



BOARD OF DIRECTORS

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| • H.E. Jawaan Awaidha Suhail Al Khaili | Chairman |
| • Mr. Khaled Abdullah Neamat Khouri | Deputy Chairman |
| • Mr. Khamis Buharoon | Board Member & Managing Director |
| • Mr. Juma Khamis Al Khaili | Board Member |
| • Mr. Ragheed Najeeb Al Shanti | Board Member |
| • Mr. Mehdi Dazi | Board Member |

BOARD OF DIRECTORS' MANDATE

1. The Board has all the powers required for the management of the Bank and may perform all acts and duties on behalf of the Bank as the Bank may be permitted to do and may exercise all necessary powers to achieve its goals. Such powers and actions are not limited except as provided by Federal Law No.8 of 1984 concerning Commercial Companies, as amended, the Memorandum of Association, the Bank's Articles of Association, a resolution of the General Assembly, or any other relevant laws or regulations.
2. The Board is expressly authorized to enter into facility agreements having a period in excess of 3 (three) years, to grant credit facilities and investment, to mortgage the properties or assets of the Bank, to release any liabilities and to enter into reconciliation and to agree to arbitration.
3. The Board lays down the rules relating to administrative and financial matters, employee affairs and their entitlements, and likewise lays down a special regulation governing its business and meetings and distribution of functions and responsibilities among its members.
4. The Board must meet at least once every two months.
5. Details of the Board's Committees and other particulars are found in the Articles of Association.



The Board of Directors set the standard for sound governance for the entire ADIB group. Corporate governance is a matter of vital importance and a fundamental part of the culture and business practices of the Bank.

ADIB's commitment to high standards of corporate governance is evident from the adoption of global best-practices to improve transparency, enhance the management and oversight of risk management, as well as promoting the highest standards of audit and compliance accountability. Key activities include the development of audit and compliance policies, the development of reporting structures, and a comprehensive review of the regulatory reporting framework. ADIB has complied with the policies of the UAE Central Bank and requirements of Chairperson decision R/32 of 2007 of the Securities and Commodities Authority (SCA) as well as the corporate governance best practices advised by Hawkamah.

At ADIB, a balance between the roles and responsibilities of the Board and management is achieved with the Board providing overall oversight and strategic direction through the approval of major strategic initiatives, policies and objectives. Day-to-day management of ADIB is entrusted to the Chief Executive Officer.



COMMITTEES AND MANDATES

As part of the Bank's Corporate Governance program, the Board has appointed a number of committees consisting of Directors, Managing Director, Chief Executive Officer, Group Heads and Division Heads. In addition to the Board of Directors the following principal committees are formed, which have specific mandates.

- Fatwa and Shari'a Supervisory Committee
- Executive Committee
- Audit Committee

FATWA AND SHARIA' SUPERVISORY BOARD

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| • Sheikh Mohamed Taqi Uthmani | Chairman |
| • Dr. Abdul Sattar Abu Ghuddeh | Vice Chairman |
| • Dr. Jassem Ali Al Shamsi | Member |
| • Sheikh Nizam Ya'koubi | Member |

FATWA & SHARIA' SUPERVISORY BOARD MANDATE

The Fatwa & Shari'a Supervisory Board has a term of three years and all member are required for the meeting quorum, whether by principal or by proxy. It has the following functions/ authorities;

1. The Committee issues fatwas pertaining to the Bank's activities at the request of the Bank's executive management or Board of Directors. The Committee also supervises and controls the validity of the Bank's activities to ensure that they comply with Islamic principles and rules, and prepare its recommendations in connection therewith.
2. The Committee has the right to submit any objections in writing to the Board of Directors with respect to any of the Bank's activities not complying with Islamic principles. Further, the Committee reviews all forms of contracts and agreements pertaining to any of the Bank's transactions to ensure their compliance with Islamic principles.
3. The Committee has the right to review, at any time, the Bank's books, records and documents, and request any information it may deem necessary to obtain. The Committee also has the right to review the Bank's assets and liabilities. In the event of the Committee's inability to discharge its duties, it reports the same in a written report to the Board of Directors.

EXECUTIVE COMMITTEE

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| • Mr. Ragheed Najeeb Shanti | Member |
| • Mr. Khaled Abdulla Khouri | Member |
| • Mr. Mehdi Dazi | Member |
| • Mr. Khamis Buharoon | Member |

Mr. Tirad Mahmoud as a sitting CEO



EXECUTIVE COMMITTEE MANDATE

The Executive Committee of the Board has a term for three years and has the following functions/ authorities:

1. Review and approval of strategic initiatives.
2. Review and approval of investment guidelines, vehicles and investment proposals.
3. Employees' Compensation policy.
4. Review and approval of risk policies and credit approval for exposures above AED 100 Million per obligor.

AUDIT COMMITTEE

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| • Mr. Juma Khamis Al Khaili | Member |
| • Mr. Mehdi Dazi | Member |
| • Mr. Salem Sultan Al Dhaheri | Member |

Mr. Tirad Mahmoud as a sitting CEO

AUDIT COMMITTEE MANDATE

1. Review and recommend internal audit policies and procedures to the Board for approval.
2. Oversee the audit function in ADIB to ensure that adequate planning, audit work performance, reporting and follow up activities are carried out.
3. Approve internal audit plans and special audit assignments.
4. Select and recommend the appointment of external auditors and review the audit fee and engagement letter. Ensure the independence of external and internal auditors. Review results of external and internal audits, and of examinations undertaken by the regulatory authorities.
5. Evaluate overall performance and success of audit function. Review corrective actions taken by the management against audit findings; review business plans, budget, and financial reports; review periodical financial statements and review of reports on major frauds, theft and irregularity cases.