEEL Group is set out below:



Elements of Corporate Governance

- **Board Governance:** The Board of Directors demonstrates a strong commitment to independence, with 86% of its members classified as independent. This high percentage of independence ensures that board decisions at EMSTEEL Group are made with objectivity, free from undue influence, and aligned with the best interests of the EMSTEEL Group. A board charter has been developed defining the roles, responsibilities, and operating procedures of the Board of Directors, setting out clearly the BoD mandate to provide strategic guidance for the EMSTEEL Group and effective oversight of its management and operations in attaining the EMSTEEL Group's business objectives.
- **Board Committees:** The Board of Directors has established the Audit and Risk Committee, Nomination and Rewards Committee, Strategic Investment Committee, and Environment, Social, and Governance Committee. These Board Committees include independent board members and operate under clearly defined Committee charters.
- **Management Committees:** Applicable charters / policies / procedures are in place for the effective operation of the Management Committees.
- **Delegation of Authorities:** A comprehensive Delegation of Authorities Manual, approved by the BoD, outlines the authority structure for the Board and EMSTEEL Group's management across all significant transactions.
- **Policies & Procedures:** Key business functions, such as finance, information technology, people, legal, risk management, supply chain, and commercial, are governed by Board-approved policies. In addition, supporting procedures are in place to ensure effective and structured mandates for each key business function. Each of such supporting procedures prescribes mandatory review of procedure documents every two years.
- **Ethics & Compliance:** EMSTEEL Group has established a dedicated Ethics and Compliance function, which has oversight over compliance matters, such as whistleblowing, compliance with the EMSTEEL Group's code of conduct, anti-bribery and corruption, conflict of interest and related party transactions, fraud control, trade sanctions and other compliance-related matters.
- **Risk Management and Business Continuity:** The Risk Management and Business Continuity function operates under a Risk Policy and procedures aligned with ADX and SCA standards for public listed companies. The function is mandated by the BoD which has oversight responsibilities pertaining to EMSTEEL Group's risk management framework. In particular, the Board is mandated to approve the Risk Policy including the Risk Appetite and Risk Tolerance Limits of EMSTEEL Group, ensure that risk management is incorporated into the culture of EMSTEEL Group and delegate power to the Audit and Risk Committee for executing responsibilities assigned for risk management activities.
- **Internal Audit:** The Internal Audit (IA) function is well structured and robust, ensuring effective oversight and accountability. The Group Head of Internal Audit directly reports to the Audit and Risk Committee, reinforcing independence and transparency. IA activities are conducted in accordance with a risk-based Internal Audit Plan, with additional advisory services provided upon stakeholder request. The executive management closely monitors the implementation of IA findings to ensure timely and effective action.
- **Business Plan:** The annual business plan is developed and formally approved by the Board of Directors.

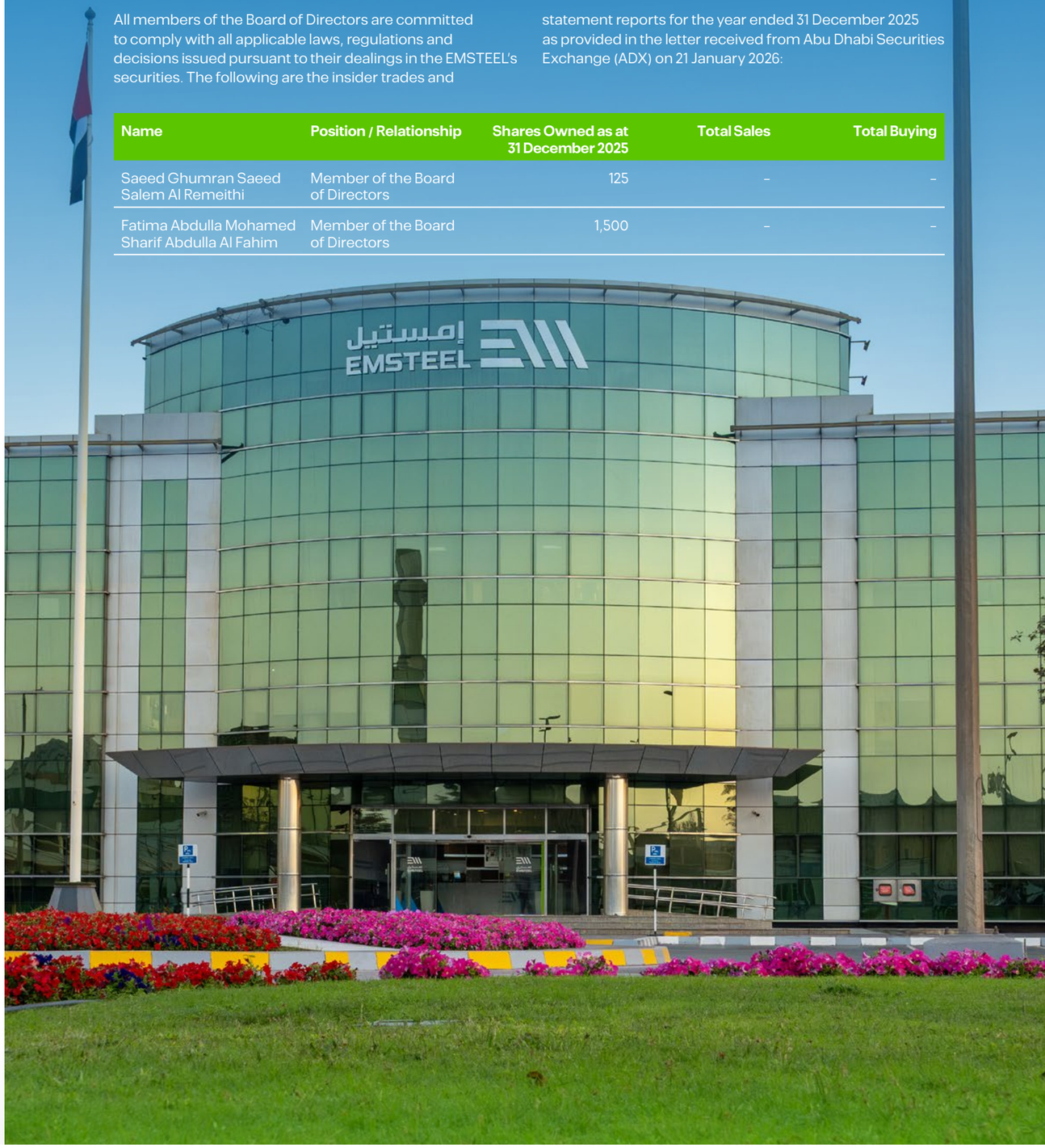
Developments During 2025

EMSTEEL has a well-developed Governance Structure aligned with applicable regulations and best market practice. There were no new developments in 2025.

2. Share Dealings of Board Members

All members of the Board of Directors are committed to comply with all applicable laws, regulations and decisions issued pursuant to their dealings in the EMSTEEL's securities. The following are the insider trades and statement reports for the year ended 31 December 2025 as provided in the letter received from Abu Dhabi Securities Exchange (ADX) on 21 January 2026:

Name	Position / Relationship	Shares Owned as at 31 December 2025	Total Sales	Total Buying
Saeed Ghumran Saeed Salem Al Remeithi	Member of the Board of Directors	125	-	-
Fatima Abdulla Mohamed Sharif Abdulla Al Fahim	Member of the Board of Directors	1,500	-	-



3. Formation of the Board of Directors

Composition of Board of Directors

The composition of the Board of Directors of EMSTEEL Group was reformed during the Extraordinary General Assembly Meeting held on 22 October 2024.



Hamad Abdulla Mohamed Alshorafa Al Hammadi

Independent non-executive member

Experience
- 20+ yrs

Qualifications
- Bachelor's Degree in Business Administration (Accounting and Finance)

Tenure as Company Board Member from First Election
- From 4 November 2021 to date
- Re-elected on 22 October 2024

Membership and Designations in any Other Joint Stock Companies
- Vice Chair of the Board of Directors of the Emirates Nuclear Energy Company (ENEC)
- Member of the Board of Directors of the Emirates Water and Electricity Company (EWEC)
- Member of the Board of Directors of the Abu Dhabi National Energy Company (TAQA)
- Member of the Board of Directors of Modon
- Member of the Board of Directors of Abu Dhabi Chemical Derivatives Company RSC Ltd (TA'ZIZ)

Designations in any Other Supervisory, Government or Other Commercial Offices
- Deputy Group CEO of Abu Dhabi Developmental Holding Company (ADQ)
- Member of the Board of Trustees of Institute of Applied Technology



Ahmed Ali Mohamed Ali Al Shamsi

Independent non-executive member

Experience
- 16+ yrs

Qualifications
- Bachelor's Degree in Economic and Social Studies
- Master's Degree in International Development: Public Policy & Management

Tenure as Company Board Member from First Election
- Elected on 22 October 2024

Membership and Designations in any Other Joint Stock Companies
- Member of the Board of Directors of Tadweer
- Member of the Board of Directors of the Emirates Water and Electricity Company (EWEC)
- Member of the Board of Directors of Zero Two

Designations in any Other Supervisory, Government or Other Commercial Offices
- EWEC CEO (Acting)



Abdulaziz Abdulla Ismail Mohamed Al Hajri

Independent non-executive member

Experience
- 36+ yrs

Qualifications
- Bachelor's Degree in Chemical Engineering from the University of Texas at Austin

Tenure as Company Board Member from First Election
- From 4 November 2021 to date
- Re-elected on 22 October 2024

Membership and Designations in any Other Joint Stock Companies
- Member of the Board of Directors of the Abu Dhabi National Energy Company (TAQA)



Saeed Ghumran Saeed Salem Al Remeithi

Executive member

Experience
- 25+ yrs

Qualifications
- Bachelor's Degree in Electrical Engineering from California State University

Tenure as Company Board Member from First Election
- From 27 April 2017 to 21 April 2021 and from 4 November 2021 to date
- Re-elected on 22 October 2024

Membership and Designations in any Other Joint Stock Companies
- Chairman of the Board of Directors of Al Gharbia Pipe Company (UAE)
- Chairman of Emirates Steel Industries Co. PJSC
- Member of World Steel Association and Member of Audit Committee
- Vice Chairman of the Board of Directors of the Arab Iron and Steel Union

Designations in any Other Supervisory, Government or Other Commercial Offices
- Group CEO of EMSTEEL Building Materials PJSC
- Head of the Economic Committee of the World Iron and Steel Organization



Fatima Abdulla Mohamed Sharif Abdulla Al Fahim

Independent non-executive member

Experience
- 18+ yrs

Qualifications
- Bachelor of Science in Business Administration (Management and Marketing) from American University of Sharjah
- Master of Business Administration in Finance and Operations from University of Pennsylvania

Tenure as Company Board Member from First Election
- From 4 November 2021 to date
- Re-elected on 22 October 2024

Membership and Designations in any Other Joint Stock Companies
- Director - Technology at Mubadala Investment Company
- Board Member, Acumatica



Farah Abdulla Mohamed Ali Al Mazrui

Independent non-executive member

Experience
- 16+ yrs

Qualifications
- Bachelor's Degree in Economics from Queen Mary University of London
- Master's Degree in Risk Management and Financial Engineering from Imperial College London

Tenure as Company Board Member from First Election
- From 4 November 2021 to date
- Re-elected on 22 October 2024

Membership and Designations in any Other Joint Stock Companies
- Member of the Board of Directors of Etihad Aviation Group
- Member of the Board of Directors of RAK Ceramics
- Member of the Board of Directors of National Bank of Umm Al Quwain (NBQ)

Designations in any Other Supervisory, Government or Other Commercial Offices
- Chief Investment Officer Private Family Office



Nabeel Qadir

Independent non-executive member

Experience
- 23+ yrs

Qualifications
- Chartered Financial Analyst - CFA
- Bachelor of Administrative Studies York University, Canada

Tenure as Company Board Member from First Election
- From 4 November 2021 to date
- Re-elected on 22 October 2024

Membership and Designations in any Other Joint Stock Companies
- Member of the Board of Directors of Abu Dhabi Chemicals Derivatives Company RSC Ltd (TA'ZIZ)

Designations in any Other Supervisory, Government or Other Commercial Offices
- Senior Partner, Lunate

Representation of Women

The female representation on the Group's Board of Directors as of 31 December 2025 was 29%.

Board Remuneration

Remuneration Paid to BoD Members for 2024

The remuneration of Board members is determined as per Article 29.8 of EMSTEEL's Articles of Association which sets out that the remuneration of the Chairman, and the Board members, shall be a percentage of the net profits that shall not exceed 10% of the net profits of EMSTEEL Group for the concerned financial year. Additional amounts can be paid as expenses, fees, additional remuneration or a monthly salary in amounts determined by the BoD for any of its members if such member is also a member of any of the Board Committees or exerts any special efforts or carries out any additional work for the benefit of EMSTEEL Group that is in addition to his/her normal duties as a member of the Board of Directors. No allowance shall be paid to the Chairman or any member of the Board of Directors for attending board meetings.

The Annual General Assembly at its meeting held on 22 April 2025 approved a total remuneration for the board and its committees in an amount of AED 4,875,000 for the year ended 31 December 2024.

Proposed Remuneration for BoD in 2025

The Board is scheduled to meet on 11 March 2026 where the remuneration fees for the Board and Board Committees' members will be discussed for the year ending 31 December 2025 and duly presented for the approval of the shareholders of EMSTEEL Group at the Annual General Assembly meeting.

Allowance for Attending Meetings of the Committees

The details of allowances for attending the meetings of the Board Committees that took place during 2025 are set out below:

Name of Committee	Allowance (AED)	Number of meetings
Audit and Risk Committee	200,000	6
Nomination and Rewards Committee	190,000	6
Strategic Investment Committee	330,000	6
Environment, Social and Governance Committee	165,000	5

Details of Additional Allowances, Salaries, or Fees Paid to the Board of Directors

There are no additional allowances, salaries or fees paid to the Board members other than the allowance for attending Board and board committees' meetings.

Board of Directors' Meetings

#	Meeting Date	No. of Attendees	No. of Members Represented by Proxy	Names of Absent Members
1	11 February 2025	6	1	-
2	11 March 2025	7	-	-
3	13 May 2025	7	-	-
4	29 July 2025	7	-	-
5	11 November 2025	7	-	-

Board Resolutions by Circulation

Eight (8) Board resolutions were passed by circulation during the financial year of 2025 as set out below:

Date	Details of the resolutions
27 January 2025	Revised Bank Mandate
18 April 2025	Early retirement of Emirates Steel CEO
23 September 2025	Concession agreement to develop captive solar project to generate renewable electricity
30 September 2025	Agreement for the Sale and Purchase of Natural Gas to Emirates Steel for the operation of its facilities in ICAD-1 and ICAD-2
24 October 2025	Award the Contract of technology and equipment supply and the CAPEX commitment for the Sprint-2 in ICAD-1 project
20 November 2025	ESI entering the amendment of the Contract for Affreightment for Ocean Transportation of Bulk Iron Ore
21 November 2025	Anabeeb SPA Approval and Execution of Transaction Documents and Arbitration Procedures
08 December 2025	EMSTEEL Organization structure

4. Committees of the Board of Directors and Insider Trading Supervision Committee

Audit and Risk Committee (ARC)

Acknowledgment

Abdulaziz Abdulla Ismail Mohamed Al Hajri, the Chairman of the Audit and Risk Committee, acknowledges his responsibility for the ARC's role and mandate within the corporate governance structure of EMSTEEL Group and for the review of efficiency of the Committee's operations.

Members of the Audit and Risk Committee

The current Audit and Risk Committee was reformed on 28 October 2024. The Audit and Risk Committee currently comprises the following three (3) members who are all independent and non-executive Board members:

1. Abdulaziz Abdulla Ismail Mohamed Al Hajri - Chairman
2. Fatima Abdulla Mohamed Sharif Abdulla Al Fahim - Member
3. Nabeel Qadir - Member

Meetings of the Audit and Risk Committee

During 2025, the Audit and Risk Committee convened seven (6) meetings, as set out below:

Name	6 Feb 25	7 Mar 25	2 May 25	25 Jul 25	5 Nov 25	25 Nov 25	Attendance
Abdulaziz Abdulla Ismail Mohamed Al Hajri	●	●	●	●	●	●	6/6
Fatima Abdulla Mohamed Sharif Abdulla Al Fahim	●	●	●	●	-	●	5/6
Nabeel Qadir	●	●	-	●	●	●	5/6

Key Responsibilities

The roles and responsibilities of the Audit and Risk Committee are defined in its Charter which is approved by the Board of Directors. The Charter defines the roles and responsibilities of the Audit and Risk Committee in terms of:

- Review of financial statements.
- Internal controls, governance and Risk Management Framework.
- Reports from external agencies including Government.
- Compliance, whistleblowing and fraud.
- Internal Audit.
- External auditor.
- Risk management.
- Self-evaluation of the Committee's performance on an annual basis.

Reporting to the Board of Directors.

Annual Audit Committee Report

Significant matters considered in relation to the financial statements

Key Audit Matters (KAMs) are those matters that, in the auditor's professional judgment, were of significant importance in the finalization of the financial statements. These matters were discussed in detail during the quarterly ARC meetings, involving both management and external auditors, ensuring that they were appropriately addressed. For further details, please refer to the Independent Auditors report in the Financial Statements for 2025.

Independence and effectiveness in approach for the appointment and reappointment of external auditors and tenure of the current audit firm

The appointment and reappointment of the external auditor is conducted in compliance with regulatory guidelines and best practices. The ARC evaluated reappointment based on their expertise, experience, industry knowledge, and compliance requirements. A recommendation was made to the Board of Directors and shareholders for final approval at the General Assembly meeting based on a techno-commercial assessment, considering independence aspects.

The ARC also monitors the length of tenure of the external auditor, to ensure compliance with mandatory auditor rotation requirements, and maintains transparency in the selection process. The Company's external audit services are currently provided by Ernst & Young, which has been engaged since 30 June 2024 and has been reappointed for the year ending 31 December 2025.

Committee's recommendation regarding the appointment, reappointment, or dismissal of the external auditor

It was emphasized that the evaluation was conducted in accordance with the Statutory Auditors Appointment Rules issued by the Abu Dhabi Accountability Authority. Following this, the ARC endorsed the reappointment of Ernst & Young as the Company's auditors for the year 2025.

Independence of the external auditor when providing non-audit services to the Company

External auditors are required to confirm their independence annually through a formal declaration. Further, the ARC regularly reviews the nature and extent of non-audit services provided by the external auditor. For details on non-audit services provided by auditors, please refer to section 8 of this Annual Corporate Governance Report 2025.

Internal control and risk management

Internal Audit: The Annual Audit Plan for the Company has been developed based on the risk assessment conducted by the Internal Audit (IA) team and approved by the ARC. Significant findings from relevant reports are presented to the ARC on a quarterly basis to keep them informed and seek their guidance on enhancing control measures.

Compliance: The Audit and Risk Committee (ARC) actively oversee the organization's compliance processes to ensure adherence to regulatory requirements, internal policies, and industry best practices. Any compliance gaps identified through audits, regulatory inspections, or monitoring mechanisms are promptly addressed through targeted remediation action plans. The key initiatives and achievements pertaining for year 2025 are:

- The Compliance Policy, Whistleblowing Policy, Conflict of Interest, Related Party Policy, Anti-Bribery & Corruption Policy, Sanctions and Export Control Policy have been reviewed and updated to ensure alignment with current regulatory requirements, industry best practices, and organizational objectives. EMSTEEL maintains proactive measures to manage fraud risks, supported by established policies, monitoring mechanisms, and periodic reviews to ensure alignment with regulatory requirements and leading governance practices. This comprehensive review process included an assessment of existing controls, the identification of gaps, and the implementation of necessary enhancements to strengthen the overall ethics and compliance framework.
- The Ethics and Compliance Function has developed comprehensive Ethics and Compliance Awareness and an annual Training Plan for 2026.
- The Ethics and Compliance Function actively conducts trade sanction screening on counterparties as an integral part of the vendor and customer onboarding process, ensuring compliance with regulatory requirements and mitigating risks.
- The Ethics and Compliance Function conducts investigations and reports on the findings of whistleblowing cases that are being reported through the dedicated whistleblowing channels, and which are being investigated and concluded as per the Group Compliance policies and procedures, including Whistleblowing Policy, Investigation Manual, and the Compliance Policy.

Risk Management: The ARC proactively oversees the identification, assessment, and mitigation of potential enterprise risks that may impact the achievement of organization's objectives. Regular risk reviews and scenario analysis exercises are conducted to enhance resilience, anticipate emerging threats and ensure the organization remains adequately prepared. The key Risk and Business Continuity Management activities for year ending on 31 December 2025 are:

- Review of the revised Risk Policy to ensure alignment of risk and business continuity activities with Group's objectives and strategy. The process included a detailed evaluation of existing risk management landscape, processes, identification of areas for improvement, and implementation of necessary enhancements to reinforce risk mitigation strategies.
- The Risk and Business Continuity Function has successfully completed its planned annual activities for 2025, including a comprehensive review of the key risks. Structured plans and periodic reviews are maintained to support the continuity of critical operations and strengthen the Group's resilience in line with regulatory requirements and best practices.

Review of Internal Audit reports with medium and high risks and corrective action plans to address substantial deficiencies in risk management and internal control systems

The ARC reviewed the findings, recommendations and action plans agreed by management in response to matters raised by Internal Audit related to the audit reports issued in 2025 in accordance with the Internal Audit Plan as approved by the ARC. A total of 11 reports were issued during the year with 132 High, and 115 Medium 49 Low agreed action plans.

Corrective Action plans

The ARC also received and reviewed the follow-ups relating to the actions agreed in response to Internal Audit reports issued during the period of Jan-2023 to Dec 2025. 342 agreed actions including 82 identified to be of High Significance were closed during 2025. The overall closure

rate for the referred period is 92%. Risk management is proactively identifying potential areas for improvement and continuously enhancing risk management practices.

Review of related party transactions

The ARC had reviewed related party transactions presented; no significant conflicts of interest were identified.

Nomination and Rewards Committee (NRC)

Acknowledgment

Ahmed Ali Mohamed Ali Al Shamsi, the Chairman of the Nominations and Rewards Committee, acknowledges his responsibility for the NRC's role and mandate within the corporate governance structure of EMSTEEL Group and for the review of efficiency of Committee's operations.

Members of the Nominations and Remuneration Committee

The current Nomination and Rewards Committee was reformed on 28 October 2024. The Nomination and Rewards Committee currently comprises the following three (3) members who are all independent and non-executive Board members:

1. Ahmed Ali Mohamed Ali Al Shamsi - Chairman
2. Farah Abdulla Mohamed Ali Almazrui - Member
3. Fatima Abdulla Mohamed Sharif Abdulla Al Fahim - Member

Meetings of the Nomination and Rewards Committee

During 2025, the Nomination and Rewards Committee convened 6 meetings/interviews as set out below:

Name	3 Mar 25	6 Mar 25	3 Oct 25	7 Nov 25	21 Nov 25 (Interview)	Attendance
Ahmed Ali Mohamed Ali Al Shamsi	●	●	●	●	●	6/6
Farah Abdulla Mohamed Ali Al Mazrui	●	●	●	●	●	5/6
Fatima Abdulla Mohamed Sharif Abdulla Al Fahim	●	●	●	●	●	6/6

Key Responsibilities

The roles and responsibilities of the Nomination and Rewards Committee are defined in its Charter which is approved by the Board of Directors. The Charter defines the roles and responsibilities of the NRC Committee in terms of:

- Nomination of membership of the BoD and executive management.
- Formulation and annual review of EMSTEEL policy on granting rewards/remuneration, benefits, incentives and salaries for Board Members and employees and make recommendations regarding the general compensation philosophy for EMSTEEL Group, as well as the budget for annual incentives to be awarded.
- Annual performance evaluation of the BoD and Board Committees.
- Verification of independence of Board Members.
- Development and awareness/induction programs for BoD members.
- Review of the performance measurement framework for EMSTEEL Group and its Business Units, reviewing/endorsing the Group's scorecard results, and determining targets for performance-related compensation schemes.
- Endorsement and overseeing the implementation of the Group's People Policy, as well as endorsing changes in People Policy and high-level organizational structure.
- Self-evaluation of the Board Committee's performance on an annual basis.
- Reporting and updating the Board on significant Board Committees' activities.

Strategic Investment Committee (SIC)

Acknowledgement

Nabeel Qadir, the Chairman of the Strategic Investment Committee, acknowledges his responsibility for the SIC's role and mandate within the governance structure of EMSTEEL Group and for the review of efficiency of Committee's operations.

Members of the Strategic Investment Committee

The current Strategic Investment Committee was reformed on 28 October 2024. The Strategic Investment Committee currently comprises the following five (5) members:

1. Nabeel Qadir - Chairman
2. Abdulaziz Abdulla Ismail Mohamed Al Hajri - Member
3. Ahmed Ali Mohamed Ali Al Shamsi - Member
4. Farah Abdullah Mohamed Ali Al Mazrui - Member
5. Sami Najati - Member

Meetings of the Strategic Investment Committee

During 2025, the Strategic Investment Committee convened 6 meetings as set out below:

Name	28 Jan 25	7 Feb 25	2 May 25	16 Jul 25	8 Oct 25	26 Nov 25	Total Participation
Nabeel Qadir	●	●	●	●	●	●	6/6
Abdulaziz Abdulla Ismail Mohamed Al Hajri	●	●	●	●	●	●	6/6
Ahmed Ali Mohamed Ali Al Shamsi	●	●	●	●	●	●	6/6
Farah Abdulla Mohamed Ali Al Mazrui	●	●	●	●	●	●	6/6
Sami Najati	●	●	●	●	●	●	6/6

Key Responsibilities

The roles and responsibilities of the Strategic Investment Committee are defined in its Charter which is approved by the Board of Directors. The Charter defines amongst other things:

- Endorsing the corporate strategy, medium- and long-term business plans including the 5-year business plan.
- Endorsing annual plan and budget and amendments thereto (including assumptions).
- Endorsing project feasibility studies and budgets.
- Endorsing the changes in capital structure - incremental bank/credit facilities and guarantees, issue of shares and issue of bonds/sukuk.
- Investment protocols (investment in equity or debt instruments, derivatives, associates, REIT and others).
- Self-evaluation of the Committee's performance on an annual basis.

The SIC Charter, as approved by the Board of Directors, outlines the scope of the SIC's activities by detailing its roles and responsibilities pertaining to investment activities across 3 main categories: organic growth investments, inorganic growth investments, and treasury investments. The SIC is not a permanent Board Committee and is to be convened on a 'need to have' basis at the discretion of the Board.

Environment, Social & Governance Committee

Acknowledgement

Fatima Abdalla Mohamed Sharif Abdulla Al Fahim, the Chairperson of the Environment, Social & Governance Committee, acknowledges her responsibility for the ESG Committee's role and mandate within the corporate governance structure of EMSTEEL Group and for the review of efficiency of Committee's operations.

Members of the Environment, Social & Governance Committee

The current ESG Committee (ESGC) was reformed on 28 October 2024. The ESG Committee currently comprises the following three (3) members:

1. Fatima Abdalla Mohamed Sharif Abdulla Al Fahim - Chairperson
2. Abdulaziz Abdulla Ismail Mohamed Al Hajri - Member
3. Majid Al Zarooni - Member

Meetings of the Environment, Social & Governance Committee during 2025

During 2025, the ESG convened 5 meetings as set out below:

Name	28 Feb 25	30 Apr 25	28 Jul 25	03 Nov 25	10 Dec 25	Attendance
Fatima Abdulla Mohamed Sharif Abdulla Al Fahim	●	●	●	●	●	5/5
Abdulaziz Abdulla Ismail Mohamed Al Hajri	●	●	●	●	●	5/5
Majid Al Zarooni	●	-	●	●	●	4/5

Key Responsibilities

The ESG Committee has been formed by the Board of Directors to assist in overseeing EMSTEEL Group's programs, policies, and practices related to ESG, health and safety, sustainability, and corporate social responsibility (CSR). The ESG Committee ensures these matters align with EMSTEEL's mission and vision, addressing issues such as climate change impacts, energy conservation, biodiversity, human rights, diversity, responsible sourcing, and more. The Committee's responsibilities include:

- Reviewing and recommending ESG and sustainability policies and practices.
- Monitoring key political and regulatory trends related to ESG.
- Providing oversight on ESG and CSR strategies and their implementation, including climate change mitigation, resource conservation, and biodiversity.
- Assessing performance on ESG-related metrics, including diversity, equity, inclusion, and responsible sourcing.
- Overseeing environmental, health, and safety performance.
- Reviewing significant ESG-related incidents or litigation.
- Reviewing ESG-related disclosures and sustainability reports.
- Supporting communication and engagement with stakeholders on ESG and sustainability matters.
- Approve annual Decarbonization and CSR budget as it pertains to ESG matters.
- Ensuring management allocates sufficient resources to achieve ESG goals.
- Self-evaluation of the Committee's performance on an annual basis.
- Other material ESG topics.

The ESGC Charter, as approved by the Board of Directors, outlines the scope of the ESG Committee's activities by detailing its roles and responsibilities pertaining to ESG activities. The ESG Committee is not a permanent Board Committee and is to be convened on a 'need to have' basis at the discretion of the Board.

Insider Trading Supervision Committee (ITSC)

Acknowledgment

Mark Tonkens, the Chairman of the Insider Trading Supervision Committee, acknowledges his responsibility for the ITSC's role and mandate within the corporate governance structure of EMSTEEL Group and for review of efficiency of Committee's operations.

Members of the committee tasked with monitoring and supervising transactions of stakeholders

The Insider Trading Supervision Committee is a management committee and currently comprises the following three (3) members:

1. Mark Tonkens - (Group Chief Financial Officer) Chairman
2. Kartikeyay Nath - (Group Head of Internal Audit) Member
3. Gleb Diachkov - Gertcev (Director Investor Relations) Member and Secretary

Meetings of the Insider Trading Supervision Committee

Please see below a summary of the activities undertaken during 2025.

During 2025, the Insider Trading Supervision Committee duly performed all of its responsibilities, as outlined under "Key Responsibilities" below, and convened 3 meetings as set out below:

Name	26 May 25	2 Jul 25	29 Oct 25	Attendance
Mark Tonkens	●	●	●	3/3
Kartikeyay Nath	●	●	●	3/3
Zhanara Bateson[1]	●	-	-	1/1
Gleb Diachkov-Gertcev	●	●	●	3/3

Key Responsibilities

The ITSC is responsible for establishing, publishing and enforcing effective procedures applicable to the purchase and sale of EMSTEEL's securities by insiders, designed not only to prevent improper trading, but also to avoid any question of the propriety of insider purchases or sales. The ITSC shall undertake the following roles and responsibilities:

- Preserve the reputation and integrity of EMSTEEL Group as well as that of all persons affiliated with EMSTEEL Group.
- Ensure no person with material, non-public information about EMSTEEL Group can purchase or sell any of EMSTEEL's securities.
- Maintain and monitor the Insiders' Register on a quarterly basis (i.e., an updated list of insiders/covered persons and their owned securities, investor numbers (if available), undertakings, pre-clearance of trade).
- Provide an updated list of insiders/covered persons to relevant authorities at the beginning of the fiscal year and whenever amendments are made.
- Review changes to the applicable laws frequently and update the Insider Trading Policy accordingly.
- Establish a pre-clearance procedure of all trades by all officers, directors and certain employees to protect employees from insider trading liability.
- Define trading blackout periods during which employees trading is prohibited (especially during announcements of financial results or transaction-based events, such as a merger).
- Communicate the requirements of Insider Trading Policy (if applicable) to all employees regularly and conduct routine trainings.
- Define the non-compliance consequences for violating Insider Trading Policy (i.e., disciplinary action up to termination of employment, relationship or lawsuit).

[1] Served as member of ITSC Committee until May 2025.

5. Board Duties and Mandates Performed by Board Members or Management

There were no special tasks delegated to any of the Board members or executive management during 2025, other than those delegated in the normal course of business.

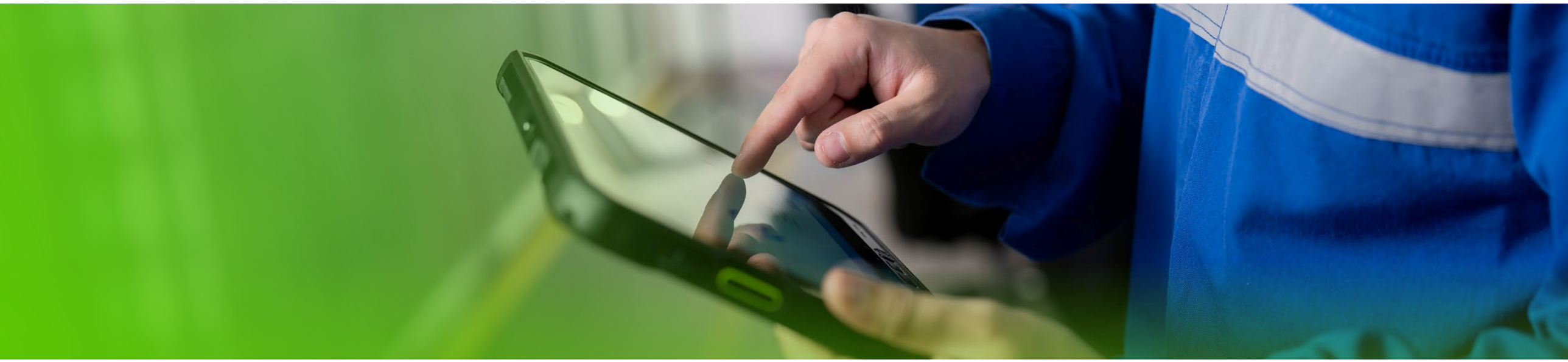
6. Review of Transactions with Related Parties

Related party transactions were presented to the ARC by the Group Chief Financial Officer (GCFO). GCFO confirmed that proper internal controls over financial reporting are established to ensure completeness and compliance. Related party transactions and the associated controls have been audited by the external Audit provider.

Related Parties Transactions

Statement of Related Party	Nature of relationship	Type of Transaction	Value of Transaction (AED)
INTERCOMPANY TRANSACTIONS			
Abu Dhabi Distribution Company PJSC	Sister Company	Electricity and water expenses	585,726,595
Abu Dhabi Ports Company PJSC	Sister Company	Clearance and export charges	12,581,772
Abu Dhabi Marine Services Safeen LLC (ADPMS)	Sister Company	Trans-shipment charges	97,472,536
Zones Corp Infrastructure Fund	Sister Company	Purchase - natural gas and rent	58,950,041
General Holding Corporation PJSC ("SENAAT")	Parent Company	Transfer of natural gas pipeline	202,865,415[1]
Al Ain Foods & Beverages PJSC	Sister Company	Drinking water	557,822
Contango Management Consultancy LLC ICP	Sister Company	Consultancy fees	23,931,505
TRANSACTIONS WITH RELATED PARTIES			
Abu Dhabi National Oil Company	Under common control	Purchase - natural gas	566,831,461
National Health Insurance Company PJSC (Daman)	Under common control	Medical insurance cost	36,500,032
Abu Dhabi National Oil Company	Under common control	Transfer of natural gas pipelines	278,854,508[2]
Abu Dhabi Retirement and Pension Fund (UCC)	Under common control	Pension contribution	27,359,735
Abu Dhabi National Exhibitions Company PJSC (ADNEC)	Under common control	Exhibitions	975,792

[1] This transaction pertains to transfer of gas pipeline from "SENAAT" to EMSTEEL.
[2] This transaction pertains to transfer of gas pipelines from EMSTEEL to Abu Dhabi National Oil Company.



7. Assessment of the Board of Directors

Annual Assessment of the Performance of the Board of Directors, its Members and Committees

The Nomination and Rewards Committee has successfully completed the annual performance assessment of the Board, its members and its Committees for the year 2025. The comprehensive review process was designed to evaluate the effectiveness of governance practices, adherence to strategic objectives, and the overall contribution of the Board and its members.

The assessment identified several areas of strength, while also highlighting opportunities for further enhancement to ensure continued excellence in governance and oversight. These insights will inform targeted initiatives to strengthen the Board and its Committees' performance, foster greater engagement, and align with the Group's long-term strategic goals.

Assessment of the BoD by an Independent Professional Entity

An evaluation of the performance of the Board, its members, and its committees conducted by an independent professional entity is performed once every three years. Last assessment of the Board of Directors has been performed during 2024. There was no assessment by independent external party in 2025.

8. Organizational Structure and Executive Management

Organisation Chart[1]

The Internal Audit reports directly to the Board for independent oversight and avoidance of conflict.



[1] This Organisation Chart was implemented on the 21st June 2023 and was valid as of 31st December 2025.

Senior Executive Management and Remuneration

#	Name	Designation	Nationality	Joining Date	Total Salaries and Allowances Paid for 2025 (AED)	Total Bonuses Paid in 2025 (AED)
1	Saeed Ghumran Saeed Salem Al Remeithi	Group Chief Executive Officer	UAE National	7 Jan 2001	**3,314,800**	**3,221,907**
2	Hassan Salim Rawhi Sha'sha'a	Group Chief Projects Officer	Jordan	1 Aug 2007	**1,896,000**	**379,688**
3	Vladimir Arshinov	Group Chief Technology Officer	Slovenia	18 Apr 2023	**1,654,304**	**309,572**
4	Hugo Losada	Chief Executive Officer - Building Materials	Spain	2 Oct 2023	**1,771,200**	**708,750**
5	Mark Tonkens	Group Chief Financial Officer	Netherlands	2 Sep 2024	**2,100,000**	**123,740**

All values are actual cash paid in the year 2025 excluding gratuity, employer contribution to pension, and medical and life insurance for continuing senior executives. There are no any other cash/in-kind bonus paid in 2025.



9. External Auditor

About the External Auditor

Ernst & Young (EY) MENA has been operating in the region since 1923. The headquarters of EY are in London, United Kingdom. It employs more than 395,000 professionals in over 700 offices in more than 150 countries. They provide global services in four main areas: Assurance, Consulting, Tax and Strategy & Transactions. During 2025, the external auditor did not provide any services other than reviewing the quarterly financial statements of the Group, auditing the Group consolidated financial statements for year end and providing assurance report on internal controls over financial reporting.

Fees of the Audit or the Services Provided by the External Auditor

Name of the firm	Ernst & Young Middle East
Audit Engagement Partner Name	Ahsan Shahzad
Number of years lapsed as Group's external auditor	2 years
Number of years lapsed for auditing of the Group accounts by the same audit partner	1 year
Total audit fees including quarterly review fees for 2025	AED 1,107,500
Fees and costs of other special services other than auditing financial statements for 2025	AED 257,000
Details and nature of other rendered services	A report on the effectiveness of the Internal Control Systems for the preparation of financial statements in accordance with the requirements of the Abu Dhabi Accountability Authority, at a cost of AED 257,000
Statement of other services provided by another external auditor other than the Group's external auditor during 2025	None

Qualifications that the Group's Auditor Included in the Interim and Annual Financial Statements

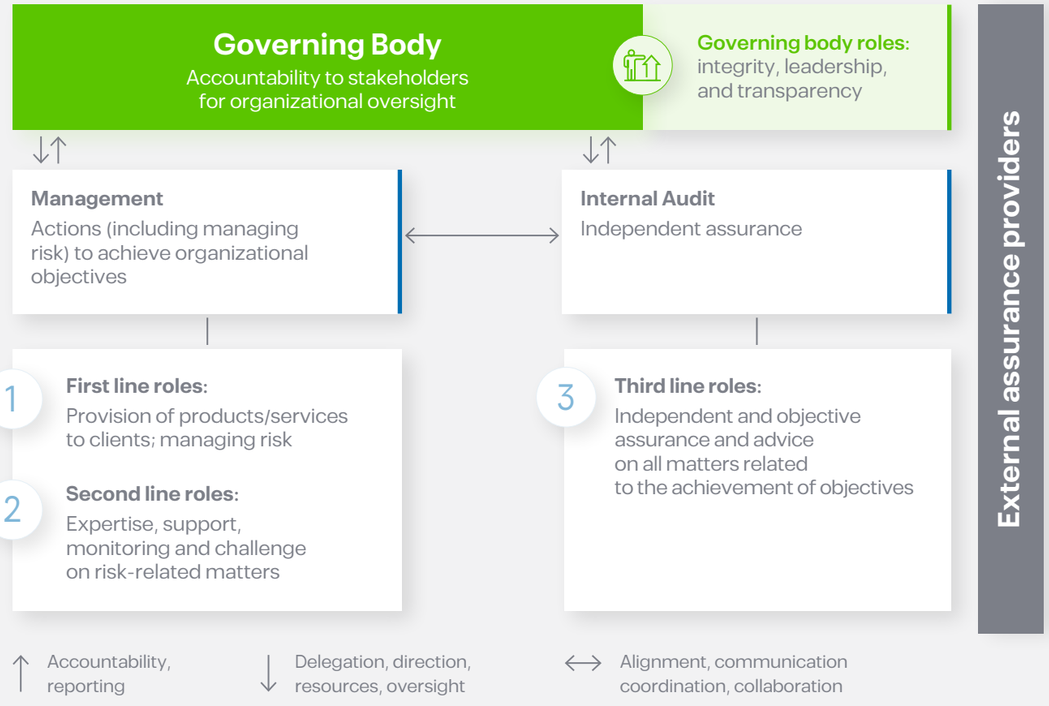
- Q1, 2025: There are no qualifications included in the auditor's review report on the Group's interim consolidated financial statements for the first quarter of 2025
- Q2, 2025: There are no qualifications included in the auditor's review report on the Group's interim consolidated financial statements for the second quarter of 2025.
- Q3, 2025: There are no qualifications included in the auditor's review report on the Group's interim consolidated financial statements for the third quarter of 2025.
- 2025 Annual Report: The auditor's report for 2025 has been issued with a clean opinion.

10. Internal Control Systems

Acknowledgment

The Group's Internal Control System is designed to support the Board of Directors and management to achieve the Group's business goals and contribute to protecting shareholders' investments and the Group's assets. The objective of the Group's Internal Control Framework is to ensure that internal controls are established, policies and procedures are properly documented, maintained, and adhered to, and are incorporated by the Group within its normal management and governance processes. It also acknowledges that this system is designed to reduce the risks of failure to achieve the Group's business goals and not eliminate them permanently and thus provides reasonable and not absolute assurance of the error of financial statements or serious losses. The Group has also established formal procedures whereby the main risks faced by the Group are continuously identified and managed with an estimate of their potential impact. The Board of Directors acknowledges its responsibility for the Internal Control System, its independence in the Group, and its review and effectiveness.

Complementing the Internal Control System, EMSTEEL's risk management and governance framework, is reinforced by the Three Lines of Defense model, adopted from the Institute of Internal Auditors. This model serves as a fundamental pillar in ensuring robust oversight, accountability, and effective risk management. The first line of defense comprises operational management, responsible for identifying, assessing, and managing risks within their day-to-day activities. The second line of defense includes risk management and compliance functions, which provide oversight, guidance, and support to ensure risks are managed in alignment with EMSTEEL's policies and regulatory requirements. The third line of defense is the internal audit function, which independently evaluates the effectiveness of the first and second lines, providing assurance to the Board and senior management on the adequacy of risk management, control, and governance processes. Together, these three lines work cohesively to safeguard EMSTEEL's objectives, enhance decision-making, and ensure compliance with legal and regulatory standards, thereby strengthening our overall corporate governance framework.



Group Head of Internal Audit

Kartikeya Y Nath has been appointed as the Group Head of Internal Audit, effective October 2024, following the authority granted to the Audit and Risk Committee by the Board of Directors. Prior to this role, he served as the Head of Global Internal Audit and Chief Risk Officer for major steel manufacturing companies with a global presence. Kartikeya Y Nath has over two decades of professional experience with Big 4 consulting firms and steel manufacturing companies. Throughout his career, he has gained extensive expertise in various areas, including internal audits, internal controls, risk management, corporate governance, IFRS, financial reporting, assurance, transaction services, corporate finance, regulatory compliance, financial advisory, investigations, policy development, and management audits and consulting. His experience spans a broad range of industries. In addition to being a qualified Chartered Accountant of India (CA), Kartikeya Y Nath holds a Bachelor of Law (LLB) and a Bachelor of Commerce (B. Com) degree.

Ethics and Compliance Officer

Atif Waheed was appointed as Compliance Officer of the Company, a position he has held since 1 November 2022. He is an Associate Member of the Institute of Chartered Accountants in England and Wales (ICAEW) and a Fellow Member of the Association of Chartered Certified Accountants (ACCA). He has more than 15 years of experience in the field of audit, risk, and compliance.

Dealing with Important Problems / Issues

Internal Audit

The Internal Audit department provides independent assurance and consulting services using a disciplined systematic approach to improve the effectiveness of risk management, internal control and governance processes across the Group's operations. It also aims to assist management in achieving its goals by making the necessary effort to positively improve the efficiency and effectiveness of operations. The Internal Audit department abides by the rules and regulations that define its work and exercises independence that enables it to perform its duties and work in accordance with the relevant requirements of the Authority Board Resolution number (03/RM) of 2020 and any subsequent amendments thereto.

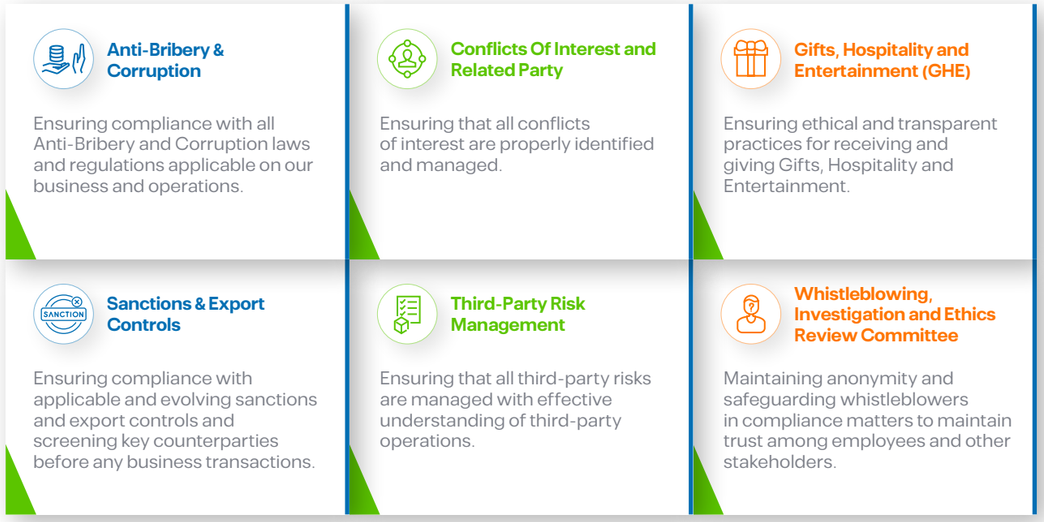
The scope and frequency of audits depend on several factors, including, for example: the results of previous years' audits, the results of the business risk assessment related to the various activities in the Group, the materiality, the efficiency of the Internal Control Systems, and the resources available to implement internal audits. The Internal Audit department works in accordance with the directives of the Audit and Risk Committee, and the ARC plays a fundamental role in matters related to auditing and governance through review, approval of the risk-based annual audit plan and the participation of the Chairman, the Board of Directors and executive management in discussing the audit results. On the administrative side, the Group Head of Internal Audit reports to the Group CEO.

Ethics and Compliance

The Ethics and Compliance function is responsible for overseeing and monitoring EMSTEEL Group's and its employees with the applicable laws, regulations, statutory requirements, resolutions, policies and procedures, and business rules, through effective coordination with relevant internal and external stakeholders. The Ethics and Compliance function has a direct reporting line to the Audit and Risk Committee. The Ethics and Compliance function is responsible for:

- Reviewing employees' compliance with the Code of Business Conduct.
- Assessing the adequacy and appropriateness of practices and procedures to ensure compliance with applicable laws, regulations, and resolutions.
- Reviewing and evaluating the effectiveness of the Ethics and Compliance System, including inclusion and disclosure obligations and other legal and regulatory requirements relevant to the Group's activities.
- Developing, implementing and periodically updating key compliance procedures, including those related to Anti Money Laundering (AML) and sanctions screening of key counterparties.

The Group has developed a comprehensive Ethics and Compliance process to monitor and manage key compliance risks associated with our dynamic business environment. The Ethics and Compliance team ensures that the process is adequately designed and adapted to our business and operational needs. Below are the key areas of the Framework with details in the following respective sections:



Cybersecurity and data protection are integral components of the governance and risk management framework of EMSTEEL. The Group maintains structured controls and proactive monitoring mechanisms to safeguard its information assets, ensure data confidentiality, integrity, and availability, and mitigate evolving cyber threats. These measures are supported by established policies, awareness initiatives, and periodic assessments to ensure ongoing alignment with applicable regulatory requirements and recognized best practices.

Risk Management

EMSTEEL Group has established and implemented an effective Risk Management Policy that supports the achievement of its corporate objectives by systematically identifying, assessing and managing risks across the Group. Risk Management deals with understanding, documenting, and managing the Group's risk exposure and taking mitigation measures, where necessary, to ensure that the risks are contained to acceptable levels consistent with the Group's Risk Appetite. Risk Management is a critical function within EMSTEEL Group. The Risk Management (RM) section has been established to facilitate the implementation of the Risk Management Policy and processes that are applicable to all business lines, departments, contractors and sections. It is also applicable for strategic and corporate governance activities that are undertaken by Executive Management. The Board of Directors (BoD) has an oversight responsibility pertaining to the Group's Risk Management Policy and have approved the Risk Policy. The BoD provides the necessary direction and support to ensure that robust and effective risk management practices are embedded in the culture of EMSTEEL Group. The Audit and Risk Committee oversees the risk management section with the risk function maintaining a direct reporting line to the Audit and Risk Committee and an operational reporting line to the Group General Counsel.

Reports Issued by the Internal Audit Department to the Group's Board of Directors

During 2025, reports related to 11 engagements were issued by the Internal Audit department based on the Group Internal Audit Plans approved by the Audit and Risk Committee

11. Violations During 2025

EMSTEEL Group ensures compliance with applicable laws, resolutions and regulations. During the year 2025, the Group was not subject to any sanctions, limitations, or violations whether from the Securities and Commodities Authority (SCA) or any other UAE regulatory authority.

12. Community Support & Environmental Contributions

Below is a statement of monetary and in-kind contributions made by the Group during 2025. These initiatives reflect EMSTEEL Group's continued commitment to environmental stewardship, community wellbeing, employee welfare, and sustainable development. Throughout the year, EMSTEEL Group implemented a diverse portfolio of Corporate Social Responsibility (CSR) initiatives across community support, environmental protection, health, education, and biodiversity.

During 2025, EMSTEEL Group's CSR programs directly benefited **112,685 individuals**, with a total monetary and in-kind contribution of **AED 487,000**, supported by **137 employee volunteers**. These initiatives were delivered in collaboration with reputable government entities, non-profit organizations, and strategic partners, ensuring meaningful and measurable social impact aligned with national priorities and ESG best practices.

- In February, as part of its Ramadan initiatives, EMSTEEL Group collaborated with the Emirates Red Crescent to deliver the "We Give You a Smile" food box campaign. Essential food packages were distributed to 300 underprivileged families, benefiting 1,500 individuals, at a total cost of AED 75,000, with the support of 12 volunteers.
- During Ramadan in March, EMSTEEL Group partnered with Al Eskan Al Jamae to sponsor the distribution of 20,000 Iftar meals in ICAD Residential City. This initiative supported 16,000 beneficiaries, incurred a cost of AED 60,000, and was supported by 8 volunteers.
- In March, EMSTEEL Group sponsored the construction of a shaded structure near the ICAD mosque, enhancing comfort and wellbeing for worshippers during peak summer temperatures. This worker-focused infrastructure initiative benefited approximately 65,000 individuals, with a project cost of AED 123,675 from 2024 budget, and the involvement of 6 volunteers.
- In March, as part of its Eid initiative, EMSTEEL Group partnered with the Emirates Red Crescent to deliver the sixth edition of "Keswat El Eid". Eid vouchers were distributed to 40 orphaned and underprivileged children, at a cost of AED 10,000, supported by 5 volunteers, enabling children to celebrate the Eid with joy.
- In April, EMSTEEL Group contributed to marine conservation through an in-kind donation supporting Project REEFrame's coral reef restoration initiative in Fujairah. Steel products unsuitable for conventional construction were repurposed to create artificial reef structures, enhancing marine biodiversity. The donation included 78.220 tons of steel, with an estimated value of AED 86,042, and the participation of 12 volunteers.

- In June and October, EMSTEEL Group organized multiple blood donation campaigns under the theme "Drop of Giving", in collaboration with SEHA. Campaigns were conducted at EMSTEEL Admin Building, Emirates Cement Factory in Al Ain, and EMSTEEL plants in Mussafah. Collectively, these campaigns engaged 103 blood donors, with the support of 15 volunteers, reinforcing EMSTEEL's commitment to public health and lifesaving initiatives.

- During the summer months, EMSTEEL Group implemented "Beat the Heat" campaign to promote worker wellbeing. Initiatives included Ice Cream Day at EMSTEEL sites and ICAD Residential Areas, as well as Juices Day across Mussafah and Al Ain. These activities benefited 5,000 workers, incurred a total cost of AED 22,000, and were supported by 27 volunteers, contributing to hydration, morale, and heat-stress mitigation.

- In October, EMSTEEL Group supported the ICAD Medical Camp in collaboration with Cleveland Clinic Abu Dhabi. The initiative included stroke awareness sessions, health check-ups, and the distribution of 4,000 meal boxes to laborers across ICAD and Mafraq camps. The campaign benefited 4,000 individuals and was supported by 7 volunteers.

- In November, EMSTEEL Group participated in the Environment Agency - Abu Dhabi clean-up campaign at Al Wathba Wetland Reserve as a member of the Green Business Network. 10 employee volunteers contributed to waste categorization and environmental monitoring using the Sahim application, supporting biodiversity protection and environmental research efforts.

- As part of its long-term environmental strategy, EMSTEEL Group became the Industrial Sustainable Partner of the Smart Digital Planting Platform under the Plant the Emirates initiative. This sponsorship, valued at AED 100,000, supports real-time monitoring of plantation growth and sustainability impact under the Green-Blue-Sustainable program. EMSTEEL will contribute to planting 3000 trees through this platform.

- In November, EMSTEEL Group continued its tree-planting efforts by completing the remaining phase of a previous planting campaign. Volunteers supported the planting of additional trees under the Plant the Emirates initiative in partnership with national entities, with the participation of 15 volunteers.

- In December, EMSTEEL Group hosted an educational site visit for Cranleigh Chemistry students and teachers, engaging 42 participants in learning about steel manufacturing, sustainability, safety, and innovation. The initiative was supported by 15 volunteers and reinforced EMSTEEL's alignment with ADQ, CARES, and ResponsibleSteel standards.

- Under its community development initiatives, EMSTEEL Group provided CSR-funded material cost support to the Delma Island construction project through a 50% discount on cement and blocks valued at AED 750,000. This long-term initiative benefited 8,000 community members, involved 5 volunteers, and supports sustainable infrastructure development through sales revenue deductions.

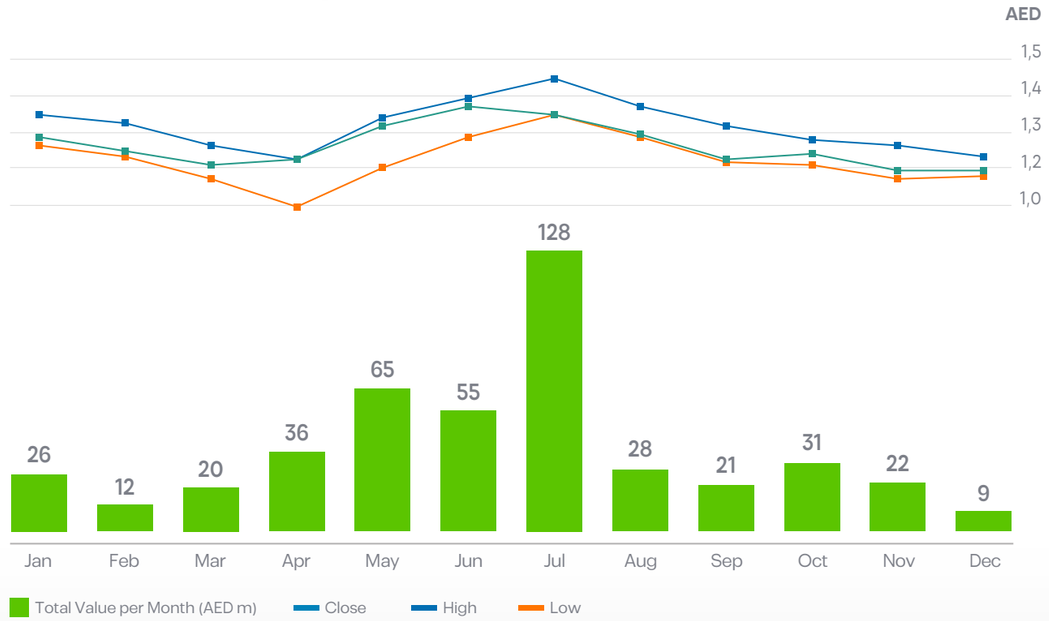
These contributions reflect EMSTEEL Group's structured and accountable approach to community investment, environmental protection, and sustainable value creation, aligned with national priorities and ESG commitments.

13. General Information

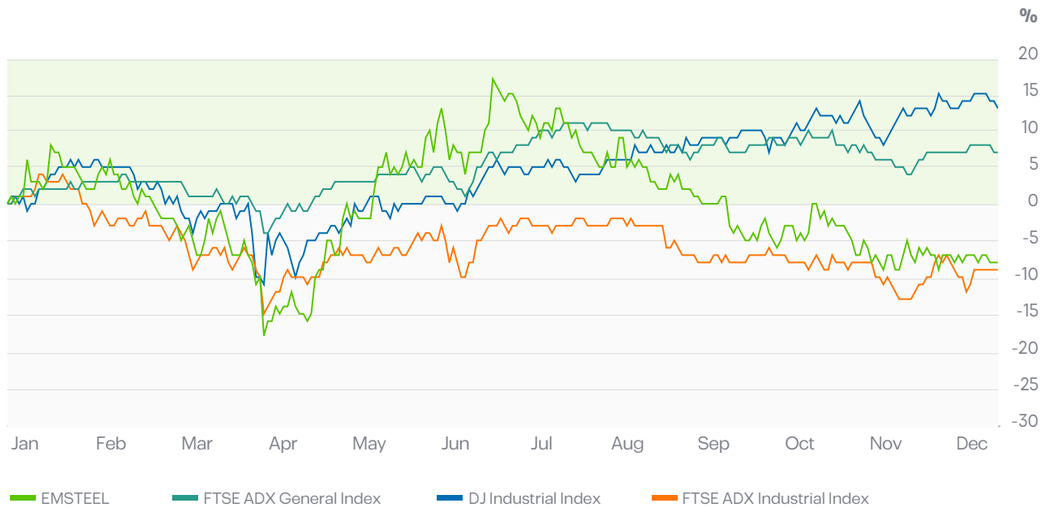
a. Monthly Share Price on the Market

Month	Close AED	High AED	Low AED	Total Value per Month (AED million)	Total Volume per Month (# of shares, million)
January	1.24	1.32	1.21	26	21
February	1.19	1.29	1.17	12	10
March	1.14	1.21	1.09	20	17
April	1.16	1.16	0.99	36	34
May	1.28	1.31	1.13	65	52
June	1.35	1.38	1.24	55	42
July	1.32	1.45	1.32	128	92
August	1.25	1.35	1.24	28	21
September	1.16	1.28	1.15	21	17
October	1.18	1.23	1.14	31	26
November	1.12	1.21	1.09	22	19
December	1.12	1.17	1.10	9	8

EMSTEEL Performance during 2025



b. Comparative Performance of Share to the General Market Index and a Relevant Industrial Index



c. Ownership Distribution of Shareholders on 31 December 2025

No.	Shareholder	% of Shares Held Individuals	Corporates	Government	Total
1	UAE	7.51%	3.10%	88.25%	98.86%
2	Arabs	0.27%	0.06%	-	0.33%
3	Foreigners	0.14%	0.67%	-	0.81%
	Total	**7.92%**	**3.83%**	**88.25%**	**100.00%**

d. Shareholders Holding 5% or More

No.	Shareholder	Quantity	Citizenship	%
1	General Holding Corporation PJSC ("SENAAT")	5,992,500,000	UAE	87.48

e. Shareholding Distribution According to the Volume of Shares

No.	Shareholding (shares)	No. of Shareholders	Shares Held	Held Shares Ratio to Total Capital
1	Less than 50,000	74,753	156,836,832	2.29%
2	From 50,000 to less than 500,000	435	63,704,703	0.93%
3	From 500,000 to less than 5,000,000	96	129,066,470	1.88%
4	More than 5,000,000	32	6,500,391,995	94.9%
	Total	**75,316**	**6,850,000,000**	**100%**

f. Investors Relations

Investor relations in-charge and contact details:

Gleb Diachkov-Gertcev is Director of Investor Relations. The Investor Relations department can be contacted via **ir@emsteel.com**

Investor relations web page on the Group's website:

A webpage designated for investors relation has been developed within the EMSTEEL's website, available via the link **https://www.emsteel.com/investor-relations/**. It is updated and maintained to keep abreast with international best practice including investor relations information and contact details together with all reports and presentations relating to EMSTEEL's financial results, General Assembly minutes, annual corporate governance reports and any other significant information of assistance to existing shareholders and potential investors.

g. Statement of Special Resolutions Proposed at General Assembly

No special resolutions were presented at the General Assembly convened during 2025.

h. Board Secretary

Name of Board's Secretary	Mahmoud El Gharabawy
Appointment Date	3rd March 2023
Qualification and Experience	Mahmoud is a Partner in the Corporate Commercial practice at Hadef & Partners' Abu Dhabi office. Mahmoud has over 18 years of experience in the legal field, during which he focuses mainly on corporate, commercial, capital markets, M&A and finance transactions. Mahmoud has extensive experience in corporate, merger and acquisitions and capital markets, including restructuring, IPOs, private placement, bonds/sukuk issuance, tender offers and right issues.
Job Description	Proposing the agenda of board meetings, organizing and recording the activities of board meetings and sub-committees. Provide sound and professional advice to the Chairman of the board on matters related to corporate governance. Ensure that the quorum of the board and its committees is achieved and that the related documents are distributed in a timely manner. Ensure effective management of all logistical arrangements related to the board's activities. Ensure accurate and effective records are kept of board decisions in compliance with legal requirements. Record the minutes of all meetings of the BoD, ensuring that all procedures have been duly observed, recording the time and place of the meeting, the names of the attendees or representatives at the meeting in the minutes and retain the original copies of the minutes at the Group's headquarters. Keeping the BoD and EMSTEEL Group executives fully informed of current and new legislative requirements. Prepare for the Annual General Meeting of shareholders. Follow up on board affairs (decision and requests), track and coordinate board requests between the board and management. Maintain strict confidentiality of all tasks performed. Perform all duties that may be required by law, EMSTEEL's Articles of Association or internal regulations, and any other matters which may be assigned to him from time to time by the BoD.

i. Major Events and Important Disclosures Encountered During 2025

No significant events and disclosures to report outside usual business activities.

j. Related Parties' Transactions that Exceeded 5% of Capital

Related parties' transactions that exceeded 5% of capital in 2025:
1. **Abu Dhabi Distribution Company PJSC** - AED 585,726,595 (6.37% of capital)
2. **Abu Dhabi National Oil Company** - AED 566,831,461 (6.16% of capital)

k. Emiratization Percentage in the Group

A comprehensive review of the Emiratization strategy for 2024 has been conducted to ensure alignment with best practices followed by Abu Dhabi Government entities, focusing on targeted nationalized positions. The Group's Emiratization approach has been refined with a methodology that prioritizes nationalized roles.

This strategic enhancement reflects a dedication to industry best practices, ensuring that Emiratization efforts contribute meaningfully to organizational goals and the wider sector. Below is the attained Emiratization figures based on the new approach:

Year	Emiratisation
2022	52%
2023	54%
2024	51.7%
2025	48.0%



I. Innovative Projects and Initiatives Undertaken

The management presented several initiatives that would add value to EMSTEEL Group's business that are under review and evaluation by the executive management and the Board of Directors. Selected initiatives are set out below:

2025 Initiative	Impact Category	Description	Benefits	Status
Operational Excellences Improvement in Rolling Mill	• Production of High Tensile ES600 Grade Rebar • Productivity Improvement. • Quality Improvement	Revamping/ Replacement of Flying Shear & Cold Shear in Rolling Mill # 1	• Enhanced Productivity. • Improved Quality.	• Contract awarded to SARALLE. • Erection& Commissioning started/Ongoing during current RM1 Major Shutdown in Dec 2025
Operational Excellences Improvement in Rolling Mill	• Production of High Strength Beam Blanks • Productivity Improvement. • Quality Improvement	HSM/RM4 upgrade for Thermo-Mechanical Control Process (TMCP) by Selective Flange Cooling (SFC) only, or in combination with Quenching & Self-Tempering (QST) treating the whole beam	• Enhanced Productivity. • Improved Quality.	• Contract awarded to DANIELI. • Erection & Commissioning scheduled by April 2026 during RM4 Major Shutdown.
Operational Excellences Improvement in Rolling Mill	• Production of High Strength Beam Blanks • Productivity Improvement. • Quality Improvement	Design, Engineering and Construction of New RO Plant for water supply for RM4 for QST	• Enhanced Productivity. • Improved Quality.	• Contract awarded to CORODEX. • Erection & Commissioning scheduled by April 2026 during RM4 Major Shutdown.
Operational Excellences Improvement in Rolling Mill	• Production of High Strength Beam Blanks • Productivity Improvement • Quality Improvement	Revamping/upgrade of HSM Water Treatment Plant for additional water supply for RM4 QST	• Enhanced Productivity. • Improved Quality.	• Contract awarded to DANIELI • Erection & Commissioning scheduled by April 2026 during RM4 Major Shutdown.
Operational Excellences Improvement in Melt shop	• SMP1 upgrade for Value added Steel production	SMP1 Caster Upgrade New VD system in SMP1	• Enhanced Productivity. • Improved Quality.	• PRC completed. • Ordering formalities in progress. • PO expected to be placed in Q1 2026
Operational Excellences Improvement in Rolling Mill	• Revamping of RM5 to convert from Rebar Mill to Combo Mill with selection for Rebar Mill as well as Wire Rod Mill for rolling Value added grade steel from SMP1	Design, engineering and commissioning of New WRM line after Stand 16 of RM5	• Enhanced Productivity. • Improved Quality.	• Contract awarded to PRIMETALS • Erection in 2026 & Commissioning scheduled by JUNE/ JULY 2027 during RM5 Major Shutdown.
Operational Excellences Improvement in Rolling Mill	• Revamping of RM3 Cooling Conveyor/ Stelmor conveyor for rolling of Value added grade steel from SMP1	Design, engineering and commissioning of New Cooling Bed Conveyor of RM3/ WRM	• Enhanced Productivity. • Improved Quality.	• Contract awarded to PRIMETALS • Erection in 2026 & Commissioning scheduled during RM3 Major Shutdown scheduled in AUG 26

Signatures:



Hamad Abdulla Mohamed Alshorafa Al Hammadi
Chairman - Board of Directors



Abdulaziz Abdulla Ismail Mohamed Al Hajri
Chairman - Audit and Risk Committee



Ahmed Ali Mohamed Ali Al Shamsi
Chairman - Nomination and Rewards Committee



Kartikeyay Nath
Group Head of Internal Audit