

Board of directors' annual report Form Attached to
The financial statements for the financial year ended on December 31,2025
(As per article 40 of Listing rules)

Company Name	Abu Dhabi Islamic Bank -Egypt
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➤ General Information:

Company Purpose	Directing all activities compatible with Islamic Sharia principles and activities authorized for banks		
Duration of the company	25 years	Listing date	19-6-1996
The law under which the company is incorporated	Law No.43 Year: 1974	Stock nominal value	10 EGP
Authorized capital (updated)	20 billion Egyptian pounds	Issued Capital (updated)	12 billion Egyptian pounds
Paid-in Capital (updated)	12 billion Egyptian pounds	Commercial registry number & registration date	205364 in 4/8/1980

➤ Investors Relations:

Investor relations officer	Mr. Mahmoud Mohamed Hussein El Semeen Ms. Rasha Elsayed Ibrahim El Hefnawey		
Head Office address	9 Al-Mostashar Mohamed Fahmy Al-Sayed Street (Rostom),		
Telephone no.	27986370 01021114893 01017033343	Fax No.	
Website	www.adib.eg		
E-mail	ADIB.EG_investors.Relation@adib.eg		





➤ External Auditors

Name	1) Mr. Ashraf Mamdouh (PricewaterhouseCoopers EzzEldeen, Diab& CO.) 2) Mr. Ahmed Mostafa Shawki (Forvis MAZARS Mostafa Shawki)
Date of appointment	In accordance with the resolution of the ordinary general assembly held on March 20, 2025
Listing in FRA Register	1) Mr. Ashraf Mamdouh (Financial Regulatory Authority record number 383) 2) Mr. Ahmed Mustafa Shawki (Financial Regulatory Authority record number 5)

➤ **Shareholder's Structure and BOD's ownership on the date of financial**

(a) Shareholders of 5% or more of company's' shares:

Name	No. owned shares	Percentage of ownership
Abu Dhabi Islamic Bank - public joint stock company	638450068	53.20%
Emirates International Investment Company LLC,	161296000	13.44%
Total	799746068	66.64%

(b) BOD's ownership in the company:

Board member name	No. owned shares	Percentage of ownership
Abu Dhabi Islamic Bank - public joint stock company	638450068	53.20%
Emirates International Investment Company LLC,	161296000	13.44%
Mohamed Mahmoud Mohamed Aly	850000	0.07%
Heidi Ahmed Kamal	24	0.000002%
Total	800596092	66.71%

(c) Treasury stocks as of date of purchase:


Treasury Stock	Outstanding balance as of the last disclosure statement	Percentage%
Total	Nothing	-

➤ **Board of Directors**

(a) Current Structure

Name	Title	Entity represented	Description (Executive/ Non-executive)
Khalifa Almheiri	Chairman	Abu Dhabi Islamic Bank	Non-executive
Mohamed Aly	CEO and MD	Abu Dhabi Islamic Bank	Executive
Bassam El Hage	Board Member	Abu Dhabi Islamic Bank	Non-executive
Joseph Iskander	Board Member	Emirates International Investment Company LLC,	Non-executive
Heidi Ahmed Kamal	Board Member	For non-controlling interests	Executive
Rania Al Mashaat	Board Member	Independent	Non-executive
Saa'd Ibrahim Oraikaat	Board Member	Emirates International Investment Company LLC,	Non-executive
Ahmed Mahmoud Darweesh *	Board Member	Independent	Non-executive

(b) The most significant changes occurred in the composition of the board during the year are as follows:

-  * Dr. Ahmed Mahmoud Othman Darwish was appointed as an independent non-executive board member in January 2025 after obtaining the approval of the Prime Minister Office to authorize his excellency to combine a membership on the BOD along with his position as a full-time professor at Cairo University.

(c) Board of Directors Meeting: (no. of meetings during the year):

- 🌐 The Board of Directors convened 6 times during the year 2025



(e) Audit Committee activities during year 2025

Number of AC meetings	4
Were the committee's reports presented to the bank's board of directors?	Yes
Did the committee's reports include essential observations that must be addressed?	No
Has the Board of Directors addressed the essential observations?	--

➤ Company employees

Average no of employees during the year	2568
Average income of employees during year	418,440 EGP

➤ **Employee Stock Ownership Plan (ESOP) (For employees and managers-if any):**

Total no. of shares available according to ESOP	<u>Nothing</u>
Total no. of shares granted during the year	
No. of beneficiaries from ESOP	
Total no. of shares granted since the implementation of ESOP	
Owner of 5% or more of shares according to ESOP shares, or 1% of company's shares	

➤ **Violations and Actions Taken related to Capital market law and Listing rules:**

List of all actions taken either by FRA or the stock exchange against the company, its board of directors, or any of its managers during the year due to violations and breaches related to capital market law and its executive regulations, or listing rules. In addition, their reasons, procedures of addressing and avoiding repeating them in the future "if any".

- **Nothing**

➤ **Transactions with Internal Related parties:**

- The internal management, including Board members directors of the bank's board of, bank managers and all related Parties with them, shall disclose all information and data related to the existence of a conflict of interest with the bank, including any disclosing of any material interests or direct or indirect business and contracts in which they have an interest in dealings or matters concerning them that may affect the bank's activity or interests.

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Mention all commutative contracts entered into by the company with one of its founders or major shareholders and associated groups during the previous year, the value of each contract, its terms and details, and the date of prior approval of each contract by the General Assembly.

- On The Ordinary General Assembly of the Bank, held on December 12, 2024, approved Abu Dhabi Islamic Bank - Egypt to obtaining subordinated financing from the main shareholder, Abu Dhabi Islamic Bank Emirates, in the amount of "sixty-six million - nine hundred and twenty-five thousand US dollars", to support the bank's growth and expansion plan, provided that this financing is for a period of 7 years (3% +SOFR rate)

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- Out of Abu Dhabi Islamic Bank - Egypt's faith in serving its community, the bank exerted a lot of efforts to maintain a leadership role in the field of social responsibility. In 2025, the bank made donations and signed charitable protocols from the Charity Account to support initiatives in the areas of health and beyond society.
- The bank has begun to establish principles and define societal concepts within its culture and its governance of daily activity that is completely in harmony with the bank's system and its strategy, as our bank has been a pioneer in supporting basic areas such as and not limited to education, community and humanitarian affairs.
- In 2025, an amount of 39,699,000 was donated by Abu Dhabi Islamic Bank foundation for community responsibilities regarding the year's projects and operational payments for projects began last year.



➤ In the field of community development during 2025

Abu Dhabi Islamic Bank - Egypt has donated to a wide range of associations and signed protocols, whether through it or through the Abu Dhabi Islamic Bank Foundation, those projects were chosen out of its belief in effective solidarity, taking into our consideration the wishes of the shareholders since the general assembly meeting held in March 2025 regarding the needs to diversify the entities and projects we support and direct the greatest possible amount to support the governmental entities whether schools or hospitals.

Donation Amount	Beneficiaries		Project Details	Governorate
	Number of Beneficiaries	Name of Beneficiary		
3,000,000	10,000 Families	Sonaa El Khair Foundation	Cartons of dry food, 15 kg per carton	Cairo,Fayoum,El Bahira,El Minia, Sohag,Luxor
250,000	658 Families	Tahya Misr Fund	Cartons of Food	Various governorates of Egypt
3,600,000	50 Ladies	BAHEYA Zayed new hospital for Breast cancer treatment	Treatment of 50 cases from the waiting lists	Various governorates of Egypt
1,500,000	276 students	Sonaa El Khair Foundation	Improving the efficiency and development of Al-Rimas Basic Education School in Kalahin Abnoud village	Qena
2,320,000	100 students with multiple disabilities	Sonaa El Khair Foundation	Improving the efficiency and development of Amal Taha Hussein School for the Deaf and Hard of Hearing in Al-Zanaqta village	Luxor
81,000	Cases of female breadwinners	ADI Foundation	Monthly guarantee for 9 months	Cairo
850,000	Treatment of eye diseases	Khair , Baraka & New woman Foundation	Equipping the ophthalmology clinic inside Haraz Medical Center in Helwan	Helwan
1,170,000	180~200 cases per month	Sonaa El Khair Foundation	Operating expenses of the Diabetic Foot Unit (at Sohag University Hospital)	Upper Egypt governorates
5,000,000	2000 students	Fox Company and Ammar Al-Ard Foundation	2000 students registered in schools, 2000 cartons of school supplies were packed, and two schools in Saf and Giza were	Upper Egypt governorates from Giza to Aswan
1,900,000	Upper Egypt tumor patients	Shefaa Elorman Hospital	Supplying artificial respirators for cancer patients in Upper Egypt	Luxor
3,000,000	Burn patients in Egypt	Ahl Misr Burns Hospital	Sponsoring the operation of two ADIB Charitable Foundation intensive care rooms for one year	Cairo
2,523,000	Blood cancer patients in Upper Egypt	Sohag Oncology Center	Ensuring the equipping of the bone marrow transplant patient isolation unit and the bone marrow nitrogen preservation unit	Sohag
2,500,000	2800 patients yearly	Alexandria University Hospital, Ophthalmology Surgery Unit	Water surgery device for cataract removal	Alexandria
8,429,000	3200 patients yearly	Kasr El Aini University Hospital	Equipping two emergency units for endoscopic gastroIntestinal surgeries (first phase)	Cairo
58,000	2 cases	Paying off medical debts	Medical debts	Cairo
1,500,000	3500 children	Sonaa El Khair Foundation	Distribution of 3500 blankets and winter jackets for children (Winter Campaign)	Upper Egypt, Sinai, and Saint Catherine
1,170,000	3000 patients	Sonaa El Khair Foundation	The fourth batch of diabetic foot units to be operated at Sohag University Hospital	Sohag
848,000	32 Students	Al-Suwaldi Academy for Technical Education	Sponsoring 32 students after studying their financial and social circumstances for work	From various governorates of Egypt
39,699,000	Total Donations			

➤ **Summary of standalone results for financial Year ended 31 December 2025**

Currency: EGP

Approximation: In Thousands

First: Standalone Income Statement for financial Year ended 31 December 2025 compared to same financial Year in 2024:

- Total revenues amounted EGP 22,939 million, an increase of EGP 5,423 million, by 31% compared to the same financial Year ended on December 31, 2024. This growth is due to the following - :
- Net revenues from fund amounted EGP 19,694 million, an increase of EGP 4,713 million, by 31% compared to the financial Year of 2024. This is due to the increase in the profit margin achieved from the financing portfolio by EGP 7,165 million, by 39% compared to the same financial Year of 2024, in addition, to the increase in the Financial Debt Instruments and return from placements and current accounts with banks amounted EGP 4,952 million, by 28%, compared to the same financial year 2024, after deducting the increase in the cost of deposits and similar costs by EGP 7,404 million, by 35% compared to the same financial Year in 2024.
- Net fees and commissions income amounted EGP 2,715 million, an increase of EGP 859 million, or 46% compared to the same financial Year in 2024.
- Net trading income amounted EGP 524 million, a decrease of EGP 148 million, or 22% compared to the same financial Year in 2024.
- The general and administrative expenses amounted EGP 3,211 million, an increase of EGP 809 million, or 34% compared to the same financial Year in 2024.
- The amount of expected credit losses during the financial Year amounted EGP 1,485 million, compared to EGP 2,115 million, a decrease of EGP 629 million, or 30% change compared to the same financial Year in 2024.
- Net profit before taxes amounted EGP 17,039 million, an increase of 4,985 million EGP, or 41% increase, compared to the same financial Year in 2024.
- Income tax expenses during the financial Year amounted EGP 4,815 million, an increase of EGP 1,588 million, or 49%, compared to the same financial Year in 2024.
- Accordingly, the Standalone net profit after taxes amounted EGP 12,224 million, an increase of EGP 3,397 million, or 38% increase compared to the same financial Year in 2024.

Second: Balance sheet items as of 31 December 2025 compared to 31 December 2024:

- Total assets increased by EGP 85 billion, an increase of 33%, to reach EGP 344 billion EGP on December 31, 2025.
- Net financing and facilities to customers increased by EGP 54 billion, an increase of 55%, to reach EGP 152 billion on December 31, 2025.
- Total customer deposits increased by EGP 78 billion, an increase of 39%, to reach EGP 278 billion on December 31, 2025.
- Shareholders' equity increased by EGP 11.3 billion, an increase of 50%, to reach EGP 33.6 billion on December 31, 2025.



➤ The main activities of the company and its affiliates and any changes in ownership of affiliates during the year.

Main activities and changes in ownership of subsidiaries during 2025

S#	Subsidiaries	Main activities	Direct Investment %		
			31-Dec-25	31-Dec-24	Change %
1	Cairo National Company for Investment	1- Promoting and covering subscription to securities and participating in the establishment of companies that issue securities or contribute to increasing their capital, forming and managing securities portfolios, and providing risk capital.	64.75%	64.75%	0.0%
2	National Company for Trading and Development (Entad)	1- Trading and distributing goods, machinery, equipment, building materials, raw materials, means of transportation, chemicals, fertilizers, and agricultural fertilisers, trading and marketing grains of all kinds and all agricultural crops, owning projects, and buying and selling land. 2- import, export, commercial agencies and aspects of tourism activity.	40.00%	40.00%	0.0%
3	ADI Finance	1- The company's purpose is financial leasing activity in accordance with Islamic Sharia and the law, according with the General Authority for Investment and Free Zones was also obtained to add the activities of factoring and real estate financing to the main activities of the company	99.20%	99.20%	0.0%
4	ADI holding company	1- Participation in establishing companies that issue securities or contribute to increasing their capital in accordance with the principles of Islamic Sharia.	99.60%	99.60%	0.0%
5	ADI Capital	1- Promoting and covering subscription to securities in accordance with the principles of Islamic Sharia.	92.86%	92.86%	0.0%
6	ADI Properties	1- Real estate investment in new cities and urban communities, remote areas, and areas outside the Old Valley, except for North and South Sinai and Qantara East, requires the Authority's prior approval." 2- Buying, selling and renting land and real estate	5.00%	5.00%	0.0%
7	ADIB Consumer Finance	1- Consumer financing activity in accordance with the principles of Islamic Sharia.	98.00%	98.00%	0.0%
8	ADIB MicroFinance	1- Financing medium, small and micro projects in accordance with the principles of Islamic Sharia.	98.00%	98.00%	0.0%
9	ADI Taskeek	1- Issuing sukuku that are compatible with the Islamic Sharia and that own the assets, benefits, rights, or project being financed	98.00%	98.00%	0.0%



- During the year 2025, the bank's shares were increased by 600 million shares with a nominal value of 6 billion Egyptian pounds, based on the decision of the bank's ordinary general assembly held on March 20, 2025, approving the distribution of a free dividend of one share for each shares, and the bank's issued and paid-up capital became 12 billion pounds.

• The Bank, in accordance with Article 66 of the Joint Stock Companies Law No. 159 of 1981 and Article 220 of its Executive Regulations, shall save the detailed statements referred to in the articles above with the Bank's Investor Relations Department for shareholders' perusal thereof at least three days before the convening of the General Assembly, and this shall be announced in

Attached is the annual report for the year 2025 prepared in accordance with the Financial Regulatory Authority decisions number 107 and 108 of the year 2021.

Company legal representative**CEO & MD**

Company stamp

