

# Governance Report

Abu Dhabi Islamic Bank – Egypt  
for the Year 2025

# Abu Dhabi Islamic Bank (ADIB)

Abu Dhabi Islamic Bank (ADIB) - Egypt is a leading bank in the Egyptian banking sector, established in 1980, with its shares listed on the Egyptian Exchange in June 1996. This report has been prepared within the framework of ADIB - Egypt's commitment in applying the highest standards of corporate governance, in compliance with the provisions of Islamic Shari'a, instructions from the Central Bank of Egypt (CBE), requirements of the Financial Regulatory Authority (FRA), and best local and international banking practices. The report reflects the bank's commitment to embedding the principles of transparency, accountability, independence, and protecting the rights of shareholders and stakeholders through an effective governance structure that ensures sound decision-making, prudent risk management, and enhanced financial and operational sustainability.

During the reporting period, the bank continued to develop its governance system to ensure:

- Clear segregation of duties between the Board of Directors and Executive Management.
- Enhancing the efficiency and effectiveness of the Board committees, especially the Audit, Risk, and Governance committees.
- Full compliance with disclosure and transparency requirements.
- Supporting the independence of internal control functions (Internal Audit, Compliance, Risk Management).
- Ensuring continuous compliance with Islamic Shari'a provisions through the Shari'a Supervisory Board.

The report also covers the bank's adherence to regulatory instructions issued by the CBE and the FRA, the implementation of approved governance policies and procedures, and the monitoring of any challenges or regulatory observations and the corrective actions taken to address them.

ADIB - Egypt reiterates its ongoing commitment to enhancing confidence in the banking sector, supporting financial stability, and protecting customer rights, while achieving sustainable value for all stakeholders, in line with the bank's long-term strategy and vision.



## The Bank's General Assembly

Within the framework of ADIB - Egypt's commitment to applying the highest standards of governance and transparency and protecting shareholder rights, and based on the provisions of the Egyptian Companies Law, CBE instructions, and the bank's articles of association, the bank held General Assembly meetings. \

Ordinary and Extraordinary General Assembly meetings during the financial year 2025, ensuring active shareholder participation in key decisions regarding the bank's business and strategic directions.

The Ordinary General Assembly undertook its role in discussing and approving fundamental matters related to the bank's financial and operational performance. This included approving the financial statements, the Board of Directors' report, the auditors' report and their fees, as well as approving proposed dividends, which reinforces the principles of accountability and disclosure.

The Extraordinary General Assembly also convened to consider matters requiring special resolutions in accordance with the law and the bank's articles of association, or any strategic or structural decisions that necessitate special majority approval from shareholders, in compliance with prevailing regulatory rules and CBE instructions.

Company Name	Abu Dhabi Islamic Bank – Egypt		
Company Purpose	Engage in all banking activities compatible with Shari'a principles and licensed for banks.		
Company Duration	25 years	Listing Date on EGX	19/06/1996
Governing Law	Investment Law No. 43 of 1974 and its executive regulations and amendments; CBE Law No. 194 of 2020	Par Value per Share	10 EGP
Latest Authorized Capital	20 billion EGP	Latest Issued Capital	12 billion EGP
Latest Paid – in Capital	12 billion EGP	Commercial Registry No. & Date	205364 Dated 04 August 1980
Contact Person	Mr. Mahmoud Mohamed Hussein El Semmin Ms. Rasha El Sayed Ibrahim El Hefnawy		
Head Office Address	9 Mohamed Fahmy El Sayed (formerly Rostom) St., Garden City, Cairo		
Telephone Numbers	01021114893 01017033343 27986370-02	Fax Numbers	-
Website	www.adib.eg		
Email	ADIB.EG_investors.Relation@adib.eg		

## The Bank's General Assembly



Invitations for the General Assemblies were sent in accordance with legal procedures, providing necessary information and data to shareholders within the specified timeframes, ensuring equal opportunities and transparency in the voting process, and reflecting the bank's commitment to solidifying shareholder rights and strengthening their confidence in the corporate governance system.

The General Assembly is considered the supreme authority of the bank and represents all its shareholders, who hold all powers as capital owners. A legal quorum is required for the meeting to be valid, and every shareholder has the right to attend and vote on the matters presented, with voting power proportional to their shareholding.

Discussing and approving fundamental matters related to the bank's financial and operational performance. This included approving the financial statements, the Board of Directors' report, and the auditors' report and their fees, as well as approving proposed dividends, which reinforces the principles of accountability and disclosure.

Shareholders were invited to attend the bank's Ordinary General Assembly meeting held on 2025/3/20, after following all necessary prior legal procedures and instructions issued by the regulatory authorities in this regard. Notification of the meeting was sent to shareholders via mail and the Financial Regulatory Authority, the General Authority for Investment and Free Zones, the Egyptian Exchange, and the Central Bank of Egypt were also notified. The invitation was also published on the Egyptian Exchange trading screens. This was done through the following steps:

- Publishing the first and second notifications in two widely circulated official newspapers.
- Delivering the agenda and related memoranda to the shareholders.
- Delivering the attendance invitation and its attachments to the Financial Regulatory Authority, the Egyptian Exchange, Misr for Central Clearing, Depository and Registry (MCDR), the General Authority for Investment and Free Zones, the Central Bank of Egypt, and the bank's auditors, in implementation of the provisions of Article 44 of the articles of association of Abu Dhabi Islamic Bank - Egypt.

Among the most important resolutions issued at the bank's Ordinary General Assembly meeting held on 2025/3/20, were:

- Approving the auditors' report on the financial statements and final accounts for the financial year ending 2024 /12/31.
- Informing the General Assembly of the Shari'a Supervisory Board's report on the activity for the financial year ending 2024 /12/31.
- Approving the Board of Directors' report on the bank's operations during the financial year ending 2024 /12/31, as well as the governance report and the auditor's report issued thereon.
- Approving the balance sheet, income statement, and other financial statements for the financial year ending 2024 /12/31.
- Releasing the Chairman and members of the Board of Directors from liability for all actions during the financial year ending 2024 /12/31.

- Approving the amendments that occurred to the formation of the Board of Directors during 2024 up to the date of the Ordinary General Assembly meeting on 2025/3/20, and approving the authorization for the members of the Board of Directors to perform any work in any form in another contributing company in accordance with the law and the resolutions issued in this.

## The Bank's General Assembly ■

- Determining the attendance and travel allowances for the members of the Board of Directors for Board and committee meetings for the financial year ending 2024 /12/31. Appointing the auditors and determining their fees for the financial year ending 2025 /12/31.
- Approving the disbursement of amounts spent for social purposes during 2024, totalling 20,664,304 EGP (twenty million, six hundred sixty-four thousand, three hundred four Egyptian pounds), with authorization for the bank's Board of Directors in this regard.

For social purposes that comply with the principles of Islamic Shari'a through the philanthropic institution of Abu Dhabi Islamic Bank - Egypt, under the supervision of the bank's Shari'a Supervisory Board for the financial year ended 31/12/2025.

- Approving the increase of the bank's issued and paid-in capital from 6 billion EGP to 12 billion EGP through a bonus share issue of 6 billion EGP distributed over 600 million shares with a par value of 10 EGP per share, funded from the net profits of the year as per the financial statements on 2024/12/31 (one bonus share for each original share held before the increase). This included authorizing the Chairman of the Board of Directors or the CEO and Managing Director, or their delegates, to take all necessary procedures to conclude and sign the amendment contract and make any amendments deemed necessary by the Financial Regulatory Authority, the General Authority for Investment and Free Zones, or any other relevant administrative body.
- Approving the distribution of a share of the net profits achieved in 2024 to the bank's employees and Board of Directors in accordance with the distribution rules and ratios stipulated in Article 52 of the bank's articles of association.

## The Bank's General Assembly

Shareholders were also invited during 2025 to attend the bank's Ordinary General Assembly meeting 2025/9/25, after following all necessary legal procedures for a valid quorum. The attendees with voting rights approved the presented agenda item, which was the approval of the Board of Directors' proposal to increase the bank's issued and paid-in capital from 12 billion EGP to 15 billion EGP, an increase of 3 billion EGP distributed over 300 million shares with a par value of 10 EGP per share and an issuance fee of 10 piasters per share, through a cash subscription for existing shareholders, each according to the number of shares they own. Fractional shares were consolidated for the benefit of small shareholders, with the right to trade subscription rights separately from the original share, and amendments to Articles 6 and 7 of the bank's articles of association as a result of the subscription outcome. Authorization was given to the Chairman or the CEO and Managing Director, or their delegates, to proceed with the capital increase procedures with the administrative bodies and to coordinate with these bodies to determine the dates for opening and closing the subscription period and trading the subscription rights separately.



## The Bank's General Assembly

The Extraordinary General Assembly is competent to consider and decide on matters that fall outside the scope of the Ordinary General Assembly, as prescribed by law, such as specific topics that require special resolutions. The Extraordinary General Assembly differs from the Ordinary General Assembly in terms of the legally defined competence for specific topics and the quorum required for attendance and voting on the presented agenda items. Other rules and regulations apply to both assemblies.

During 2025, an Extraordinary General Assembly meeting was called for 2025/3/20, using the same legal procedures mentioned above, to consider and approve the following:

- Approving the increase of the bank's authorized capital from 10 billion EGP to 20 billion EGP, an increase of 10 billion EGP. Authorization was given to the Chairman or the CEO and Managing Director, or their delegates, to take all necessary legal procedures to conclude and sign the amendment contract before the real estate registration office, and to make any amendments deemed necessary by the Financial Regulatory Authority, the General Authority for Investment and Free Zones, the real estate registration office, the commercial registry, the chamber of commerce, or any other relevant administrative body.



- Authorizing the Chairman or the CEO and Managing Director, or their delegates, to take all necessary procedures to amend the text of Articles 6 and 7 of the articles of association of Abu Dhabi Islamic Bank - Egypt in accordance with the resolutions of the shareholders in the Ordinary and Extraordinary General Assembly meetings held on /3/20 2025, to increase the bank's authorized capital to 20 billion EGP and to increase the bank's issued and paid-in capital by a bonus share issue of 6 billion EGP, making the total issued and paid-in capital 12 billion EGP. This increase is distributed over 600 million shares, funded from the net profits of the year as per the financial statements on 2024 /12/31 (one bonus share for each original share held before the increase). This is subject to the approval of the Central Bank of Egypt on the amendment, and the authorization of the Chairman or the CEO and Managing Director, or their delegates, to take all necessary legal procedures to conclude and sign the amendment contract before the real estate registration office, and to approve the amendment with the General Authority for Investment and Free Zones, the real estate registration office, the commercial registry, the chamber of commerce, and the competent administrative bodies to complete this amendment, and to make any amendments required by current laws and resolutions without re-presenting the matter to the Extraordinary General Assembly.

### The amendment was as follows:

#### Article 6 before amendment:

The bank's authorized capital is set at 10 billion EGP, and the issued and fully paid-in capital is set at 6 billion EGP, distributed over 600 million shares, the value of each share being 10 EGP, all of which are nominal shares.

#### Article 6 after amendment:

The bank's authorized capital is set at 20 billion EGP, and the issued and fully paid-in capital is set at 12 billion EGP, distributed over 1.2 billion shares, the value of each share being 10 EGP, all of which are nominal shares.

Name	Nationality	Number of Shares	Par Value	Shareholding Percentage	Payment Currency
Abu Dhabi Islamic Bank	Emirati	319,225,034	3,192,250,340	53.20 %	EGP
Emirates International Investment Company L.L.C.	Emirati	80,648,000	806,480,000	13.44 %	EGP
Respond Investment L.L.C.	Emirati	31,167,205	311,672,050	5.20 %	EGP
Other Shareholders		168,959,761	1,689,597,610	28.16 %	EGP
<b>Total</b>		<b>600,000,000</b>	<b>6,000,000,000</b>	<b>100 %</b>	<b>EGP</b>

## Article 7 be fore amendment

The capital is composed as follows, and subscription to the capital has been completed as follows:

The Egyptian shareholding percentage is %17.46 as of 2023 /12/31. The issued capital was fully paid before the increase according to the commercial registry endorsements. The increase of 1 billion EGP is distributed over 100 million shares, funded from the net profits of the year as per the financial statements on (0.2) 2023 /12/31 bonus shares for each original share held before the increase), as per the report of the Economic Performance Sector at the General Authority for Investment and Free Zones, bringing the total paid-in capital to 6 billion EGP.

Name	Nationality	Number of Shares	Par Value	Shareholding Percentage	Payment Currency
Abu Dhabi Islamic Bank	Emirati	638,450,068	6,384,500,680	53.20 %	EGP
Emirates International Investment Company L.L.C.	Emirati	161,296,000	1,612,960,000	13.44 %	EGP
Respond Investment L.L.C.	Emirati	49,033,216	490,332,160	4.09 %	EGP
Other Shareholders		351,220,716	3,512,207,160	29.27 %	EGP
<b>Total</b>		<b>1,200,000,000</b>	<b>12,000,000,000</b>	<b>100 %</b>	<b>EGP</b>

## Article 7 after amendment:

The bank's capital consists of 1,200,000,000 nominal shares and the subscription to the capital has been completed as follow:

The Egyptian shareholding percentage is %20.71 as of 2024/12/31. The issued capital was fully paid before the increase according to the commercial registry endorsements. The increase of 6 billion EGP is distributed over 600 million shares, funded from the net profits of the year as per the financial statements on 2024/12/31 (one bonus share for each original share held before the increase), as per the report of the Economic Performance Sector at the General Authority for Investment and Free Zones, bringing the total paid-in capital to 12 billion EGP.

## Ownership Structure

### Shareholders (Shareholders holding more than %5):

Name	Number of Shares	Percentage %
Abu Dhabi Islamic Bank (Public Shareholding Company)	638,450,068	53.20 %
.Emirates International Investment Company L.L.C	161,296,000	13.44 %
<b>Total</b>	<b>799,746,068</b>	<b>66.64%</b>

Shareholders were also invited during 2025 to attend the bank's Ordinary General Assembly meeting on 2025/9/25, after following all necessary legal procedures for a valid quorum. The attendees with voting rights approved the presented agenda item, which was the report on the amendment of the text of Articles 6 and 7 of the bank's articles of association in light of the outcome of the cash subscription for the capital increase. This is in accordance with the resolution of the shareholders in the Ordinary General Assembly meeting held on Thursday, 2025/9/25, regarding the approval of the increase of the bank's issued and paid-in capital by a cash increase from 12 billion EGP to 15 billion EGP, an increase of 3 billion EGP distributed over 300 million shares with a par value of 10 EGP per share and an issuance fee of 10 piasters per share, through a cash subscription for existing shareholders, each according to the number of shares they own. Fractional shares were consolidated for the benefit of small shareholders, with authorization for the Board of Directors to take all necessary procedures to amend the text of Articles 6 and 7 of the bank's articles of association in accordance with the subscription outcome, sign the amendment contract, take all necessary procedures with the relevant authorities, and make any amendments deemed necessary by the Financial Regulatory Authority, the General Authority for Investment and Free Zones, or any other relevant administrative body, in accordance with current laws and resolutions, without re-presenting the matter to the Extraordinary General Assembly.



## Board of Directors

The Board of Directors of Abu Dhabi Islamic Bank - Egypt consists of qualified members with diverse capabilities, expertise, and knowledge. They are required to have a full understanding of the duties of the Board of Directors and the committees they participate in. The formation of the Board of Directors includes a member representing the minority shareholders, as well as a female member to align with regulations on female representation on the Board of Directors.

A balance between executive and non-executive members is maintained within the Board of Directors, with the majority being non-executive members to enable the Board of Directors to oversee Executive Management.

The Board of Directors performs several duties to maximize the institution's value and achieve shareholder interests, while considering the rights of customers and other stakeholders. These duties include:

- Approving the bank's strategy and main objectives and overseeing their implementation and ensuring their dissemination among the bank's employees.
- Approving the organizational structure and defining the structure of authorities and responsibilities within the bank.
- Selecting senior executives and members of the bank's Senior Management and overseeing them, after consulting with the CEO.
- Overseeing the performance of the bank's Senior Management and monitoring their work.
- Supervision of the bank's operations, provided that the Board's duties do not include exercising executive functions, as this falls under the purview of Senior Management.



JOSEPH ISKANDER  
Non-Executive Board Member



Hedi Kamal  
Executive Board Member



Mr. Mohamed Aly  
CEO AND MD



Mr. Khalifa Al-Meheiri  
CEO  
Non-Executive



Ahmed Mahmoud Darwish  
Non-Executive Independent Board Member



Saed Erekat  
Non-Executive Board Member



Rania Al-Mashat  
Independent Board Member



Bassam Hage  
Non-Executive Board Member

	Member Name	Member Capacity (Executive/Non-Executive/Independent)	Date of Joining the Board	Audit Committee	Risk Committee	Remuneration & Compensation	Governance & Nominations Committee
1	Mr. Khalifa Matar Khalifa Al Muhairi	Non-Executive	20/03/2018		Chairman	Member	
2	Mr. Mohamed Mahmoud Mohamed Aly	Executive	20/03/2018		Member		
3	Mr. Joseph Kamal Eskander Mina	Non-Executive	02/05/2020			Chairman	
4	Mr. Bassam Elias El Hajj	Non-Executive	07/07/2020	Chairman	Member	Member	Member
5	Ms. Heidi Ahmed Kamal Mohamed	Executive	22/03/2017				
6	Mr. Saed Ibrahim Dawoud Erekat	Non-Executive	12/05/2024	Member			Chairman
7	Dr. Rania Abdel Moneim Mohamed Al Mashat	Non-Executive (Independent)	31/07/2023				
8	Dr. Ahmed Mahmoud Osman Darwish	Non-Executive (Independent)	16/01/2025	Member			Member

- The CBE's approval was obtained on 2024 /12/4, for the appointment of Dr. Ahmed Darwish as a non-executive independent Board of Directors member. Additionally, the approval of the Prime Minister was received on 2025 /1/1, for him to combine his position as a full-time professor at the Faculty of Engineering, Cairo University, with his membership on the Board of Directors of Abu Dhabi Islamic Bank - Egypt.

## Chairman of the Board of Directors

The bank's Chairman of the Board of Directors is non-executive and possesses the necessary expertise, personal qualities, and attributes that enable him to fulfil his responsibilities, primarily ensuring the overall good performance of the Board, guiding and directing the Board, and guaranteeing the effectiveness of its performance. The Chairman performs his duties and main responsibilities, which include:

- Ensuring that decisions are made on a sound basis, with comprehensive knowledge of the subject matter, and a suitable mechanism to ensure the effectiveness and timely implementation of those decisions, as well as the method for monitoring them.
- Encouraging discussion, criticism, and the expression of dissenting opinions, and discussing them within the decision-making process.
- Ensuring the Board's commitment to completing its duties to the fullest extent possible, achieving the best interest for the bank while avoiding conflicts of interest.
- Ensuring the preservation of trust among all Board members, especially between executive and non-executive members, and the necessity of strengthening the relationship between the entire Board and the bank's Senior Management.
- Ensuring that sufficient and accurate information is provided to Board members and shareholders in a timely manner.
- Ensuring the effectiveness of the bank's governance system, as well as the performance of the Board's committees.
- Ensuring that all Board members conduct self-assessments that include the extent of the member's commitment to their job duties and the necessary requirements to enhance their efficiency.
- Calling the Board of Directors meetings to order.

## Board Secretary

### Secretary of the Board of Directors

The Secretary of the Board of Directors at Abu Dhabi Islamic Bank – Egypt who possesses full knowledge and understanding of banking operations. Their role is not limited to documenting the board meeting minutes but includes various coordination and organizational tasks to provide the board with the appropriate environment to perform its duties, including the following:

- Acting as a link between the members and the bank and a source of information they request.
- Preparing for board meetings and the topics presented at the session (agenda), preparing the information and details related to these topics, and sending them to board members in sufficient time before the meeting.
- Following up on the implementation of board decisions within the mechanism set for this purpose.
- Saving and documenting all matters related to board decisions and the topics presented to it, while ensuring that the board receives important information in a timely manner.
- Coordinating with the head of the compliance department as well as all bank departments to present their results to the board.
- Coordinating with all board committees to ensure effective communication between these committees and the Board of Directors.
- Coordinating with the Governance and Nominations Committee to provide necessary information to the Chairman of the Board within the process of evaluating members and committees, and the proposals submitted by the board to the general assembly regarding the selection, renewal, or removal of a member.
- Working to ensure board members are aware of major new responsibilities, whether supervisory or legal, arising from developments in bank operations or the applicable legal framework, within the limits of their responsibility and without conflict with the role of the concerned departments on these matters.
- Providing necessary information about the bank to new members and introducing new members to other members. The bank provides the appropriate and required training for its secretary to perform their duties adequately and in accordance with international practices.

## Managing Director and Chief Executive Officer (CEO)

Mr. Mohamed Aly, the Managing Director and CEO, is a banking leader with extensive international experience spanning more than 30 years in the field of financial and banking services. He has held several senior leadership positions in various banks in the Middle East. The CEO's main duties include:

- Acting as a link between the members and the bank and a source of information they request.
- Preparing for board meetings and the topics presented at the session (agenda), preparing the information and details related to these topics, and sending them to board members in sufficient time before the meeting.
- Following up on the implementation of board decisions within the mechanism set for this purpose.
- Saving and documenting all matters related to board decisions and the topics presented to it, while ensuring that the board receives important information in a timely manner.
- Coordinating with the head of the compliance department as well as all bank departments to present their results to the board.
- Coordinating with all board committees to ensure effective communication between these committees and the Board of Directors.



# Board Committees

## Committee Formation

	Member Name	Member Capacity (Executive/Non-Executive/Independent)	Date of Joining the Board	Audit Committee	Risk Committee	Remuneration & Compensation	Governance & Nominations Committee
1	Mr. Khalifa Matar Khalifa Al Muhairi	Non-Executive	20/03/2018		Chairman	Member	
2	Mr. Mohamed Mahmoud Mohamed Aly	Executive	20/03/2018		Member		
3	Mr. Joseph Kamal Eskander Mina	Non-Executive	02/05/2020			Chairman	
4	Mr. Bassam Elias El Hajj	Non-Executive	07/07/2020	Chairman	Member	Member	Member
5	Ms. Heidi Ahmed Kamal Mohamed	Executive	22/03/2017				
6	Mr. Saed Ibrahim Dawoud Erekat	Non-Executive	12/05/2024	Member			Chairman
7	Dr. Rania Abdel Moneim Mohamed AL Mashat	Non-Executive (Independent)	31/07/2023				
8	Dr. Ahmed Mahmoud Osman Darwish	Non-Executive (Independent)	16/01/2025	Member			Member

# Board and Committee Meetings Attendance Tracker

	Member Name	Board Meetings	Audit Committee	Risk Committee	Governance & Nominations	Remuneration & Compensation
1	Mr. Khalifa Matar Khalifa Al Muhairi	6/6	1/4	4/4	1/2	4/4
2	Mr. Mohamed Mahmoud Mohamed Aly	6/6		4/4		4/4
3	Mr. Joseph Kamal Eskander Mina	6/6	1/4	4/3	1/2	4/4
4	Mr. Bassam Elias El Hajj	6/6	4/4	4/4	2/2	4/4
5	Ms. Heidi Ahmed Kamal Mohamed	6/6		4/4		
6	Mr. Saed Ibrahim Dawoud Erekat	6/6	4/4	4/4	2/2	
7	Dr. Rania Abdel Moneim Mohamed AL Mashat	6/5				
8	Dr. Ahmed Mahmoud Osman Darwish	6/6	4/4		1/2	

**Notes:**

- All meetings in 2025 were conducted via physical attendance, in line with the decisions of the Central Bank and the Financial Regulatory Authority in this regard.
- Dr. Ahmed Mahmoud Osman Darwish was added to the Central Bank's records as an independent board member on 16/1/ 2025.

## Audit Committee

The Audit Committee has carried out the tasks assigned to it according to its approved charter, fulfilling its responsibilities to supervise financial reports, the internal control system unit at the bank, internal audit operations, compliance, and the bank's external auditors. It assesses their effectiveness and the extent of their adherence to regulations, laws, and the professional code of conduct.

The committee is composed of non-executive members. The Bank's Head of Compliance and Head of Internal Audit attends the meetings as permanent invitees, in addition to the External Auditors. Members of the Board of Directors who are not committee members may also be invited to attend certain committee meetings, given the importance of the matters presented as discussed therein.

### Latest Committee Formation:

Name	Capacity (Executive – Non-Executive - (Independent)
Mr. Bassam Elias El Hajj	Non-Executive Board Member - Committee Chairman
Mr. Saed Ibrahim Dawoud Erekat	Non-Executive Board Member – Committee Member
Dr. Ahmed Mahmoud Osman Darwish	Non-Executive Independent Board Member – Committee Member

The Audit Committee met four times during 2025, and the most important decisions and recommendations were as follows:

- Recommendation to approve the bank's financial statements for the fiscal year ending 2024/12/31, and the quarterly financial statements during 2025, and to submit them to the Board of Directors for approval.
- Recommendation to approve the annual report on the bank's activities in the field of anti-money laundering and combating terrorism financing and the annual report for protecting customer rights for the year ending December 2024, and to submit them to the Board of Directors for approval.
- Approval of the compliance plan for auditing branches, subsidiaries, and the training plan for 2025.
- Recommendation to approve the customer rights protection policy and submit it to the Board of Directors for approval.
- Recommendation to approve the annual report of the Audit Committee for 2024 and present it to the Board of Directors for approval.
- Recommendation to approve the ICOFR report and present it to the Board of Directors for approval.
- Recommendation to approve the renewal for Messrs. PricewaterhouseCoopers "PwC" and Messrs. "Mazars" Mustafa Shawky as auditors for the bank's accounts for 2025 and present it to the Board of Directors for approval.
- The committee recommended to the Board of Directors the adoption of the following policies and questionnaires related to the compliance and governance department:
  - The Whistleblowing Policy.
  - The Conflict-of-Interest Policy.
  - The Anti-Money Laundering and Terrorism Financing Risk Assessment.
  - The Questionnaire for assessment the effectiveness of Anti-Money Laundering and Terrorism Financing Systems.
  - The Questionnaire for Evaluating Anti-Money Laundering and Terrorism Financing Risks.
- Adopting the audit plan for the internal audit sector for 2026.
- Adopting the audit plan for the internal Sharia audit sector for 2026.

## Risk Committee

The Risk Committee consists of executive and non-executive board members. Committee Secretary is the Head of the Risk Department. Non-committee board members may be invited to attend some committee meetings due to the importance of the topics presented and discussed. The latest approved formation included:

Name	Capacity (Executive – Non-Executive - (Independent)
Mr. Khalifa Matar Khalifa Al Muhairi	Chairman of the Board of Directors - Non-Executive – Committee Chairman
Mr. Mohamed Mahmoud Mohamed Aly	CEO & Managing Director – Committee Member
Mr. Bassam Elias El Hajj	Non-Executive Board Member - Committee Member

The Risk Committee performs its duties according to the Central Bank of Egypt law, the governance rules issued by the Central Bank of Egypt, and its charter, with the most important tasks being:

- Following up on the bank's risk management functions, as the committee follows up on the extent of commitment to the strategies and policies mentioned in the following item below through the reports sent to it by the risk management. The committee also submits periodic reports to the board.
- Providing an opinion on the reports classifying the financing and credit facilities provided by the bank to its customers and the required provisions for them, and reports evaluating contributions to company capital and presenting them to the Board of Directors. The committee submits its proposals regarding the bank's risk management strategies and policies (including capital, liquidity management, credit, market, operational, compliance, and reputational risks, and any other risks the bank may face), and the bank's board of directors approves and ratifies them after making any necessary adjustments.

## The most important key discussions and recommendations were:

- The general framework of the challenges facing corporate credit risk, retail banking credit risk, market risk, operational risk, fraud risk, compliance risk, reputational risk, capital adequacy standard, and sovereign risks were presented in the four meetings during the year 2025.
- The committee was informed of the current risk percentage status of Abu Dhabi Islamic Bank – Egypt attributed to those risks and their classification according to the degree of potential risks, in light of current and local economic challenges.
- The Non-Performing Assets portfolio was presented, and the proposed write-off facilities (Off-Write Proposed) for the retail and corporate portfolio were presented and approved by the Board of Directors.
- The internal capital adequacy assessment process (ICAAP) for 2024 was discussed, along with all stress tests used in preparing the report.
- The Recovery Plan (RCP) for 2024 was discussed, including both scenarios used and early warning indicators.
- Regarding credit risk, the UAE Central Bank's instructions were presented, and the results of the review conducted by the UAE Central Bank for Abu Dhabi Islamic Bank – Egypt were discussed.
- The current status of sustainability and sustainable finance related to Abu Dhabi Islamic Bank – Egypt and the bank's compliance with sustainability and sustainable finance requirements from regulatory authorities were presented.
- The head of institutional risk presented the current status of the UAE Central Bank's instructions related to credit risk and their application to Abu Dhabi Islamic Bank – Egypt. Coordination has been initiated with consultants and the head office of Abu Dhabi Islamic Bank – Egypt to work on standardizing the functional structure for Sharia risk management.
- The head of the Sharia department presented the most important Sharia risks and the current status of Abu Dhabi Islamic Bank – Egypt regarding these risks, and the action plan to mitigate them. It was agreed on the necessity of contacting the Abu Dhabi head office to work on standardizing the functional structure for Sharia risk management.
- The Risk Committee Charter was presented and updated to include the most important responsibilities and duties of committee members, including:
  - The committee submits its proposals regarding the bank's risk management policies, including acceptable limits, and ensures that they comply with the limits determined by the bank's board of directors.
  - The committee ensures that the risk sector periodically reviews the values of in-kind collaterals provided as security for credit facilities.
  - The committee ensures that the risk sector conducts a quarterly assessment, at least, of all risks at the bank.

- The targeted market strategy and the industries that contribute to GDP growth were presented, focusing on supporting these industries. The targeted markets memorandum and acceptable risk appetite ratios for the bank (TMRAC Document) were also updated. The head of institutional risk presented a schedule for renewing risk, sustainability, and sustainable finance policies. There is an amendment to the stress test policy to comply with the latest Central Bank circular No 268 dated 2024/3/28. There is also an amendment to the Governance Document 9 IFRS, which contains risk appetite limits and no breaches in the Recovery plan or any limits.

## Governance and Nominations Committee

The Governance and Nominations Committee shall be comprised of the non-executive members of the Board, with the Head of Compliance and Governance acting as the Committee Secretary. Board members who are not members of the committee may be invited to attend certain Committee meetings in view of the significance of the matters to be presented and discussed. **The latest approved formation included:**

Name	Capacity (Executive – Non-Executive - Independent)
Mr. Saed Ibrahim Dawoud Erekat	Non-Executive Board Member – Committee Chairman
Mr. Bassam Elias El Hajj	Non-Executive Board Member - Committee Member
Dr. Ahmed Mahmoud Osman Darwish	Independent Non-Executive Board Member – Committee Member

The Governance and Nominations Committee met twice during 2025 and performs the following responsibilities and duties as stated in its charter, with the most important being

- Periodic evaluation of the governance system at the bank.
- Proposing appropriate changes to the governance policies approved by the Board of Directors.
- Preparing the bank's governance report as a whole on a regular basis.
- Reviewing the Bank's succession plan prior to submission to the Board for approval.
- Reviewing reports prepared on the periodicity of the Board Committees' meetings.
- Reviewing Induction and training programs provided to the Board members.
- Reviewing Bank's annual report, especially regarding the disclosure items and other items related to governance.
- Studying the Central Bank of Egypt's inspection comments on the governance system and taking them into consideration.
- Saving, documenting, and following up on reports related to board performance evaluation.
- Submitting proposals regarding the appointment, renewal of membership, or exclusion of an independent member, as well as submitting proposals related to the nominations.

### Most Important Decisions and Recommendations of the Governance and Nominations Committee for 2025:

The committee recommended the approval of the annual governance report for 2024.

The committee recommended the approval of updating the governance policy and the board charter.

Governance Report of Bank's Subsidiaries was submitted for review.

The Committee recommended approval of the updated Governance Nominations Committee Charter.

Board Members evaluation results were presented to the committee, which recommended that the evaluation results must be presented at the Board meeting.

In addition to what was discussed according to the committee meeting minutes.

## Remuneration and Compensation Committee

The committee includes three non-executive members. One of the human resources staff was assigned to act as the committee secretary. The latest approved formation included:

Name	Capacity (Executive – Non-Executive - Independent)
Mr. Joseph Kamal Eskander Mina	Non-Executive Board Member - Committee Chairman
Mr. Khalifa Matar Khalifa Al Muhairi	Board Member - Non-Executive - Committee Member
Mr. Bassam El Hajj	Board Member - Non-Executive - Committee Member

The committee met four times during 2025 and performs several tasks, including:

- Recommending attendance allowances for board meetings and attendance allowances for members of bank committees and any of its subsidiaries, as appropriate, to the Board of Directors.
- Recommending the annual bonus to the Board of Directors when it is outside the approved limits. If it is within the approved limits, the committee has the right to approve the total annual bonus and inform the Board of Directors.
- Analysing the results of studies and reviews of the salary levels offered by the bank and comparing them with other banks to ensure the bank's ability to attract the best talent.
- The committee ensures that no member participates in determining their own allowances, those of the executive management, or related parties.

### The most important decisions of the committee during the year were:

- Recommendation for approval on the human resources department's proposal regarding profit distribution for the year 2024.
- Recommendation for approval on the general principles on the human resources proposal regarding annual increases for the year 2025.
- Approval of the proposal from CEO & Managing Director regarding the distribution of 2024 profits and 2025 increases for senior management and executive directors.
- Approval of the human resources department's proposal regarding profit distribution for the year 2024 for those who resigned and those on unpaid leave.
- Approval of the human resources proposal regarding a monthly amount on account of profits for employees with disabilities.
- Approval of the annual increase and distribution of 2024 profits for the CEO & Managing Director.
- Approval of the proposal from Mr. Ahmed Mansour - Head of Human Resources and Organization Sector regarding the distribution of an exceptional bonus to Abu Dhabi Islamic Bank – Egypt employees on account of August 2025 profits.
- Approval of the proposal from the company's department Mr. Ahmed Mansour regarding the mechanism for dealing with microfinance employees and the mechanism for calculating end-of-service benefits.
- Approval of the proposal from Mr. Ahmed Mansour - Head of Human Resources and Organization Sector regarding the distribution of an exceptional bonus to Abu Dhabi Islamic Bank – Egypt employees on account of December 2025 profits.

## Administrative Committees

Administrative committees assist the CEO in monitoring and guiding bank operations. Several internal committees have been formed, including members from various departments with expertise. These committees meet regularly to review their activities and monitor any new business.

The most important of these committees are the Executive Committee, the Assets and Liabilities Committee (ALCO), the Provisions Committee, the Human Resources Committee, the Grievances Committee, the Policies Committee, the Information Technology Committee, the Investment Management Committee, the Operations Committee, the Operational Risk Control Committee, the Procurement Committee, and others.

## Executive Committee

Abu Dhabi Islamic Bank – Egypt has an Executive Committee whose membership includes senior executives at the bank to enrich discussions and make the most appropriate decisions.

**The latest approved formation included:**



Name	Position
Mr. Mohamed Mahmoud Aly	CEO & Managing Director
Mr. Ahmed Barakat Abdel Baqy	Chief of Information Security Sector
Mr. Mohamed El Sayed Nasef	Chief of Corporate Credit and Marketing Sector
Ms. Heidi Ahmed Kamal	Chief Risk Officer
Mr. Amr Sanad Aly	Head of Retail Banking Sector
Mr. Sameh Hassan Khalil	Head of Investments and Microfinance and Investor Relations
Mr. Karim Mostafa Haggag	CEO of ADIB Capital
Mr. Amr Aly Adham	Chief of Global Markets Sector
Mr. Mohamed Abdel Rahim El Masry	Chief of Banking Operations

Name	Position
Mr. Ali Mohamed Salem	Chief of Retail Risk Sector
Mr. Ahmed Mohamed Tawfik	Head of SME Risk
Mr. Mohamed Ahmed Bishara	Chief of SME and Business Companies
Mr. Ahmed Mansour Suliman	Head of Human Resources and Organization Sector
Mr. Tamer Mohamed Shaheen	Head of Treasury and Capital Markets Sector
Mr. Rafik Gerges El Raheb	Chief of Information Technology Management
Mr. Mohamed Yehia Amiri	CEO & Managing Director of ADIFinance Leasing Company
Mr. Ahmed Mohamed Farahat	Chief of Audit
Ms. Karen Sherif El Semin	Committee Secretary

**Notes:**

Mr. Ahmed Mansour, was appointed the Head of Human Resources and Organization Sector.

The committee performs the following responsibilities and duties as stated in its charter, and ensures the following during its work:

- Supervision of senior management and internal audit management at the bank to review and discuss current policies and follow up on progress in implementing the bank's strategic objectives. All members should have access to material and important information in a timely manner to enable them to evaluate management performance.
- Meeting periodically with senior management and internal audit management at the bank to review and discuss current policies and follow up on progress in implementing the bank's strategic objectives.
- Monitoring and managing any potential conflict of interest within the bank's management, including misuse of bank assets and exploitation of related party transactions.

The following are some of the other administrative committees at the bank:

## 1- Assets and Liabilities Committee ALCO

Committee Objective	Committee Members
<ul style="list-style-type: none"> <li>- Comprehensive management of assets and liabilities of Abu Dhabi Islamic Bank - Egypt in the long and short term.</li> <li>- Setting / approving policies, limits, contingency plans, and guiding principles through which asset and liability management strategies are implemented.</li> <li>- Reviewing the balance sheet structure.</li> <li>- Reviewing alternative plans.</li> <li>- Reviewing the capital adequacy standard.</li> <li>- Funding and liquidity management.</li> <li>- Setting pricing guidelines and managing the expected profit rate.</li> </ul>	<ul style="list-style-type: none"> <li>- Chief Executive Officer</li> <li>- Chief Risk Officer</li> <li>- Chief Financial Officer</li> <li>- Head of Treasury</li> <li>- Head of Corporate Banking Services Sector</li> <li>- Head of Retail Banking Services Sector</li> <li>- Head of Market Risk</li> </ul> <p>It is permissible to invite other heads of sectors to participate as non-voting members</p>

## 2- Provisions Committee

Committee Objective	Committee Members
<p>The committee reviews the following:</p> <ul style="list-style-type: none"> <li>- Total provisions</li> <li>- Financing loss provisions and contingent liabilities</li> <li>- Provisions by portfolio type</li> <li>- Tax provisions</li> <li>- Legal provision</li> </ul>	<ul style="list-style-type: none"> <li>- Chief Executive Officer</li> <li>- Chief Financial Officer</li> <li>- Chief Risk Officer</li> <li>- Head of Corporate Sector</li> <li>- Head of Impaired Debt Unit</li> <li>- Head of Retail Risk</li> <li>- Chief Operations Officer</li> <li>- Head of Legal Department</li> </ul>

## 3- Internal Sharia Supervisory Committee at the Bank

It is an independent committee from the Board of Directors and its executive body. It consists of specialized jurists in Islamic financial jurisprudence and banking, with the committee members appointed by the bank's general assembly based on a nomination from the Board of Directors.

The committee's main tasks include issuing fatwas (religious ruling) and decisions related to the bank's activities, entities, transactions, and investments, ensuring the activity complies with Sharia principles, and providing an annual report to the Board of Directors clarifying its opinion on the bank's full Sharia compliance. This report is presented at the general assembly meetings of shareholders and is published with the annual financial statements and the auditors' report, and published on the bank's website and printed with the annual financial report.

The Sharia Committee of the bank consists of:

Dr. Nizam Yaqouby	Committee Chairman
Dr. Osama El Sayed El Azhary	Committee Member
Dr. Mohamed Naguib Awadeen	Committee Member
Dr. Mohamed Abdel Hakim Mohamed	Committee Member

The Sharia Committee met 4 times during 2025, and the most important decisions and recommendations discussed and taken by the committee for the bank were as follow:

- Reviewing the Sharia audit of the financial statements for the year 2024 for Abu Dhabi Islamic Bank – Egypt.
- Presenting a report of the most important work of the internal Sharia audit department in the third quarter of 2025.

## Regulatory Environment

### Internal Control System

These are the systems through which all bank activities and operations are continuously monitored and reviewed by the Board of Directors, senior management, committees formed within the bank, and all employees at different levels, as they are part of the bank's internal control system.

The Audit Committee discusses any internal control risk incidents raised by the Internal Audit and Risk Review departments, as well as discussing key events related to the Internal Control department, operational risks, and significant customer complaints.

The committee provides recommendations and multiple decisions to enhance internal control. The implementation of these recommendations is regularly followed up on in coordination with the Head of the Audit Department.

### Internal Audit Department

The purpose of the Internal Audit Sector at Abu Dhabi Islamic Bank – Egypt is to provide independent and objective assurance and consulting services designed to add value and improve the bank's operations. The task of the Internal Audit and Risk Review Sector is to improve and protect the bank's value by providing objective, risk-based assurance, consulting, and new insights. The Internal Audit helps the bank achieve its objectives through a systematic and disciplined approach to evaluating and improving the effectiveness of governance, risk management, and control processes.

The Head of the Internal Audit Sector oversees internal audit, as the audit sector reports directly to the Audit Committee to ensure independence and impartiality.

**Key tasks of the Internal Audit Sector**

Role of the Audit Department	Scope of its work	Is it a permanent department or a special external audit company?	Person in charge of the internal audit / or the special external audit company	Frequency of reports
Internal Control	It works to provide management with independent means to monitor and evaluate the internal control environment in the bank, with a focus on material risks, including fraud risks.	Permanent Department	Head of Internal Audit	<ul style="list-style-type: none"> <li>- Continuously through branch and department review reports</li> <li>- Reports are submitted to the Audit Committee quarterly.</li> </ul>
Financial Safety	Providing the Board of Directors, through the Audit Committee, with reasonable assurance about the accuracy and reliability of the bank's financial data.	Permanent Department	Head of Internal Audit	<ul style="list-style-type: none"> <li>- Reviewing a sample of financial data and reports submitted to the Central Bank quarterly before the issuance of financial statements.</li> </ul>
Special Reviews	Providing management with independent means to study and review specific activities and conduct investigations resulting from violations or wrong doings, whether internal or external.	Permanent Department	Head of Internal Audit	<ul style="list-style-type: none"> <li>- Continuously through branch and department review reports</li> <li>- Reports are submitted to the Audit Committee quarterly.</li> </ul>
Cost Reduction	Identifying cost reduction opportunities and presenting recommendations to management for necessary action.	Permanent Department	Head of Internal Audit	<ul style="list-style-type: none"> <li>- Continuously through branch and department review reports</li> <li>- Reports are submitted to the Audit Committee quarterly.</li> </ul>

## 3. Risk Committee ■

Risk management is an independent department reporting to the Risk Committee. The Risk Management Department is responsible for adopting policies and systems that define the various factors that directly or indirectly affect the credit facilities granted to customers of Abu Dhabi Islamic Bank – Egypt. In addition, it is responsible for setting the maximum acceptable risk limit and methods for dealing with it, provided that the authorized parties approve these risks, noting that credit policies and procedures are directed and monitored by the Credit Policy Committee (CPC).

Accordingly, the department works to study bank customers based on traditional credit standards that are an integral part of the prevailing credit policy. In this regard, the first step in this process is to identify and study the sectors operating in the Egyptian market to identify target sectors (target market) with potential growth in the coming years with caution, while the second step is to study non-target sectors for business and finally determine the sectors with which dealing is prohibited.

The acceptable standards at the single customer level are determined by studying the number of companies operating in these sectors, thereby determining the basic standards that must be met in customers and creditors. The bank's risk management undertakes the identification, measurement, monitoring, and control of the bank's risk exposure, in addition to identifying their trends and developments, and participating in evaluating the portfolio strategy and preparing reports that include all types of risks in the bank (whether at the group level as a whole or at the level of each portfolio separately, as well as at the activity level), taking into account the degree / probability of overlap between different risks such as the overlap between credit risks, market risks, and operational risks, in line with the overall acceptable level of risks determined by the Board of Directors.

## Compliance and Governance Management ■

Compliance risk is the potential exposure to financial losses or reputational damage that could affect the bank. The Compliance and Governance Department aims to help consolidate and establish governance principles, monitor their application, and increase their effectiveness.

The Compliance and Governance Department reports to the Audit Committee to ensure its neutrality and grant it more independence.

The most important tasks of the Compliance and Governance Department are:

- Emphasizing the necessity of a permanent and effective compliance function.
- Monitoring the availability of the basic principles and components that help develop and improve performance in the bank in a way that contributes to achieving the strategic objectives defined by the Board of Directors.
- Monitoring the application of the principle of disclosure and transparency and the culture of governance in all the bank's work and activities.
- Improving and developing the general framework and principles of work at the bank through the Code of Ethics and Professional Conduct, while defining its social responsibilities towards employees and society as a whole.
- Monitoring the application of the conflict-of-interest policy to all bank employees.
- Working to apply the principle of transparency, clarity, and fairness in dealing with all shareholders.

## Auditors ■

The bank appoints two auditors who meet the conditions stipulated in the law governing the accounting and auditing profession, including sufficient competence, reputation, and experience. The General Assembly appoints the two auditors based on a nomination from the Board of Directors and after a recommendation from the Audit Committee. Their appointment and fees are the responsibility of the bank's Ordinary General Assembly.

The bank follows the following mechanism when appointing its two auditors, from among those who meet the conditions stipulated in the law governing the accounting and auditing profession, while ensuring their independence in performing their work:

The Audit Committee discusses the CVs of the independent auditors who meet the conditions stipulated in the law governing the accounting and auditing profession, and then submits a recommendation for two candidates to the Board of Directors for approval.

Upon approval, the matter is submitted to the Ordinary General Assembly for ratification.

The Ordinary General Assembly approves the appointment of the auditors and determines their fees.

The Audit Committee also discusses the auditors and their observations, if any, as well as management's response to these observations and follow-up on implementation of corrective actions if necessary. The Audit Committee meets with the auditors or their representatives in the absence of bank management to discuss their report and the extent of their independence in performing their work.

## Disclosure and Transparency ■

The bank discloses information in accordance with the regulatory rules issued in this regard and the requirements of professional standards.

The bank clarifies how disclosure is made through various means about the financial information that concerns shareholders and stakeholders, such as annual and periodic financial statements, annual and periodic auditors' reports, as well as the Board of Directors' report, accounting policies, estimated budgets, asset valuation methods, and dividend distributions.

This framework provides the bank with many methods and communication channels through which information such as annual reports, the bank's website and social media sites, and reports directed to regulatory authorities can be circulated. The bank discloses the following information:

The structure and composition of the bank's Board of Directors.

The responsibilities, experience, and qualifications of the Board.

The bank's ownership structure.

The bank's organizational structure, such as the general structure of functions, business sectors, subsidiaries, and related parties, and joint committees.

The bank's code of conduct and information confidentiality policy.

The bank's policies regarding conflicts of interest and insider dealing and transactions with related parties.

The bank's policy regarding governance practices.

The bank's policies regarding salaries and bonuses, including disclosure of the total value of what the top twenty beneficiaries receive collectively, including salaries, allowances, in-kind benefits, bank shares, bonuses, and any other financial incentives.

The bank's corporate social responsibility policies and what has been done regarding them.

## Internal information includes the bank's objectives, vision, nature of its activity, future strategic plans:

The bank undertakes to publish a comprehensive summary of the Board of Directors' report and the annual financial statements and their accompanying notes, and the auditors' report and the observations of the Financial Regulatory Authority thereon (if any), all in a clear font in two widely circulated Egyptian morning newspapers, both in Arabic, at least twenty-one days before the date of the General Assembly meeting. It is not permissible to call for a General Assembly meeting to ratify the statements before submitting them complete to the Financial Regulatory Authority and the Stock Exchange management, provided that this includes the independent and consolidated financial statements.

If the bank's General Assembly makes any amendments to those statements, the bank undertakes to announce these amendments and the amended financial statements in the same two newspapers.

Quarterly financial statements and related reports mentioned above are published on the Stock Exchange website for at least three days, provided that the Stock Exchange is notified within one week from the date of completion of their preparation.

### The percentage of the bank's contribution to subsidiaries and affiliates as of December 2025 ,31

#	Company Name	Type	Number of contributed bank shares	Bank's contribution percentage %
1	ADIB Holding	Subsidiary	4.980.000	%99.60
2	ADIFinance	Subsidiary	49.597.768	%99.196
3	ADI Consumer Finance	Subsidiary	294.000.000	%98
4	ADIB Egypt for Microfinance «Arzaq»	Subsidiary	7.350.000	%98
5	ADI Taskeek	Subsidiary	980.000	%98
6	ADIB Capital	Subsidiary	4.875.000	%92.86
7	Cairo National for Investment and Securities	Subsidiary	6.798.611	%64.75
8	National Company for Trade and Development (INTAD)	Subsidiary	1.875.631	%40.00
9	ADIB Properties	Subsidiary	12.500	%5
10	Orient Takaful - Egypt	Affiliate	8.000.000	%20.00

## Transactions with Related Parties and Swap Contracts

- In accordance with the meeting of our bank's Ordinary General Assembly held in 2025, it did not include prior authorization to enter into swap contracts with related parties.

### Violations and Judgments Issued Against the Bank During the Year through the Following table

#	Judgments, Violations, and Fines Imposed on the Bank During 2025	Explanations
1	There are no fines related to violations of the Capital Market Law, its executive regulations, and listing rules during the year.	None
2	Total number of lawsuits filed against our bank among customers and claims totals 54 cases, demanding a total amount of approximately 79 million Egyptian pounds.	There are a total of 6 judgments against our bank for a total amount of 3,040,000 EGP (three million and forty thousand Egyptian pounds approximately).
3	There are no violations or fines imposed related to the Egyptian Central Bank Law, its executive regulations, or governance rules during the year.	-

## Investor Relations

The Investor Relations Department is an independent strategy that aims to activate and consolidate the relationship with current and prospective investors, which will have a positive impact on increasing the confidence of dealers with the bank, by providing the necessary disclosure and transparency.

### The most prominent responsibilities of the Investor Relations Department are:

- Communicating with investors through various communication tools such as the website and preparing the Board of Directors' report which is presented to the General Assembly of shareholders.
- Preparing the disclosure report and preparing and continuously updating investor relations pages on the website.
- Introducing new members of the Board of Directors or senior management to the market.
- Organizing information issued by the bank according to the applicable disclosure rules.
- Communicating with analysts and investors and providing the necessary information.

## The Relationship of the Bank's Board of Directors with Shareholders

To ensure the effectiveness of dialogue and ensure that the views of bank shareholders reach the members of the Board of Directors who are not executives, the Board of Directors opens communication channels with shareholders and small shareholders regarding the bank's strategies. The Board held a meeting with major shareholders through the General Assembly to urge them to actively participate in the meetings and to learn about their opinions and views on the bank's strategies.

The General Assembly is informed of the bank's significant and material operations, such as transactions with related parties, if any.

## Disclosure Tools ■ Annual Report

The bank provides copies of the annual report and financial statements to shareholders a sufficient period before the General Assembly meeting in order to give them the opportunity to study them and discuss the bank's performance with the Chairman of the Board of Directors and the rest of the board members during the meeting. Shareholders are given the right to vote at the General Assembly meeting personally or by delegating another shareholder to vote on their behalf.

An annual report is also issued in Arabic and English containing a summary of the Board of Directors' report and the financial statements, in addition to all other information that concerns the shareholders, current and prospective investors, and other stakeholders.

## Board of Directors' Report

The Board of Directors' report is prepared and attached to the financial statements and presented to the General Assembly of Shareholders and sent to the regulatory authorities at the specified times in this regard, according to the law and regulatory instructions.

## Disclosure Report

A quarterly disclosure report is prepared and sent to the Egyptian Stock Exchange and the Financial Regulatory Authority at the specified times according to the listing and de-listing rules.

## Website

The bank updates its website on the Internet in Arabic and English by adding detailed data for shareholders, governance and financial data, and disclosing other important information, such as the bank's authorized capital, issued capital, and paid-up capital according to the latest report, in addition to the decisions of the Ordinary General Assembly.

Abu Dhabi Islamic Bank - Egypt also issues periodic internal newsletters "ADIB News" in addition to press releases about the most important news and achievements in the economic, environmental, and social fields.

## Year in Review

The efforts made during the year 2025 were crowned with several awards received by the bank from international and global institutions, as shown below:

Abu Dhabi Islamic Bank - Egypt won 45 awards during 2025:

### First: Islamic Banking Awards

- Best Islamic Financial Institution of the Year – for the eighth consecutive year from: Global Islamic Finance Banking
- Best Islamic Bank in Egypt 2025 from: Euromoney Islamic Finance Awards 2025
- Best Islamic Bank of the Year – Egypt 2025 from: MEED Awards
- Best Islamic Bank in Egypt 2025 from: The Cosmopolitan Daily
- Best Islamic Bank in Egypt 2025 from: World Business Achievers Awards
- Most Innovative in Islamic Banking and Investment Services 2025 from: CFI Awards
- Best Islamic Bank in Egypt 2025 from: IFN Awards
- Best Islamic Investment Bank in Egypt 2025 from: IFN Awards
- Best Islamic Bank for Companies in Egypt 2025 from: IFN Awards
- Most Innovative Islamic Bank in Egypt 2025 from: IFN Awards
- Best Islamic Retail Bank in Egypt 2025 from: IFN Awards
- Best Islamic Bank in Egypt 2025 from: Union of Arab Banks
- Best Bank in Financial Operations 2025 from: Global Finance Awards
- Best Bank in Supporting and Financing SMEs – Egypt 2025 from: IFN Awards
- Best Islamic Bank in Financial Innovation – Egypt 2025 from: World Business Outlook Magazine

### Second: Finance and Investment Awards

- Best Islamic Finance Deal of the Year – Egypt 2025 from: International Gazette Awards
- Best Deal in Foreign Currencies and Egyptian Pound – Egypt 2025 from: World Economic Magazine
- Best Islamic Bank for Car Finance in Egypt 2025 from: Global Business Review Magazine
- Best Islamic Investment Funds in Egypt 2025 from: World Business Stars Magazine
- Best Islamic Fund of the Year – Egypt 2025 from: World Business Stars Magazine
- Best Bank in Treasury and Capital Markets – Egypt 2025 from: Cambridge Awards
- Best in Financial Solutions Compliant with Sharia Principles – Egypt 2025 from: World Business Outlook Magazine
- Best Provider of Financial Solutions Compliant with Sharia Principles – Egypt 2025 from: Brands Review Magazine
- Best Islamic Bank in Assets and Investment Management – Egypt 2025 from: Global Finance & Business Review.

### Third: Sustainability, Social Responsibility, and Governance (ESG) Awards

- Most Sustainable Islamic Bank in Egypt 2025 from: International Business Magazine
- Best Islamic Bank for Sustainable Finance – Egypt 2025 from: Global Brands Magazine
- Best Sustainable Islamic Bank in Egypt 2025 from: Arab Sustainability Expo
- Best Sustainable Islamic Bank in Egypt 2025 from: World Economic Magazine
- Best Islamic Bank in Sustainability – Middle East 2025 from: IFN Awards
- Best Bank in Egypt 2025 from: The Next 100 Global Awards (Global Banking & Finance Review)
- Best Islamic Bank in Sustainability – Egypt 2025 from: World Business Achievers Awards
- Best Sustainable Islamic Bank in Egypt 2025 from: International Business Magazine
- Best Strategy for Environmental, Social, and Governance Practices in the Middle East and North Africa from: MENA Banking Excellence Awards 2025
- Best Social Responsibility Initiative in Egypt for 2025 for the ADIB Egypt Charity Foundation from: Global Finance Magazine & Business

### Fourth: Executive Leadership Awards

- Best CEO in the Islamic Banking Sector – Egypt 2025 (Mohamed Aly) from: Global Banking & Finance Review.
- Special recognition from the League of Arab States for his contributions to the development of the Islamic banking sector.

### Fifth: Digital Transformation and Financial Technology Awards.

- Best Digital Transformation and SME Finance Awards in the Middle East and North Africa from: MEED Awards – MENA Banking Excellence.
- Best Bank in Digital Banking Services and Mobile Banking – Egypt 2025 from: IRBA Excellence Awards.
- Best Bank in Customer Experience for the year 2025 from: Euromoney Awards of Excellence.
- Best Bank in Smart Banking Solutions – Egypt 2025 from: World Business Outlook Magazine.

### Fifth: Digital Transformation and Financial Technology Awards.

- Best Ramadan Public Relations and Marketing Campaign in the Middle East and North Africa for 2025 from: Boston Brand & Media Research
- Most Customer-Centric Bank in Egypt for the year 2025 from: Euromoney Cash Management Survey Rankings
- Highest-ranked Banks in Cash Management Services in Egypt among 2025 from: Euromoney Cash Management Survey Rankings
- Best Bank for Managing Islamic Funds and Investments – Egypt 2025 from: Cambridge Islamic Funds Awards
- Best Bank in Overall Customer Experience – Egypt 2025 from: Global Business Review Magazine

The receipt of these prestigious awards by Abu Dhabi Islamic Bank - Egypt is a certificate of recognition for gaining the trust of prestigious international financial entities, and the result of hard work in pursuit of strong results in the field of financial services and products, to provide a bouquet of innovative solutions that have been widely welcomed and accepted by the bank's customers, as they meet their banking ambitions and suit their needs, reflecting our permanent commitment to our customers. This drives us to strive and continue to provide all that is new in services and products, especially in the field of electronic and digital payments, to result in providing a comprehensive banking experience full of distinct advantages for customers.

# Charters and Policies

## Code of Ethics and Professional Conduct

The Code of Ethics and Professional Conduct includes a set of values that work to regulate job conduct rules, such as integrity, equality, conflict of interest, and other values.

The bank's Code of Professional Ethics represents the general framework for dealing with different situations such as gifts, nepotism, disclosure of confidential information (Insider Trading), private and casual business, and dealings with external suppliers, and also the dealings of senior management and board members and the related controls that have been put in place for them in accordance with relevant laws such as the Central Bank of Egypt Law, the Capital Market Law, the Companies Law, and the bank's Articles of Association.

## Conflict of Interest Policy

At Abu Dhabi Islamic Bank - Egypt, the conflict-of-interest policy is a set of foundations and controls that fall under the concept of governance and rational administrative work rules and institutional governance which must be adhered to in order to consolidate the foundations of professional integrity and transparency. This policy aims to put strict controls on conflicts of interest in the dealings of employees, senior management, and the bank's Board of Directors.

## Whistleblowing Policy

The bank has a specific whistleblowing policy approved by the Board of Directors. The whistleblowing policy aims to strengthen the bank's and employees' transparency system, combat corruption, violations, and unethical or unprincipled practices and behaviours, and wilful negligence in performing duties and related violations.

## Business Continuity Plan

The bank has established a policy to ensure business continuity (BCP) in emergencies or in circumstances that hinder work in its normal conditions. The necessary tests have been conducted by raising an emergency situation at the bank, and the success of the established policy has been confirmed.

Accordingly, the bank has provided alternative equipped locations to provide the appropriate climate for uninterrupted work of essential functions and a contingency plan for supporting functions. The instructions of the Central Bank of Egypt regarding what might happen due to events, as well as the ongoing security directives and instructions to deal with any sudden, unexpected events during the current phase within the framework of precautionary measures, have also been implemented at all branches.

## Sustainability

Abu Dhabi Islamic Bank - Egypt focuses on Egypt as one of the leading Islamic banks in integrating sustainability principles and sustainable finance into its institutional strategy, believing that sustainability is an essential element for financial growth, environmental protection, and society.

The bank recognizes that achieving sustainable development is not limited to improving environmental and social performance only, but extends to strengthening the role of the banking sector in directing finance towards projects with a positive impact, in line with Egypt's 2030 Vision and sustainable development goals for the long term.

In this context, Abu Dhabi Islamic Bank - Egypt continued during 2025 to develop the sustainable finance system, by integrating environmental and social considerations into the credit assessment processes, thus enhancing the resilience of the credit portfolio and supporting the stability of the financial sector. The bank also supports and finances projects that serve the transition to a green economy.

## Internal Dealer Share Transaction Tracking Table

Member Name	Shares Owned at Beginning of Year	Bonus Share Distribution (1:1 from 6bn to 12bn)	Shares Purchased During the Year (Date Added)	Shares Sold During the Year (Date Subtracted)	Shares Balance at End of Year
Abu Dhabi Islamic Bank Public Shareholding Co.	319,225,034	319,225,034	-	-	638,450,068
Emirates International Investment Co. LLC	80,648,000	80,648,000	-	-	161,296,000


## Social and Environmental Responsibility Policy

Stemming from the bank's belief in its commitment to serve its community and maintain a leading role in social responsibility, the bank provides essential services in the fields of education, health, social and humanitarian affairs. Opportunities are also provided for bank employees to contribute their efforts to various community activities, such as cooperating with charitable organizations to pack and distribute Ramadan boxes, in addition to many other volunteer activities that serve our community.

During 2025, Abu Dhabi Islamic Bank - Egypt along with ADIB Charity Foundation signed the following cooperation protocols:

Beneficiary Name	Number of Beneficiaries	Purpose of Project	Amount (EGP)
El Sewedy Education Academy	32 students	Support underprivileged students to complete their studies	848,000
Makers of Charity Development Foundation	10,000 families	Dry food cartons (15 kg weight)	3,000,000
Tahya Misr Fund	658 families	Food supplies	250,000
Baheya Foundation for Women's Cancer Treatment (Sheikh Zayed New Hospital)	50 women	Sponsoring treatment for 50 cases from waiting lists	3,600,000
Makers of Charity Development Foundation	276 students	Upgrading and developing the primary school in Kalah El Abnud village	1,500,000
Makers of Charity Development Foundation	Multiple (100) disabled students	Upgrading and developing Amal Taha School for the Deaf and Hard of Hearing in Hessein El Zanaty village	2,320,000
Direct cases	4 cases (4 female providers)	Monthly sponsorships + treatment debt	139,000
Kheir & Baraka Association and El Maraa El Gedida	Eye clinic within Harraz Medical Center in Helwan	Equipping two ophthalmology units	850,000
Makers of Charity Development Foundation	200-180 cases monthly	Operating expenses for the Diabetic Foot Unit (at Sohag University Hospital)	1,170,000

Fuchs Company and Ammar El Ard Foundation	2000 students	Enrolling 2000 students in schools, packing 2000 cartons of school supplies, and developing two schools (Giza and Gret)	5,000,000
Shifaa El Orman Hospital in Luxor	Cancer patients in Upper Egypt	Supplying respiratory device	1,900,000
Ahl Misr Burns Hospital	Burn patients in Egypt	ADIB sponsoring the operation of ICU rooms for one year	3,000,000
Sohag Cancer Center	Blood cancer patients in Upper Egypt	Sponsoring the equipping of an isolation unit, bone marrow transplant unit, and cryopreservation unit with nitrogen	2,523,000
Alexandria University Hospital	2800 cases annually	Cataract surgeries (removal of white water)	2,500,000
El Qasr El Einy Hospital	3200 cases annually	Emergency surgeries, equipping two gastrointestinal endoscopy units (Phase I)	8,429,000
Makers of Charity Development Foundation	3250 individuals	Distributing 3250 blankets and winter jackets for children (Winter Campaign)	1,500,000
Makers of Charity Development Foundation	3000 individuals	Fourth payment to operate the Diabetic Foot Units at Sohag University Hospital	1,170,000
Total			39,699,000



In conclusion, Abu Dhabi Islamic Bank - Egypt (ADIB-Egypt) reaffirms its steadfast commitment to implementing best corporate governance practices, ensuring a balance between compliance requirements, enhancing sustainability, and protecting the rights of all stakeholders, foremost among them shareholders and customers.

The bank is committed to continuously developing the governance system by reviewing policies and procedures, fostering a culture of compliance and internal control, and aligning practices with Sharia and regulatory changes, which contributes to supporting institutional performance and achieving strategic long-term goals.

The bank emphasizes its commitment to continuing work on consolidating sound governance principles as a fundamental pillar for sustainable growth, building trust with regulatory authorities, the community, and all related parties.

## **Mohamed Aly**

Chief Executive Officer and Managing Director  
Abu Dhabi Islamic Bank - Egypt

مصرف أبو ظبي الإسلامي  
**ADIB**

