



**The Corporate Governance Annual  
Report for the Year 2025**

**Qatar National Bank S.A.E**



**Hazem Hassan**  
Public Accountants & Consultants

*Translation of Auditors' report  
originally issued in Arabic*

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**Independent Assurance report**  
**On the report of the Board of Directors of Qatar National Bank (S.A.E)**  
**On compliance with corporate governance rules**  
**It was also issued in the Egyptian Guide to Corporate Governance**  
**Issued by Resolution of the Board of Directors of the Financial Supervision Authority**  
**No. (84) dated July 26, 2016**

**To the Board of Directors of Qatar National Bank (S.A.E)**

**The introduction**

We performed limited assurance tasks regarding the preparation and presentation of the attached report on compliance with corporate governance rules prepared by the Board of Directors of Qatar National Bank (Egyptian Joint Stock Company) (the Bank) for the financial year ending on December 31, 2025, which was prepared in accordance with the Board of Directors' indicative report template referred to in the letter. Egyptian Stock Exchange addressed to the Chairman of the Board of Directors of the Bank dated December 25, 2018.

**Management responsibility**

The Bank's Board of Directors is responsible for preparing and presenting the report on compliance with governance rules in accordance with the indicative Board of Directors report form referred to in the Egyptian Stock Exchange's letter addressed to the Chairman of the Bank's Board of Directors dated December 25, 2018. It is also responsible for ensuring the extent of compliance with governance rules in accordance with the instructions, issued by the Financial Supervisory Authority and the Egyptian Guide to Corporate Governance issued pursuant to the Financial Regulatory Authority's Board of Directors Resolution No. 84 dated July 26, 2016, in addition to being responsible for identifying points of non-compliance and their justifications.

**Auditor's responsibility**

Our responsibility is limited to expressing a conclusion with limited certainty as to whether matters have come to our attention that make us believe that the attached Board of Directors report was not prepared in accordance with the indicative Board of Directors report template referred to in the Egyptian Stock Exchange's letter addressed to the Chairman of the Bank's Board of Directors dated December 25, 2018, and that Based on our limited assurance procedures.

We performed limited assurance engagements in accordance with the Egyptian Standard for Assurance Engagements No. (3000) "Assurance Engagements Other than Reviewing or Examining Historical Financial Information." This standard requires compliance with professional conduct requirements, including independence requirements, and planning and implementing our procedures to obtain limited assurance about whether the We learned of something that makes us believe that the Board of Directors' report on the extent of



## Hazem Hassan

something that makes us believe that the Board of Directors' report on the extent of compliance with governance rules in general was not prepared in all its essential aspects in accordance with the indicative Board of Directors report model referred to in the Egyptian Stock Exchange's letter addressed to the Chairman of the Bank's Board of Directors dated December 25, 2018.

The procedures performed in limited assurance engagements differ in nature and timing and are narrower in scope than those performed to obtain reasonable assurance. Therefore, the level of assurance obtained from limited assurance engagements is lower than the assurance that can be obtained from reasonable assurance engagements.

The procedures we have implemented are based on our personal judgment and mainly include obtaining evidence from inquiries, observing some of the procedures performed, examining some supporting documents, and matching them with the bank's records.

In accordance with the nature of our mission, when implementing the actions described above, we have done the following:

- Inquire from management to obtain an understanding of the method followed by them in how to prepare the report according to the aforementioned model, the procedures that management has taken to comply with those requirements, and the management's methodology for evaluating the extent of compliance with the referred to model.

- Conforming the contents of the Board of Directors' report form on the extent of compliance with corporate governance rules with the requirements of the indicative Board of Directors' report form referred to in the Egyptian Stock Exchange's letter addressed to the Chairman of the Bank's Board of Directors dated December 25, 2018.

- Matching the contents presented in the Board of Directors' report form on the extent of compliance with corporate governance rules with the bank's records and documents.

In accordance with the requirements of Paragraph 49 (d) of Egyptian Auditing Standard No. (3000), our procedures were limited to matters that can be measured accurately and did not include non-quantitative aspects or the extent of their effectiveness, validity or completeness, including management procedures for adhering to the rules of corporate governance as well as evaluating the performance of the Board of Directors, its committees and management. Executive. Our procedures for the purposes of this report also did not extend to evaluating the effectiveness of the internal control and compliance system and the effectiveness of the governance system. This report was prepared to fulfill the requirements of Article 40 of the rules for registering and delisting Egyptian securities and not for any other purpose. Therefore, it is only suitable for use for the purpose for which it was prepared.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

### Inherent limitations

Most of the procedures that establishments implement to comply with administrative and legal rules depend on the people who implement those procedures, their understanding of the objectives of those procedures, and their assessment of whether the procedures have been implemented efficiently. In some cases, there is no audit evidence that can be obtained. We



#### **Hazem Hassan**

would also like to point out that the design of compliance procedures follows the best applications that differ from one facility to another and therefore does not represent a specific standard to which one can compare.

Non-financial data is also subject to greater inherent restrictions than those related to financial data, if we take into account the characteristics of the Board of Directors' report on the extent of compliance with governance rules and the method used to prepare it.

#### **Conclusion**

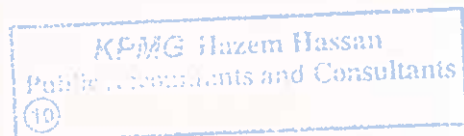
In light of the procedures applied above and explained in this report, nothing has come to our attention that makes us believe that the report of the Board of Directors of Qatar Nation Bank (Egyptian Joint Stock Company) (the Bank) on the extent of compliance with the rules of governance during the financial year ending on December 31, 2025, which is attached, has not been prepared and presented. In all its important aspects, in accordance with the indicative Board of Directors report form referred to in the Egyptian Stock Exchange's letter addressed to the Chairman of the Bank's Board of Directors dated December 25, 2018.

  
**Auditor**

**Abdelhadi Mohamed Ali Ibrahim**  
Financial Regulatory Authority No. "395"

**KPMG Hazem Hassan**  
**Public Accountants & Consultants**

**January 13, 2026**



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**Independent Limited Assurance Report**  
**on the Board of Directors report of Qatar National Bank "S.A.E"**  
**on Compliance with the Corporate Governance Guidelines**  
**issued by the Financial Regulatory Authority**  
**Board of Directors Resolution No. (84) of July 26, 2016**

**To the Board of Directors of Qatar National Bank "S.A.E".**

**Introduction**

We have performed an independent limited assurance engagement on the preparation and presentation of the attached report on compliance with corporate governance rules ("the Report") prepared by **Qatar National Bank S.A.E.**'s Board of Directors ("the Board") for the year ended December 31, 2025, in accordance with the Indicative Report Format ("IRF") issued by the Egyptian Stock Exchange as addressed in a letter to the Chairman of the Bank dated December 25, 2018.

**Management's responsibility**

The Board of Directors of the Bank is responsible for the preparation and presentation of the Report and for ensuring compliance with the Corporate Governance rules issued by the Financial Regulatory Authority, and the Egyptian Corporate Governance code issued by the Financial Regulatory Authority's board of directors' resolution No (84) dated July 26, 2016. The Board's responsibility includes the identification, disclosure and explanation of instances of non-compliance thereto. The Board is also responsible for the design, implementation and maintenance of adequate systems and processes relevant for the preparation of the Report.

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### Our responsibility

Our responsibility is to express a limited assurance conclusion on whether any matters has come to our attention that cause us to believe that the attached Board of Directors report has not been prepared and presented, in all material respects, in accordance with the Indicative Report Format ("IRF") issued by the Egyptian Stock Exchange as addressed in a letter to the Chairman of the Bank dated December 25, 2018, based on the limited assurance procedures we performed.

We conducted our work in accordance with Egyptian Standard on Assurance Engagements no. (3000) Assurance Engagements other than Audits or Reviews of Historical Financial Information. This standard requires that we comply with the applicable professional standards including independence requirements, and that we plan and perform our work to obtain limited assurance whether any matters have come to our attention that cause us to believe that the Board of Directors' report on compliance with corporate governance rules has not been prepared, in all material respects, in accordance with the Indicative Report Format ("IRF") issued by the Egyptian Stock Exchange as addressed in a letter to the Chairman of the Bank dated December 25, 2018.

The extent of the procedures performed for evidence gathering in a limited assurance engagement are less than those performed for a reasonable assurance engagement, and therefore a lower level of assurance is provided.

The procedures performed were based on our own judgement, evidences were primarily obtained through enquiries of management, observations of certain procedures performed by management, reviewing selection of supporting documentations and, where applicable, matching with the Bank's records.

### **Performing the above procedures included the following:**

- Enquiries of management to gain an understanding of management's processes, to prepare and present the Report in accordance with the issued guidance, in addition to the procedures performed by management to ensure compliance with corporate governance requirements and management processes to evaluate compliance with issued guidance.
- Matching the Report's structure and content as prepared and presented by the Board of Directors with the indicative report format included in the IFR issued by the Egyptian Stock Exchange as addressed in a letter to the Chairman of the Bank dated December 25, 2018.
- Where applicable, matching with the information included in the Report with the Bank's records and supporting documentation.
- Review a sample of documentation supporting measurable information, where necessary, in the board of directors' report.



According to paragraph 49(d) of the Egyptian standard for assurance engagements other than audits or reviews of historic financial information "ESAE" (3000), our procedures were limited to measurable matters that are capable of being assessed reliably. Such procedures did not cover non-quantitative matters nor the effectiveness, validity or completeness of matters such as management's procedures and processes to comply with Corporate Governance. It also does not cover evaluation of the performance of the Board of Directors', its committees' or the management, nor the evaluation of instances of non-compliance, violations or rulings. Our procedures also did not cover evaluating the effectiveness of the Bank's internal control systems, compliance and the effectiveness of its corporate governance. This report is solely prepared for the purpose of fulfilling our responsibility under the requirements of article (40) of the Egyptian Listing Rules and not for any other purpose. Accordingly, this report cannot be used except for the purpose it was prepared for.

#### Inherent limitations

Procedures performed by entities to comply with administrative and legal rules, in most cases, rely on the individuals performing them, their understanding of the procedures' objectives, and their evaluation of the effectiveness of performed procedures. In some instances, they cannot be evidenced. The absence of a significant body of established practice on which to draw allows for selection of different but acceptable compliance procedures that are not comparable.

Non-financial information, such as those included in the Report, are subject to more inherent limitations than financial information, given the more qualitative characteristics of the Board of Directors' report on the compliance with corporate governance and the methods used for preparing the Report.

#### Conclusion

Based on the limited assurance procedures performed, as described above, nothing has come to our attention that would lead us to believe that the attached Board of Directors' report of **Qatar National Bank S.A.E** for the year ended December 31, 2025 has not been prepared and presented in accordance with the Indicative Report Format ("IRF") issued by the Egyptian Stock Exchange as addressed in a letter to the Chairman of the Bank dated December 25, 2018.

#### Auditor



**Mohamed Hossain Hilal**  
Financial Regulatory Authority Register Number  
"390"

**Bakertilly Mohamed Hilal - Wahid Abdel Ghaffar**  
**Public Accountants & Consultants**

**Cairo: January 13, 2026**

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## Annual Corporate Governance Report for Year 2025

### Qatar National Bank S.A.E

QNB S.A.E recognizes the need to adhere to the best practices in Corporate Governance, which is derived from the importance of implementing rational corporate governance policies and procedures. Corporate Governance is considered by the bank as a core culture, long-term vision and strategy that are applied sustainably and not only in the short term. They are applied in the long term to maximize the value of the bank to the shareholders and maintain the confidence of customers and investors in addition to preserving the rights of all stakeholders, as well as the staff and customers. QNB S.A.E. always aspires to maintain the highest standards of Corporate Governance and publish the results reports accurately and transparently in full compliance with all applicable laws, regulations and controls.

This report which is published as a document accompanying the annual report for 2025, it reflects the Bank's effort to comply with surveillance requirements and regulatory rules issued by Central Bank of Egypt, Financial Regulatory Authority and Egyptian Stock Exchange.

This report was prepared guided by the rules for listing and delisting securities in stock exchange issued by Financial Regulatory Authority and governance controls issued by Central bank of Egypt in addition to other requirements that Qatar National Bank S.A.E. executes in accordance with rules of Qatar National Bank Group.

### Main Data of the Bank

<b>Bank Name</b>	Qatar National Bank S.A.E.		
<b>Bank Objective</b>	Provide all banking fields related to its activity		
<b>Duration</b>	50 years	<b>Registration Date in Stock Exchange</b>	7/7/1996
<b>Law</b>	No.43/1974 amended by Law No.8/1998 amended by law 72/2017	<b>Nominal value of Share</b>	5 (five) Egyptian Pounds
<b>Authorized Capital</b>	15 billion Egyptian pounds	<b>Issued Capital</b>	10,774,114,830 Egyptian pounds
<b>Paid Up Capital</b>	10,774,114,830 Egyptian pounds	<b>Date &amp; Number of Registration in Commercial registry</b>	24/04/1978 188894
<b>Names of Investors Relations Managers</b>	Tamer Ghareb Soliman Ahmed Mohamed Nabil Abdel-Motelib Ahmed Mohamed El-Saeed Aly Hegazy Aly Abdel Raouf Ibrahim	<b>Telephone Numbers</b>	27707782 23973700 23970990 23973950
<b>Fax Number</b>	27707628		
<b>Main Headquarters address</b>	5, Champollion Street, Kasr El-Nil, Downtown, Cairo		
<b>Website</b>	<a href="http://www.qnb.com.eg">www.qnb.com.eg</a>		
<b>E-mail</b>	<a href="mailto:Info.qnb@qnb.com.eg">Info.qnb@qnb.com.eg</a>		

## Shareholding Structure

Owners of 5% or more of the bank's capital	Number of shares as of 31/12/2025	Percentage %
<b>Qatar National Bank</b>	<b>2,046,369,862</b>	<b>94.967</b>
<b>Total</b>	<b>2,046,369,862</b>	<b>94.967</b>

## Brief of Bank's achievements during 2025 that contributed to strengthening Corporate Governance

QNB S.A.E. updates periodically and continuously the general framework of Corporate Governance inside the bank to ensure that the bank is aligned with global, international regional and local best practices for applying Corporate Governance guidelines, as well as applying the instructions, rules and laws of local regulatory authorities. The bank has taken many regulations and improvements to meet Corporate Governance requirements that aim to mitigate and reduce banking risks and risky complex activities, which have been lately increased each day and limiting the current circumstance and the consecutive economic and financial crises. They are reflected in countries and governments as well and thus are reflected on Banks and the whole Banking sector too, and amongst the most important of these achievements during the year 2025:

- 1- Ratification of New Management committee which is "**PRBC Committee to Cope with CBE Instruction**" "Committee objectives and responsibilities is as follows: Approve risk methodologies, assumptions, scenarios, and infrastructure used for stress testing and ICAAP exercises.
- 2- Obtain CBE Initial approval to establish a Digital Bank called "EZ Bank", with total issued capital amounted to EGP 4.5 billion, where Qatar National Bank - Egypt and its subsidiaries share percentage reached to 32%.
- 3- In light of the technological development in the banking sector during 2025, the Corporate Governance department has obtained several technological approvals from the Central Bank of Egypt. This has led to an increase in activities, particularly within the digital banking, technology services, mobile applications, and internet banking sectors, including for example "Apple Pay" and other electronic payment and transfer methods. Consequently, this enables the Bank to keep pace with electronic developments in the global market and the banking sector in Egypt.
- 4- Implementation of CBE Corporate Governance Instruction as follows:
  - Updated **Audit & Compliance Committee TORs**
  - Updated **Risk Committee TORs**
  - Updated **Corporate Governance & Nomination Committee TORs**
  - Updated **Compensation and Benefits Committee TORs**
  - Updated the following policies for Bank Corporate Governance
    - 1- **Board Charter**
    - 2- **Board Policy**
    - 3- **Corporate Governance Manual.**

## **The main pillars of governance:**

Corporate Governance is based on four main pillars (responsibility, accountability, fairness, and transparency), QNB S.A.E. is committed to implementing these pillars through the following:

### **First: General Assembly Meeting for Shareholders**

The General Assembly comprises of all shareholders of the bank, in proportion to the share owned by each shareholder, all shareholders are entitled to attend the General Assembly meetings; the Bank will take actions to facilitate the attendance of shareholders to the General Assembly meetings, in compliance with the bank's statutes related to laws and regulations organizing the procedures and deadlines for calling the General Assembly and the manner of managing its meetings. the General Assembly is managed in a way that allow all shareholders to express their views in light of what is regulated by the law and bank's statutes, according to the agenda of the Assembly meeting, the Bank adequately discloses the topics that are included in the agenda of the Assembly meetings which is accompanied with the supporting information that enable shareholders to take their decisions properly, the bank provides reply to all enquiries raised by the shareholders and sent before the meeting to be included in the agenda. Then, the Bank discloses the decisions taken by the General Assembly in addition to all the Major Events that happened, at the same time, minutes of the General Assembly meeting are published on the Bank website, The Bank is committed to provide the Central Bank of Egypt and the FRA "The financial regulatory authority" s well as notify the EGX "The Egyptian Exchange" with ordinary and extraordinary General Assembly decisions immediately after its conclusion at the maximum no later than before the start of the first next trading session and following end of the meeting, which guarantee fairness in disclosure of crucial information to the public.

### **Second: Board of Directors**

#### **Composition of the Board of Directors**

The current composition of the board of directors comprises of 12 members, in accordance with Statutes of the Bank. It is managed by a board of directors composed of a number no less than five members selected by the general assembly from amongst the shareholders, for a period of three years and this does not prejudice the right of the legal person who is a member of the board of directors to replace whoever represents him in the board, and to be presented in BOD with the same proportional of number of shares they own in capital. the Board is composed of Executive, Non-Executive (independent and Non-Independent members) to ensure that board decisions are not dominated by a specific individual or a small group of individuals, and the board of directors must have at most two of the executive members and the majority of the board members must be non-executives.

In electing members of the Board of Directors, the cumulative voting system must be applied by granting each shareholder a number of votes equal to the number of shares that he owns so that he can give them all to one candidate or distribute them on more than one candidate in a manner that allows proportional representation in the membership of the Board of Directors, whenever possible.

The board of directors shall appoint a Chairman, a Vice-Chairman and Chief Executive Officer (CEO) from amongst its members and in the absence of the Chairman and the vice Chairman; the eldest member in age shall chair the board. All members of the Board of Directors shall have the necessary experience and knowledge to perform their duties effectively and efficiently to achieve bank, its shareholders and its customers `goals. Moreover, members of the Board of Directors shall have full knowledge of their guiding role and their part towards establishing the guidelines of rational governance.



The following is the composition of the Board of Directors in its current round 2025-2028:

No	Name	Capacity (executive/no n-executive)	Title	No. of shares owned on 31/12/2025	Joining date	Representation entity
1	Mr. Ali Rashid A. A. Al-Mohannadi	Non-executive	Chairman	--	4 April 2013	Representative of QNB
2	Mr. Assem Mohamed Fahmy Mohamed Ragab	Non-executive	Vice Chairman	--	26 May 2022	Independent
3	Mr. Mohamed Mahmoud Aly Bedeir	Executive	CEO and Board Member	--	13 September 2021	Representative of QNB
*	Ms. Heba Ali Ghaith A. Al-Tamimi	Non-executive	Board Member	--	4 April 2013	Representative of QNB
4	Mrs. Maryam Mohd A O Al-Kuwari	Non-executive	Board Member	--	03 March 2025	Representative of QNB
5	Mr. Tarek Abdel-Raouf Magdy Fayad	Executive	Board Member	--	21 January 2014	Representative of QNB
6	Mr. Mohamed Alaaeldin Mohamed Khairat	Executive	Board Member	--	26 November 2025	Representative of QNB
*	Mr. Adel Ali M. A. Al-Malki	Non-executive	Board Member	--	13 October 2015	Representative of QNB
7	Mr. Ahmad Mohammed H I Alasimakh	Non-executive	Board Member	--	10 April 2025	Representative of QNB
8	Mr. Abdulla Nasser Salem M. Al-Khalifa	Non-executive	Board Member	--	25 Sept. 2019	Representative of QNB
9	Ms. Shaikha Salem Abdulla A. A. Al-Dosari	Non-executive	Board Member	--	25 Sept. 2019	Representative of QNB
10	Mr. Khaled Ahmed Khalifa A. Al-Sada	Non-Executive	Board Member	--	16 June 2020	Representative of QNB
11	Mr. Nedhal Shafi Hassan F. Al-Nuaimi	Non-Executive	Board Member	--	16 June 2020	Representative of QNB
12	SHK. Hamad Bin Talal Bin Abdulaziz Al-Thani	Non-Executive	Board Member	--	2 November 2022	Independent

\* Membership ended at the end of BOD round 2022-2025.

### **Role, Duties, and Responsibilities of the Board of Directors: -**

QNB S.A.E. has Effective Board of Directors, based on the general assembly's assignment; the Board is individually and / or collectively responsible for optimum methods of Bank management with the objective of maximizing the value of shareholders' investments, achieving the projected business plan results as well as preserving the rights of customers and all stakeholders, the Board of Directors is keen to achieve all its objectives in full compliance with the applicable laws and regulations regulating the bank's activities.

**Main Board of Directors' duties and responsibilities are defined as follows:**

- Ensures that the Bank's organizational structure enables the Board of Directors and top management to assume their responsibilities, facilitates effective decision-making and applies rational governance. This includes a clear delineation of responsibilities and main powers of the Board, top management and control functions officials.
- Approve the Bank's strategic objectives, policies and plans, appoint and replace members of the executive management of the bank.
- Set the Bank's values and standards; ensure compliance with obligations towards shareholders and other related parties.
- Ensure that the Bank complies with legislation, the Bank's Statutes and internal regulations; the board is also responsible for protecting the Bank against **illegal and inappropriate practices and activities**.
- One of the main authorities of the board is approving strategies of business activities, verifying quality and integrity of financial control, internal control, in addition to assuring the Bank's financial adequacy. Moreover, the Board members must be fully aware of all the Bank activities and functions.
- Careful implementation of the governance standards in accordance with the bank business activities, the market position and other relevant economic factors.

- Establish a legislative framework within the Bank, particularly with respect to the organizational structure and business activities, including the methodology for distributing Human cadres and competencies on all divisions and departments and manage it in a scientific and rational manner.
- Perform periodic review of arrangements and agreements with external auditors to ensure consistency with the volume and nature of the Bank's operations.
- Ensure the credibility and adequacy of financial and accounting rules, including those related to the preparation of financial reports.
- Submit the financial reports to shareholders regarding the Bank's businesses.
- Guarantee accuracy of disclosure procedures and communicate with shareholders, investors and all other related parties, about the Bank's strategy, financial results and significant developments.
- Provide effective internal control environment to assess and mitigate risks, in addition to creating an appropriate framework for risk management.
- Set a reporting system to submit the inappropriate acts inside the bank to the Board of Directors
- Formulate clear, effective and adequate rules to deal with conflict of interest.
- The board seeks to ensure the availability of adequate timely information to all members of the board to enable them to perform their duties efficiently and effectively.

#### **Role, Responsibilities, and Duties for the Chairman of the Board of Directors,:**

The chairman is responsible for effective performance of the board in general, it is his duty to guide and direct the board, ensure its effective performance and his responsibilities and duties include the following: -

- Invite the board of directors to convene, set its agenda and manage its sessions.
- Invite the Ordinary and extraordinary general assembly to consider the agenda submitted by the board of directors.
- Ensure availability of timely accurate and adequate information for the members and shareholders.
- Encourage discussion, commentary; ensure expressing objection opinions and discussing then within the framework of decision-making process.
- Receive reports and recommendations from all committees and submit them to the board periodically to take the necessary action concerning them.
- Ensure that every member of the board performs self-evaluation that indicate the extent to which the member adheres to his /her job duties.
- Ensure that the board commits to accomplish its duties to the fullest in the best interest of the bank while avoiding conflict of interests.
- Ensure that the decisions are taken based on a sound basis and comprehensive knowledge of the issues with necessity of ensuring the existence of appropriate mechanism to ensure effective execution of these decisions in the right time as well as the manner of following them up.
- Ensure effectiveness of the governance system applied in the bank as well as the BOD Committees' effective performance of their duties.
- Lead the board of directors to ensure clarity of strategic vision, prioritization, and discussion of executive management vision to ensure efficient and effective planning facing the complex and rapid challenges and changes in the business environment to ensure clarity in the way decisions are taken and implemented.
- Ensure availability of rational leadership to assure clarity of expected potentials related to transparency, culture, business principles which ensure sustainability of business.
- Ensure that the decisions are taken through clear governing and comprehensive knowledge of the decision's objective in addition to ensuring that the decision-making process of the bank is done through an efficient and effective in a timely manner to be implemented.

- Build a strong relationship with the Bank's CEO based on mutual understanding of the roles and responsibilities of each of them to ensure that the chairman can lead the board in a stable way and develop performance to effectively address the challenges.
- Work with the CEO and Board of directors to better recognize, document and match the group's strategy, risk, and governance in response to surrounding economic and / or legal changes.
- Preserve trust relationships between all members of the board, between executive and non-executive members with the necessity to support the relationship of the board with the bank's senior management to assure execution of business plan and strategic objectives approved by the board of directors.
- Concentrate on leading external relationships on senior supervisory and political levels to show the bank's performance' ability and effectiveness.
- Assure effective and periodic communication with shareholders and guarantee that all of their opinions are submitted to the board of directors.
- Chair the informal meeting of the shareholders, the annual general assembly meeting as well as any meeting of the bank shareholders.
- Lead progress of members of the board of directors with the responsible persons in the group including motivation programs for new members with regular follow up of all members 'performance.
- Manage the succession plan at the level of both the members of the Board of Directors and its committees to ensure diversity and effectiveness of the members' expertise and competences.
- Create performance periodic monitoring and evaluating system for the board of directors' members and committees'.
- Convene the non-executive members of the board of directors periodically without attendance of the executive members in these meetings.

### **Role, Responsibilities, and Duties for the Chief Executive Officer (CEO):**

He is the person who occupies the top senior management position in the bank, his responsibilities and duties include:

- Execute annual strategy and Business plan of the bank approved by the board of directors.
- Preside the executive work in the bank, manage its daily works, supervise work progress in all parts and departments of the bank, follow up performance of all activities, take the decision he deems necessary for regularity of work and achieve goals as well as work on increasing satisfaction of the bank's clients.
- Work on carrying out all policies and bylaws of the bank approved by the board of directors.
- Propose the issues that are submitted in the periodic meetings of the board of directors in agreement with the Chairman.
- Ensure that the strength of risks, compliance as well as governance departments are an inseparable part of the work system.
- Guarantee that as strong and efficient internal audit system is actually applied in the bank.
- Guarantee that a strong risk system exists and is applied in all operational places in the bank.
- Activate internal supervision in banking operations management and ensure adherence to supervisory laws, regulations and instructions.
- Supervise preparation of financial and non-financial periodic reports concerning results of the bank's works, evaluation of their performance as well as governance report.
- Participate actively in building and developing a culture of ethical values within the Bank and propose reward and motivation systems as well as succession plan mechanisms to be adopted by the board to ensure loyalty of employees and maximize value of the Bank.



- Determine competencies and specialties of all employees of the bank pursuant to applicable employment rules as well as board of directors' decisions.

### **Secretary of the Board of Directors**

The secretary of the board of directors has a vital and essential role in the bank, prominent responsibilities of the secretary are as follows: -

- Prepare and manage the meetings' logistics concerning meetings of the board and its committees, assist the chairman of the board of directors in preparing the meeting's agenda, prepare information, data and details on these issues and send them to the members adequately before the meeting. Ensure, at the beginning of the meeting, that members receive the agenda and all documents relating to the meeting.
- Register attendance at the meetings; mention if the attendance was in person or via modern means of electronic communication.
- Prepare and sign minutes of meetings and send a copy of them to the members of the Board of Directors for approval - both those present and those participating via means of communication. In addition, he shall keep recordings of meetings - using an ad hoc recorder that allows records to be secured - in the Bank's records for a period consistent with the Bank's policies, in accordance with the legal requirements and pursuant to the controls and instructions issued in this regard.
- Keep and document all relevant board's resolutions and issues presented to, ensuring that the board receives timely and relevant information.
- Follow up issuance and implementation of the board of directors' decisions; report them to the relevant departments, as well as prepare follow-up reports concerning them.
- Coordinate with all the committees of the board to ensure effective communication between those committees and the board of directors and to ensure that the reports of those committees are submitted to the board of directors' members.
- Coordinate with the relevant committees in providing the necessary information to support the Chairman of the board in the assessment process of board members and committee members, and the board's proposals to the General Assembly regarding the selection or replacement of a member.

### **Conduct of Board of Directors Meetings**

The board of directors convened **18** times during 2025 in presence and chair of Mr. Chairman of the Board of Directors, in presence of the CEO of the bank, as the supervisory controls requires the board of directors to convene 6 times at least during the year as per CBE. The members of the board of directors may participate in the meetings via modern means of communication (phone calls or video calls). The member's participation in the meeting via modern electronic communication means is considered actual participation in the board meetings, he may vote and is considered within the quorum and validity of the decisions issued by it. The board meeting may be held outside the bank's premises inside Egypt or abroad provided that all the members or their representatives approve this procedure and are present in them. The board may hold its meetings outside Arab Republic of Egypt once during the fiscal year. Moreover, the board may take its decisions via circulation without meeting in case of necessity, provided that all the members approve it, if the decision is approved, it must be ratified in the first BOD meeting following the decision.

### **Reports and information submitted to the board of directors and its subcommittees**

In addition to the reports and documents submitted to the board of directors before convening the board meetings, the members shall be provided with adequate information, reports and documents in a timely manner to be able to

perform the tasks required by them. The members of committees receive the relevant information- sufficiently before holding the committees' meetings- to study and research them aiming to support and enable the members to take the appropriate decisions inside different committees of the board.

### **Executive Management**

Whereas the board of directors assumes absolute responsibility within the governance framework of, the executive management assumes the responsibility of daily management of all the bank's activities, it is responsible for ensuring that the operations are completed in an effective, secure and accurate manner in accordance with policies, procedures and bank's internal rules. This is done within the framework of relevant rules, laws, and regulations.

#### **Qualifications:**

- Executive management members of the bank enjoy the highest criteria of knowledge, professional expertise in addition to personal qualifications; moreover, the executive department is keen to apply the best principles of professional ethics.
- Executive management members commit to respect distribution of competencies, responsibilities and terms of reference between them, and the executive level performed by the senior management of the bank.
- Executive department members enjoy full awareness of their role related to governance, in addition to their understanding of their duties and responsibilities to apply the legislative requirements and board of directors' instructions in a manner that serve the bank's interest.

#### **Duties:**

The executive management seeks to execute the following Duties: -

- Execute the operational activities of the bank.
- Prepare an organizational structure- to be approved by the board of directors- based upon determining duties, responsibilities, competencies and administrative series related to activities, business and avoid any conflict of interests.
- Apply instructions and directions of the board of directors related to the bank's interest.
- Provide appropriate procedures to determine, evaluate and manage risk that the bank may exposed to.
- Provide appropriate procedures to ensure fulfilling all the requirements of bank's commitment function.
- Provide appropriate procedures in accordance with the board of directors' instructions to ensure integrity and effective performance of internal supervision in addition to periodic evaluation.
- Preserve the records necessary for all procedures and reports of the bank.
- Establish an administrative information system that includes reports related to work activities, internal supervision results and put them directly in the hands of the board of directors.

#### **Responsibilities**

The executive management is responsible for ideal execution of works, besides being committed that the information is relevant to the operational activities, reliable, integrated and available to the board of directors in a timely manner.

It is also the responsibility of the executive management to ensure the availability of sufficient information about the bank's operations and to provide board members with the necessary reports to enable them to perform their duties efficiently and effectively.

**The executive management is responsible for preparing the main proposals related to the following: -**

- The bank`s strategy.
- Annual budget and business plan
- Risk policy and setting mechanisms to determine functions, duties, responsibilities and prepare risk-related reports, including the duties and responsibilities to support employees, consult them concerning evaluating the risk mechanism and its tools.
- Periodic evaluation of risk.
- Internal supervision systems.
- **Financial reports, and periodic reports.**

## Organizational Development

**QNB**

Organization Development



### Third: Board's Committees and Management Committees of the Bank

The Board of Directors has composed a number of committees to empower achieving Bank objectives optimally, such committees support and assist the BOD in the implementation of assigned responsibilities and duties, these committees were formed in accordance with Banks corporate governance regulations issued by the Central Bank of Egypt in addition to the relevant applicable laws & regulations, paying attention to the nature of the Bank's various activities. Each BOD committee comprises no less than three members; the committees submit their reports and recommendations periodically to the Board of Directors to take the necessary decisions.

Each BOD committee has a Terms of Reference (ToR) which regulate its objective, scope of responsibilities, regularity, membership and attendance quorum. Such ToRs have been approved by the Board of Directors. Each committee reports to the Board of Directors with absolute transparency of its performed tasks, findings, conclusions and recommendations, the Board of Directors periodically follows up the activities of committees **to verify fulfilling** its mandates. The Board committee may assign any of the Bank's Executive Directors or external consultants to perform specific tasks that help the committee in conducting its mandated activities.

A brief overview of the formation of each committee and the number of its meetings during the year are Clearfield and explained at the annual report and the Bank's website.

#### Board of Directors' Committees

No	Member Name	Committee Name					Capacity Executive/ non-executive
		Audit Compliance Committee	Risk Committee	Corporate Governance Nominations Committee	Compensation & Benefits Committee	Strategy Committee	
1	Mr. Ali Rashid A. A. Al-Mohannadi					Chairman	Non-executive
2	Mr. Assem Mohamed Fahmy Mohamed Ragab	Chairman				Member	Non-Executive - Independent
3	Mr. Mohamed Mahmoud Aly Bedeir		Member				Executive
4	Mrs. Maryam Mohd A O Al-Kuwari	Member				Member	Non-executive
5	Mr. Tarek Abdel-Raouf Magdy Fayed	--	--	--	--	--	Executive
6	Mr. Mohamed Alaaeldin Mohamed Khairat	--	--	--	--	--	Executive
7	Mr. Ahmad Mohammed H I Alasmakh		Member			Member	Non-executive
8	Mr. Abdulla Nasser Salem M. Al-Khalifa			Member	Chairman		Non-executive
9	Mrs. Shaikha Salem Abdulla A. A. Al-Dosari	Member				Member	Non-executive
10	Mr. Khaled Ahmed Khalifa A. Al-Sada		Chairman	Member			Non-Executive
11	Mr. Nedhal Shafi Hassan F. Al-Nuaimi			Chairman	Member		Non-Executive
12	SHK. Hamad Bin Talal Bin Abdulaziz Al-Thani				Member		Non-Executive - Independent

#### 1- Audit & Compliance Committee

The Committee is composed of three non-Executive Board members, preferably non-executive independent members so as the non-executive independent member who presided the audit committee is prohibited from presiding another committee. They must have adequate expertise in financial, accounting and auditing standards. The committee meetings are held at least four times a year. The current composition of the committee is as follows:



Name	Position on the committee	Representation
Mr. Assem Mohamed Fahmy Mohamed Ragab	Chairman	Independent
Mrs. Shaikha Salem Abdulla A. A. Al-Dosari	Member	Representative of QNB
Mrs. Maryam Mohd A O Al-Kuwari	Member	Representative of QNB

**The Audit and Compliance Committee performs the following duties: -**

- Propose appointments of External Auditors, determine their fees, consider matters related to their resignation or termination, without prejudice to the provisions of Law and Accountability State Authority Law.
- Express opinion in assigning the auditors to provide services to the Bank other than auditing financial statements, in the fees without prejudice of their independence.
- Discussing the topics the committee aims with Chief internal Auditor, Chief Compliance Officer, External Auditors, and the Responsible Heads, as well as discussing with the committee their relevant other topics.
- Review the annual financial statement before submitting them to the Board of Directors for approval.
- Review the annual financial statements ready for publishing before publication to ensure that they conform to the financial statements data and publishing rules issued by the Central Bank of Egypt.
- Coordinate internal and external auditors and ensure there are no restrictions that hinder communication between Chief Internal Auditor and External Auditors on one hand, and Board of Directors and Audit and Compliance Committee on the other hand.
- Review and approve annual auditing plan.
- Review reports prepared by Internal Audit Division including reports related to adequacy of internal controls systems of the bank, extent of adherence to what was mentioned in them as well as follow up recommendations of this Division and the extent of Bank's Management response to them.
- Review reports prepared by Chief Compliance Officer, especially concerning violations of the applicable laws, the bank's internal regulations and instructions and Central Bank of Egypt's instructions (if any).
- Study the restrictions that face the internal audit processes or work of Chief Compliance Officer, propose the methods required to Change them.
- Review report of the Internal Audit Division in the bank concerning the availability of qualified employees in this Division, the qualification level of Chief Compliance Officer, levels of their training and qualifications.
- Review the procedures taken by the bank management to adhere to supervisory controls and criteria set by the Central Bank and verify taking corrective actions in case of non-adherence to them.
- Verify that the bank has founded a supervisory system and took executive procedures to combat money laundering.
- Study notes of the Central Bank stated in inspection reports which were conducted on the bank and its notes concerning financial statements reporting them to the board of directors accompanied by the committee's recommendations.
- Study notes from the external auditors stated in their reports concerning financial statements and their other reports sent to the bank during the year, report them to the board of directors accompanied by the committee's recommendations.

## **2- Risk Committee**

The committee comprises three members of the board of directors, most of them are non-executive Board members, and the Chief Risk Officer of the bank is invited to attend the committee meetings. The Committee is responsible for developing and monitoring the Bank's risk management strategy and determining hedge policies for protentional risks, it also reviews procedures and overall risk management framework, the committee also defines the relevant roles and responsibilities throughout the Bank.



The committee holds its meetings at least four times a year, the current composition of the committee is as follows: -

Name	Position on the committee	Representation
Mr. Khaled Ahmed Khalifa A. Al-Sada	Chairman	Representative of QNB
Mr. Mohamed Mahmoud Aly Bedeir	Member	Representative of QNB
Mr. Ahmad Mohammed H I Alasmakh	Member	Representative of QNB

**Risk Committee performs the following duties: -**

- Quarterly evaluation of at least of all the risks of the bank, particularly investment risk, credit portfolio, and the procedures done in their concern.
- Put and supervise risk management strategy that may face the bank such as credit risk, concentrations risk, countries risk, market risk, operation risk, new products risk, liquidity risk, reputation risk and strategy risk.
- Put and develop the risk policies regulatory procedures in addition to ensuring the heads of the bank's different Divisions adhere to them.
- Review and approve mechanisms related to risks management and follow up of risks the banks may face aiming to address them through appropriately evaluating them.
- Supervise and verify effectiveness of the bank's Risk Division.
- Ensure availability of capital that matches the risks in the bank.
- Prepare a periodic report on the committee's works results and its recommendations to be submitted to the board to take the appropriate decision in this regard.
- Ensure that the executive management of the bank revised the values of guarantees submitted by the clients in consideration of the finance and credit facilities provided to them periodically and determine the procedures to be taken to address any decrease in these values and report them to the bank board of directors to take a decision concerning them.

### **3- Corporate Governance & Nominations Committee**

The committee supervises governance practices in the bank and ensures that the bank applies rational governance procedures, proposes the appropriate changes on the Corporate Governance policies approved by the board of directors. Moreover, the committee considers all the suggestions related to nominating board of directors' members. The committee is composed of three non-executive members of the board of directors who must enjoy expertise and sufficient knowledge of governance rules as well as all regulatory and supervisory controls. The committee holds its meetings twice a year, the current composition of the committee is as follows: -

Name	Position on the committee	Representation
Mr. Nedhal Shafi Hassan F. Al-Nuaimi	Chairman	Representative of QNB
Mr. Khaled Ahmed Khalifa A. Al-Sada	Member	Representative of QNB
Mr. Abdulla Nasser Salem M. Al-Khalifa	Member	Representative of QNB

**Corporate Governance & Nominations Committee performs the following duties: -**

- Periodic evaluation of the Bank's governance system and formulating internal guides, charters and policies on how to apply good governance rules in the Bank.
- Periodic and continuous review of the structure and requirements of the Bank's corporate governance, as well as any changes in corporate governance requirements or applicable laws and rules that may have an impact on the Bank.
- Support the Board of Directors in fulfilling all governance requirements.
- Supervise the preparation of the Bank's Corporate Governance Manual and ensure periodic review.

- Prepare an annual report on the Bank's compliance with corporate governance rules, with set up appropriate procedures to complement their implementation.
- Maintain, document and follow-up reports on evaluation of the Board's performance.
- Study observations of the regulatory authorities on the implementation of the Bank's corporate governance, consider them and follow up on the procedures taken in their regard.
- Submit proposals to renew the composition of the board of directors or to replace a member of the Board.
- Define the responsibilities of the executive and non-executive members of the Board and ensure that board members receive adequate and necessary training to carry out their tasks assigned to them.

#### **4. Compensation & Benefit Committee**

The committee is concerned with the human resources affairs of the bank, including the annual budget of human resources, review of annual compensation and benefits of the bank's employees. The committee is composed of three non-executive members of the board of directors with availability of sufficient expertise and knowledge of the issues related to organizational structures and all fields and applications of human resources. The committee's meetings are held at least once a year, it submits its reports to the board of directors. The current composition of the committee is as follows: -

Name	Position on the committee	Representation
Mr. Abdulla Nasser Salem M. Al-Khalifa	Chairman	Representative of QNB
Mr. Nedhal Shafi Hassan F. Al-Nuaimi	Member	Representative of QNB
SHK. Hamad Bin Talal Bin Abdulaziz Al-Thani	Member	Independent

**The Compensation and Benefits committee performs the following duties: -**

- Submit a proposal to the Board of Directors that includes clear policies and procedures for compensation and benefits of all bank employees and ensure that those policies are in line with the public interest of the Bank's shareholders and that these policies conform with the Bank's strategy
- and regulatory environment. The committee shall consider the scope of work and responsibilities of each job in the Bank, and that employee remuneration includes a fixed and performance-related part.
- Determine remuneration and benefits of the CEO as well as submitting a proposal to the Board of Directors concerning the annual remuneration of the employees.

#### **5. Strategy Committee**

The committee consists of five non-executive members of the board of directors who have sufficient expertise and knowledge. The committee is concerned with reviewing and following up tenders, strategies, budget approvals as well as the business plan of the bank. The committee holds its meetings once a year and in case of necessity.

**The current composition of the committee is as follows: -**

Name	Position on the committee	Representation
Mr. Ali Rashid A. A. Al-Mohannadi	Chairman	Representative of QNB
Mr. Assem Mohamed Fahmy Mohamed Ragab	Member	Independent
Mrs. Maryam Mohd A O Al-Kuwari	Member	Representative of QNB
Mr. Ahmad Mohammed H I Alasmakh	Member	Representative of QNB
Ms. Shaikha Salem Abdulla A. A. Al-Dosari	Member	Representative of QNB

**B- Follow Up Schedule of the Members of Board of directors Attendance of the board and committees' meetings.**

No.	Member Name	Board Committee	Audit & compliance Committee	Risk Committee	Corporate Governance & Nominations Committee	Compensation & Benefits Committee	Strategy Committee
<b>Members of the Board of Directors</b>							
1	Mr. Ali Rashid A. A. Al-Mohannadi	17/18					1/1
2	Mr. Assem Mohamed Fahmy Mohamed Ragab	18/18	4/4				1/1
3	Mr. Mohamed Mahmoud Aly Bedeir	18/18		4/4		1/1	1/1
*	Ms. Heba Ali Ghaith A. Al-Tamimi	3/3					
4	Mrs. Maryam Mohd A O Al-Kuwari	14/14	3/3				1/1
5	Mr. Tarek Abdel-Raouf Magdy Fayed	18/18					
6	Mr. Mohamed Alaaeldin Mohamed Khairat	2/2					
*	Mr. Adel Ali M. A. Al-Malki	3/3		1/1			
7	Mr. Ahmad Mohammed H I Alasmakh	13/13		2/2			1/1
8	Mr. Abdulla Nasser Salem M. Al-Khalifa	17/18			2/2	1/1	1/1
9	Ms. Shaikha Salem Abdulla A. A. Al-Dosari	16/18	4/4				1/1
10	Mr. Khaled Ahmed Khalifa A. Al-Sada	16/18		4/4	2/2		1/1
11	Mr. Nedhal Shafi Hassan F. Al-Nuaimi	18/18	1/1		2/2	1/1	
12	SHK. Hamad Bin Talal Bin Abdulaziz Al-Thani	17/18					

\* Membership ended at the end of BOD round 2022-2025.

**C- Internal Committees of the Bank (Management Committees)**

The executive management has composed several specialized Management committees to support and supervise the Bank vast activities as follows: -

**1. Senior Committee**

The executive committee became a management committee instead of board committees under the name (Senior Committee) in accordance with the Board of Directors' decision No.8/2021 dated 27/9/2021.

It is responsible for executing the bank's strategy, it could direct the bank's business and it considers the issue submitted to the committee from various Divisions and departments of the bank. The committee is composed of the executive members of the board of Directors in addition to members of senior administrative management of the bank. The committee shall hold its meetings as necessary. The composition of the committee is as follows: -

- Chief Executive Officer
- Chief Business Officer
- Chief Operating Officer
- Chief Financial Officer
- Commercial Director - Retail and SMEs

**2. Asset Liability Committee (ALCO)**

The committee analyzes the impact of financial environment and market changes on financial management of the bank. It approves proposals necessary in these methods with approving any amendments in interest rate applied on various banking operations. The committee convenes once monthly and in case of necessity. The composition of the committee is as follows: -

- Chief Executive Officer
- Chief Business Officer
- Chief Operating Officer
- Chief Financial Officer
- Chief Risk Officer
- Head of Treasury Division
- Commercial Director - Retail and SMEs

### **3. Risk Review Committee**

The committee is concerned with reviewing proposed credit cases determined by the Risk Division that require review and taking relevant credit decisions including the necessary provisions allocations. Moreover, the committee reviews the reports related to the bank's credit portfolio, and the committee convenes once a month. The composition of the committee is as follows: -

- Chief Executive Officer
- Chief Risk Officer
- Network Division Head
- Chief Business Officer
- Chief Financial Officer
- Head of Large Corporate Finance & Investment Division

### **4. Operational Risk Committee**

The committee conducts a periodical review of the changes in operational risk, supervisory environment of the bank as well as crises management and business continuity plans. The committee holds its meetings quarterly, the committee's composition is as follows: -

- Chief Executive Officer
- Chief Operating Officer
- Chief Financial Officer
- Chief Compliance Officer
- Chief Business Officer
- Chief Risk Officer
- Head of Information Technology Division
- Chief Internal Auditor

### **5. Recovery Committee**

The committee reviews Bank's repayment Defaulted customers as well as non-performing loans status and its progress, rates of default to repay, provisions status and coverage ratios. The committee meets on a quarterly basis. The committee's composition is as follows: -

- Chief Executive Officer
- Chief Risk Officer
- Network Division Head
- Chief Business Officer
- Chief Financial Officer
- Head of Large Corporate Finance & Investment Division

### **6. Tariffs Committee**

The committee reviews, updates and approves unified tariffs of the bank, the committee convenes semi-annually, the committee's composition is as follows: -

- Chief Executive Officer
- Chief Operating Officer
- Chief Risk Officer
- Head of Operations Division
- Head of OM Department
- Chief Business Officer
- Chief Financial Officer
- Chief Strategy Officer
- Head of Marketing Department

### **7. Communications Committee**

The committee approves strategy, proposals of advertisements campaigns of the bank, the committee holds its meetings semi-annually and upon needed, the composition is as follows: -



- Chief Executive Officer
- Chief Operating Officer
- Head of Communication
- Chief Business Officer
- Commercial Director - Retail and SMEs
- Head of Marketing

#### **8. Foreign Exchange Committee**

This committee allocates foreign currencies resources from free market in adherence to the rules and regulations issued by the Central Bank of Egypt in this respect. The committee meets on a daily basis, the composition is as follows: -

- Chief Business Officer
- Network Division Head
- Head of Financial Institutions & Correspondent Banking
- Chief Compliance Officer (observer member)
- Head of Market Risk Department

#### **9. New Products Committee**

The committee reviews and approves the Bank's new products and services or essential amendments needed to be performed on current products and services, ensure that all risks related to these products are defined, studied and accepted. The committee convenes upon need; the composition is as follows: -

- Chief Executive Officer
- Chief Operating Officer
- Chief Risk Officer
- Chief Compliance Officer
- Chief Business Officer
- Chief Strategy Officer
- Chief Financial Officer
- Head of Legal and Contract Division

#### **10. New Branches Committee**

The committee defines and carries out bank real-estate policies (renovations, renewals, sale, purchase and rent), and follows up business plans for establishing new branches of the bank. The committee meets twice a week. The following is the committee's composition:

- Chief Business Officer
- Chief Operating Officer
- Commercial Director - Retail and SMEs
- Network Division Head
- Head of Logistics and Real Estate Development
- Head of SMEs Banking & Microfinance Division
- Head of Legal & Contracts Division
- Head of Supply Chain and warehousing Management
- Head of Real Estate Development
- Head of Retail Banking Division
- Head of New Branches Studies

### **11. Credit Committees**

The committee approves the decisions to grant credits to the bank's clients, it is divided into several credit subcommittees in accordance with the type and size of the required credit facility, the committees meet upon need, the composition of committees is as follows: -

- Chief Executive Officer
- Chief Business Officer
- Chief Risk Officer
- Head of Enterprise Credit Risk Assessment and/or one of the Credit Assessment Heads

### **12. Quality Committee**

It is concerned with follow up of comprehensive quality department activities, analyzing customers' complaints, the procedures taken to solve it as well as study of internal and external client satisfaction surveys, their results, recommendations of Total Quality Management to improve clients' satisfaction level in all the bank's activities. The committee also provides strategic guidance that guarantees excellence in the services provided to the clients. The committee holds annual meetings. The composition of the committee is as follows: -

- Chief Executive Officer
- Chief Business Officer
- Chief Operating Officer
- Chief Strategy Officer
- Head of Quality

### **13. Information Technology Committee**

The Information Technology Committee direct, review, monitor and approve IT strategic plans, oversee technological business plan capex initiatives / projects, allocate resources and establish IT priorities for the business. The Committee convenes quarterly or upon needed Committee's composition is as follows: -

- Chief Operating Officer
- Chief Information Officer and/or his Deputy
- Head of Info Sec
- Head of IT GRC
- Head of Operational Risk
- Head of Strategy / Head of Strategic Programs & Projects  
(Only for "Business Plan" Capex Initiatives)
- Head of Financial Planning & ALM  
(Only for "Business Plan" Capex Initiatives)

### **14. Information Security Committee**

The committee is responsible for approving any initiatives/ modification required on information security policy reviewing the bank's plans related to business continuity, recovery from crises and disasters, and response to workplace accidents. Moreover, the committee reviews incidents related to information security, and determines if there were sufficient controls to prevent their recurrence. The committee holds quarterly meetings. The composition of the committee is as follows: -

- Chief Business Officer
- Chief Operating Officer



- Chief Risk Officer
- Chief Internal Auditor
- Head of Information Technology Division
- Head of IT communications and security operations
- Head of Information Security
- Manager in Information Security

### **15. Human Resources Committee**

Review changes in human resources policies on an annual basis, review and approve revision of annual compensation (raising salaries- distribution of profits- employees' promotions and complaints). Periodic update of employees' promotions. The committee convenes semi-annually and upon required. Committee's composition is as follows: -

- Chief Executive Officer
- Chief Business Officer
- Chief Operating Officer
- Chief Risk Officer
- Human Resources Director

### **16. Recovery Management Committee**

The Recovery Management Committee (RMC) typically performs Review Recovery Plan every 2 years and annually approve Recovery Plan (changes if needed) prior to submission to the Board and Group, and review of Early Warning Indicators and Recovery Trigger breaches, and determine the nature of the present risks and threats to the Bank and the potential of an emerging crisis, evaluate the capital and liquidity position of the Bank, and define level of stress and high-level funding objectives, determine whether the bank has entered/or forecasted to enter the recovery zone as per recovery plan, where the committee meets when required (when any recovery indicator is triggered separately or in combination or leads to breaches of either one of the capital or liquidity adequacy indicators). Committee's composition is as follows: -

- Chief Executive Officer
- Chief Business Officer
- Chief Operating Officer
- Chief Risk Officer
- Chief Financial Officer
- Head of Treasury Division

### **17. Capex Management Committee "Business Plan"**

The Capex Management "Business Plan" Committee Review and endorse the annual business plan and capex across the Bank in line with the strategic direction and changes in economy, competitive market, and regulatory environments. the Committee convenes quarterly or upon needed Committee's composition is as follows: -

- Chief Executive Officer
- Chief Business Officer
- Chief Operating Officer
- Chief Strategy Officer
- Chief Financial Officer

- Chief Risk Officer
- Division / Sector Heads of related Business Area (Non-Voting Observers)
- Head of Strategy (Non-Voting Observers)
- Head of Financial Planning & ALM (Non-Voting Observers)

### **18. Provision & Risk Budgeting committee “PRBC”.**

The Provision & Risk Budgeting committee “PRBC” Committee Recommend the updates and review Model Risk Management Policy, review and monitor the model risk management framework, ensure the existence of proper infrastructure, expertise, and procedures to streamline model risk assessment and reporting and approve new models or material changes to existing ones while reviewing the followed approach and assumptions as well as ratifying the related updates. the Committee convenes Annually and upon needed the Committee’s composition is as follows: -

- Chief Executive Officer
- Chief Business Officer
- Chief Risk Officer
- Chief Finance Officer
- Head of Risk & Optimization Control
- Head of Financial Planning & ALM

### **D- Independent Committees**

#### **Investment Funds Supervisory (Protecting Investment Certificates Holders)**

It is an independent committee that is responsible for supervision all activities and works of investment funds founded by QNB S.A.E., the committee is composed of three members at least and eleven members at most, majority of its members should be independent. The committee convenes four times at least during the year. The law granted the powers and competencies of fund’s board of directors which includes the following:

- Appoint an investment director, ensure that he carries out his obligations and responsibilities, and dismisses him, provided that the decision is approved by investment certificates holders in their benefit pursuant to Prospectus, provisions of the executive regulation of Capital Market law.
- Appoint a Services Management Company and ensure that they carry out their obligations and responsibilities.
- Appoint the Custodian.
- Approve Prospectus fund’s documents and any amendment that is added to it before submission to the Financial Regulatory Authority.
- Approve the promotional contract of subscription in funds certificates.
- Verify applying policies that ensure avoidance of conflict of interest between related parties and the fund.
- Appoint external auditors from among the listed accountants registered in the concerned register prepared for this purpose.
- Follow up works of internal auditor of investment manager, meet with him four times a year at least to ensure his adherence to Capital Market Law provisions, its executive regulations and their issued decisions for execution.

- Commit to disclosure rules stipulated upon in article (6) of Capital Market law, publish annual and semi-annual report concerning the fund's activities, especially those related to fund investments, their revenue, the profits distributed on certificate holders.
- Ensure that the investment director adheres to the disclosure of significant essential information to certificate holders and other related parties.
- Approve the financial statements of the fund prepared by investment directors, attached to it the external auditor's report.
- Take the borrowing decision; submit recovery suspension applications, pursuant to article (159) of the executive regulation of Capital Market Law.
- Set the procedures to be followed on terminating or revoking the contract with one of the related parties or services providers and the steps to transfer the service to another provider including the manner of transferring booking registers and records necessary to practice the services without affecting the fund's activity.

#### **Composition of the committee supervising investment funds: -**

Name	Position on the committee	Representation
Mr. Hamed Sayed Bondok	Chairman of committee	Independent member
Mr. Saber Farag	Member of committee	Independent member
Mr. Mohamed Abdel-Khalek	Member of committee	Independent member

#### **Fourth: Control Environment**

##### **Internal Control System**

The Bank periodically develops an effective system of internal control that ensures availability of several policies, rules, and procedures that are prepared by the concerned control departments in the bank. The bank defines the description of each department or job to achieve total separation between responsibilities and functions. The board of directors approved the internal control system, and the audit and compliance committee periodically evaluated this system and submitted its recommendations in this concern to the board of directors.

The following is a presentation of the prominent aspects of the internal control system of the bank:

- Total separation between responsibilities and authorities of the bank employees.
- Ensure accuracy and quality of information, whether they were for internal use in the bank or for the customers dealing with it or regulatory authorities.
- Protect the bank's material assets from risks that may befall them and document and register these assets in the bank's records.
- Ensure that the bank's plans and objectives are achieved whether they are short-term or strategic.
- Guarantee accuracy of executing instructions.
- Ensure sound implementation of corporate governance rules and instructions.

##### **Internal Audit Division**

The bank attaches great importance to the internal audit function and considers it as an independent and objective activity, designed to control all activities and support it to achieve its objectives, through a systematic and structured

approach to assess Bank's methods and systems of internal control and risk management procedures. Moreover, internal audit ensures the corporate governance rules are applied properly for all departments and operational, financial and legal activities.

The Bank has an independent Internal Audit Division, A full-time executive director occupies this position, this Division is under technical supervision of Audit and Compliance Committee, and this position is administratively subordinate to the Chairman of the Board of Directors.

The Head of Internal Audit Division submits a quarterly report to the Audit and Compliance Committee, that shows the internal audit activity during that period, the main findings, and follow up execution of internal audit Division's recommendations, the extent of commitment of the various Divisions and departments of the Bank to execute these recommendations pursuant to the set plan.

The following is a presentation of the prominent functions performed by the internal auditor

- Assess the efficiency of the Bank's internal control system and report the findings reached to the Audit and Compliance Committee.
- Assess the extent to which all Bank departments are committed to carrying out their work in accordance with internal work controls and set policies without contradicting the competencies of other departments concerned.
- Assess efficiency of stated procedures and policies in proportion with work environment developments and market conditions.
- Follow up remedy in accordance with the comments stated in internal and external audit reports and reports from regulatory authorities concerned with supervising the bank's activity.

### **Risk Division**

**Based on Central Bank of Egypt's instructions, the risk Division aims to accomplish the following: -**

- Define, measure and observe the risks which befall the bank, or the bank may be exposed to them.
- Analyze the risks to which the bank may be exposed to know their reasons and the manner of facing them.
- Quality and effectiveness of risk management styles of the bank.
- Extend of conformity of size of acceptable risks with both the strategy, capital planning and management.
- Availability of sufficient capital that conforms with the size of risks related to the Bank's activities.
- Availability of a strong information management system that includes early warning indicators.
- Submit accurate and expressive reports to enable the party concerned to take the appropriate decisions in their concern.

### **Compliance Division**

QNB S.A.E. Bank is committed to ensure that all its activities are being conducted in compliance with applicable banking laws, regulations, relevant laws or ethical standards and monitoring compliance. They are the primary responsibilities of the Audit and Compliance Committee, the Board of Directors, the CEO and senior executive management directors. Accordingly, the Bank has an independent Compliance Division whose objective is identifying, monitoring and evaluating any risks arising from non-compliance. Moreover, it supports the bank with the technical opinion and continuous monitoring of compliance risk, The Chief Compliance officer technically reports to the Audit, and Compliance Committee, while administratively reports to the Chairman of the Board of Directors.



### **Compliance Values: -**

Adherence to the Charter of Ethics and Professional Conduct by achieving the highest rate of professionalism is one of the important standards of QNB S.A.E. Bank, therefore, it conforms to the values and principles of QNB Group as follows: -

- Non- acceptance of any deal or entering a relationship that is considered in violation of the law or contradicts professional conduct charter of the employees.
- Carefully that there is no mistaken data related to the products and services provided by the bank and that they are in conformity with laws and rules.
- Refusal to deal with clients and third parties in case there is not sufficient data and information that enables the bank to exert the due diligence to know its client.
- Existence of the policy of reporting illicit practices that is considered major priority of the bank and a main effective element in compliance program.
- Periodic follow up of updating the clients' data plans.
- Observe applying the policy of avoiding conflict of interest on all the bank's employees.
- Whistleblowing right to report is guaranteed to all the bank employees, it permits the employees to report actual practices if the employee has any doubts based on facts concerning any illicit operation, via available channels, in observance of exerting due diligence to preserve secrecy of whistleblower.

### **Combating financial crimes:**

#### **Know Your Client Principle and Due Diligence**

- New high-risk clients, and to implement Central Bank of Egypt and Anti-Money Laundering Unit instructions, approval of compliance Division is obtained prior to the opening of these accounts by reviewing the papers submitted by the clients through implementing due diligence procedures to amend policies related to combating money laundering and financing of terrorism.
- Periodic review of the banking services and products provided by the Bank, assess them from the point of view of combating money laundering and financing terrorism, update the Bank's strategy and procedures to cover the risk related to money laundering and financing terrorism.

### **Observing Money Laundering and Financing Terrorism Combating Operations:**

Pursuant to the Central Bank of Egypt and Anti-Money Laundering Unit's instructions, the bank performs the actions related to combating money laundering and financing terrorism on level of central Divisions as well as branches network. This is done to cover the high number of operations executed in the bank whether via branches or electronic channels related to more sophisticated services and products concerning combating money laundering and financing terrorism. Moreover, the Bank uses an effective system to monitor and analyze banking operations to access the suspected operations related to the clients, in addition to special system to report suspected operations to ensure mitigating the risks that the bank faces.

### **Follow up to ensure implementing central Bank of Egypt and International Laws Instructions :**

Compliance Division applies an effective follow-up process to ensure applying the new regulatory instructions and ensure that they reach the related parties who are responsible for implementing them and listing them within work procedures. Moreover, the Division prepares and submits quarterly reports concerning assessment of executing

regulations and procedures to Compliance committee. This is done in addition to continuity of adhering to the law of FATCA, applying and developing it.

### **Corporate Governance Department**

The government department of the Bank aims to establish and consolidate principles of rational governance, follow up their implementation. The governance department technically reports to the Governance & nomination Committee.

The role of the Corporate Governance department constitutes the following: -

- Organize and demonstrate the good conduct in the Bank management in accordance with the best international corporate governance practices to balance between different parties' interests (stakeholders).
- Guarantee protecting shareholders' rights, as they are fully aware of the information, voting rights, participation in the decisions related to significant changes in the bank that shall have an impact on the shareholders and their investments.
- Ensure full, accurate, transparent and timely disclosure of the essential information and events.
- Observe availability of major principles and elements that help in developing and improving performance in the Bank to contribute to achieving strategic objectives defined by the board of directors.
- Prepare internal governance manuals of the Bank, formulate different internal policies which regulate the relationship between all parties, as well as contribute to preparing a report concerning the Bank's commitment and compliance to corporate governance principles.

### **External Auditors:**

The Bank assigns external auditors who meet the conditions stipulated upon in the Accounting and Auditing Profession Law, Including competence, reputation and necessary expertise. Their experience, competence and abilities must be corresponding with the volume and nature of the Bank's activity. The General Assembly appoints the external auditors based on the proposal of the Board of Directors and after the recommendation of the Audit and Compliance Committee concerning appointing the auditors and determining their fees. External auditors are fully independent of the Bank and its Board of Directors, they are neither shareholders nor members of the Board and are not relative to any members of the Board of Directors, they also do not permanently engage in any technical, administrative or advisory tasks in the Bank. Moreover, External auditors are neutral in expressing their opinions and their assignment is invulnerable to the intervention of the Board of Directors.

The Bank management does not assign one of the Bank's external auditors or both to perform any additional tasks unrelated to their work as auditors whether directly or indirectly except following obtaining approval of Compliance and Audit Committee, on condition that this additional task is not one of the tasks which the auditor is prohibited to perform.

The Bank abides to the instructions of the Central Bank of Egypt concerning the rotation of external auditors. Moreover, the Bank is committed that the external auditors submit a copy of report concerning the Bank's corporate governance report to make sure its adherence implementation and compliance to corporate governance rules and regulations to be submitted to the Administrative Authority in accordance with applicable corporate governance rules. The report is submitted also to the Governance Committee, Board of Directors, then to the General Assembly to be approved.



## The Bank's Auditors for fiscal year 2025

7	Mr. Abdel-Hady Ibrahim (Hazem Hassan KPMG) * Mr. Mohamed Hossam Eldin Mohamed Abdala Hilal (Baker Tilly Mohamed Hilal and Wahid Abdelghafar office)		
Appointment Date	20 February 2025 20 February 2025		
Registration No. in the Authority	395 390	Registration Date in the Authority	14/09/2021 01/08/2021

### Disclosure and Transparency

The Bank is keen to follow full transparency policy and discloses all financial and non-financial facts, information as well as significant events in the Bank immediately following their happening as they are of interest to current shareholders and potential investors as well as concerned parties. The Bank commits to providing information to all with the same amount of timely transparency and fairness so that they can take appropriate decisions based upon accurate and valid information. The Bank provided information via different available disclosure channels.

### Significant Information, Financial and Non-Financial Disclosure

The Bank disclose its financial and non-financial information which are of interest to the shareholders and concerned parties to the Egyptian Exchange via different means, such as work results, annual and periodic financial statements, annual and periodic auditors' reports. This information include also; annual report of the board of directors, accounting policies applied by the Bank, estimated budgets, methods of assessing assets and profits distributions.

In addition, the Bank discloses to the Egyptian Exchange and General Financial Supervision Authority, as required, the information which are of interest to current shareholders and potential investors, including: -

- Internal information which includes the bank's objectives, its strategic visions, nature of its activity and future of the Bank.
- Ownership structures in sister and subsidiaries companies.
- Dealings with related parties and intercompany services agreement contracts (if any).
- Prominent risks which the Bank faces, means of mitigating and limiting them (if any).
- Any change in investment policies (if any).
- Transactions on treasury shares (if any).
- Summary of Ordinary and Extraordinary General Assembly meetings promptly following its end and at most before beginning of the first circulation session following end of the meeting.
- Ordinary and Extraordinary General Assembly meetings' minutes approved by the competent administrative authority.
- Summary of the decisions issued by the Board of Directors including substantial events immediately following the end of the board's meeting, at most before beginning of the first stock exchange session following end of the meeting.
- A statement including prominent work results during the fiscal period in comparison to the similar proceeding period pursuant to the form prepared by the Egyptian Exchange, immediately following end of the Board's meeting in which the financial statements (annual and quarterly (periodic) were approved. The bank discloses this information immediately following end of the board's meeting, at most before beginning of the first stock Exchange session following end of the meeting.

- Announce the decision of the competent authority concerning dividends distributions or free shares distributions or both.
- Disclosure when a shareholder and related parties have overstepped or decreased their holdings 5% and its multiplication of the number of securities representing the bank's capital enlisted in the Exchange or their voting rights, including shares that have been subscribed by purchasing their underwriting rights.
- Disclosure when a tribunal decision or court judgement was passed in any stage of litigation in these judgements that may affect the Bank's financial position or its securities' holders' equities or may have an impact on prices stock or on the investment decisions of clients.
- Disclosure when a court judgement was passed with imprisonment penalty against a member of the board of directors or one of the senior executive officers of the bank.
- Disclosure of the verdicts passed against the Bank, or the fines imposed on the Bank during the year.

### **Investors Relations: -**

The Investor relationships officer in the bank contacts the investment market, establishes contacting channels with the investors and continuously convey points of view of the market and investors enquiries to the board of directors.

The Bank board of directors assigned four investors relations officers who occupy significant executive and regulatory positions in the Bank, they report to the CEO concerning investors relations and adhere to attend General Assembly meetings. Moreover, they are fully aware of the Bank's activities, its financial position, and all significant major events and important issues, therefore, they respond to the questions and enquiries of the investors as well as knowledge of the decision that may have an impact on works' results. They define what to be disclosed, what not to be disclosed, and what is not authorized to be disclosed through applying the rules regulating disclosure and transparency in the market.

The following are the most important tasks performed by investors relations officers: -

- Disclose significant major events in accordance with Board of Directors' decisions.
- Maintain the current shareholders and work on attracting new investors through enlightening the market of the Bank's activities and future growth opportunities.
- Communicate with financial analyzers, investors, media representatives and access-required information about the bank.
- Organize the information issued by the Bank pursuant to applicable rules of disclosure.
- Build a database of shareholders and observe period update of them.
- Introduce the new members of the board of directors or senior executive management to the market.
- Communicate with investors through different communications tools such as the Bank's website, social media websites, reports and media releases, participate in preparing the annual report which is of importance to the current and potential investors.
- Contribute to preparing the disclosure report required from the Bank, prepare and continuous update of investors' pages on the Bank website.

### **Disclosure Instruments**

#### **Annual Report**

The Bank issues an annual report in Arabic and English that includes the Board of directors' report, financial statements in addition to all other information that concerns current shareholders, potential investors, and other concerned parties. This report is considered one of the most important sources of the Bank, its activities and financial

status. Moreover, it is considered a report of the Bank's management to all the concerned parties concerning the events which took place during the previous year, the objectives which the Bank aims to achieve during the next year.

The annual report of the Bank consists of the following divisions: -

- Overview
  - Mr. Chairman of the Board of Directors speech
  - Chief Executive officer's speech
  - Composition of Board of Directors
- Strategic Report
  - Brief of the Bank
  - Bank Strategy.
  - Achieving Sustainable Results
  - Create and Present Value
- Operational Performance
  - Banking Services to Companies and Organizations
  - Medium, Small and Micro Size Enterprises Services
  - Banking Services to Individuals
- Social Responsibility Activities
- Governance and Risk Management
  - Governance
  - Internal Audit
  - Compliance
  - Risk Division
- Financial Statements
  - Auditor's report
  - Independent Financial Statements for the year in comparison to the previous year.
  - Integrated Financial Statements for the year in comparison to the previous year.
- Bank Branches Network

#### **Board of Directors' report**

The Bank issues an annual report pursuant to what was stipulated in the law to be submitted to the General Assembly of shareholders and regulatory authorities which is addressed by the Chairman of the Board of Directors to the Shareholders, the report includes the following: -

- Main data of the Bank
- Issued and paid capital of the Bank
- Investors relations officers and their contact information
- Bank Auditors.
- Structure of Shareholders and rates of ownership of the Board of Directors
- Composition of the Board of Directors, Changes that took place and number of meetings during the year.
- Composition of Compliance and Audit committee, its competencies and number of meetings during the year.
- Insider dealings policy on banks' shares.
- Average number of employees in the Bank, average income of the employee during the year.

- Violations and procedures related to Capital Market Law and rules of registration (if any).
- Details of transactions with concerned parties (if any).
- The Bank's contribution to society's development and preserve environment during the year.
- Present the financial results, most important developments in the budget and income statement during the year.
- Subsidiaries Companies of the Bank and their main activities.
- Bank branches network and the number of new branches opened during the year.
- Sustainability reports ESG and TCFD.

### **Disclosure Report**

The bank issues a quarterly disclosure report to the Egyptian Exchange, it is prepared by the Bank's management aided by investors relations managers, it includes the following sections: -

- The bank's contact data
- Investors relations managers and their contact information
- Structure of Shareholders who own 5% of the Bank's shares.
- Full structure of shareholders where free market shares are clarified.
- Details of treasury shares with the bank (if any).
- Changes in Board of Directors composition during the period (if any) and the last composition.

### **Governance Report**

It is a report that explains the extent of compliance to governance rules, the report includes the following sections: -

- The bank's data.
- Ownership Structure
- Main Aspects of Governance
- First: General Assembly of Shareholders
- Second: Board of Directors
- Third: Board of Directors Committees
- Fourth: Regulatory Environment
- Disclosure and Transparency
- Charters and Policies

### **Website**

The Bank has a website on the Internet in Arabic and English languages where the financial and non-financial information are disclosed in an easy manner for users. The Bank is keen to continuously update its website and support it with the published information concerning the Bank as well as disclosure of substantial information and events. The website provides easy access to the Bank with commitment to follow up responding to messages and enquiries received by the Bank via its website.

The Bank's website includes the following divisions:

- Overview of the Bank, its mission and vision.
- Overview of QNB group
- Mr. Chairman of the Board of Directors foreword
- Address and contact information of the Bank, its branches and ATM machines places.
- Investors relations officers and their contact information



- Services available to the Bank's clients.
- Composition of the Board of Directors, audit committee and main Divisions of the Bank.
- Bank's annual reports.
- Annual Corporate Governance Reports.
- Periodic Shareholders structure reports.
- Investment Funds
- Periodic and annual Financial Statements and work results in comparison to proceeding periods.
- Information concerning the Bank's capital share.
- Disclosure related to the Board of Directors.
- Profits distributions data
- Minutes of General Assembly meetings.
- The Bank's social responsibility.
- The Bank's subsidiaries companies
- Method of receiving the clients' complaints and suggestions.

## **Charters and Policies**

### **Professional Code of Ethics and Conduct Charter**

The Bank has an internal charter concerned with work ethics and professional conduct. This charter includes several values that work on regulating and arranging professional conduct and ethics rules in the Bank. It contains the standards of conduct that the Bank's employees must follow and observe in their dealings, in every site where they work which have a positive effect on the Bank's reputation, credibility and employee's integrity which guarantees the rights of its shareholders and all clients dealing with it.

### **Succession plan policy**

The Bank has a policy that guarantees evaluation procedures of choice, appointment and promotion processes within the framework of securing the best-qualified elements to the Bank in suitable positions. At the same time, the policy encourages professional development and promotion of the existing staff and set succession of authority on the level of executive management in the emergencies or in the short and long term. Moreover, the policy concentrates on planning the succession of authority of the main elements through human resources procedures manual and preparing a list of nominees to occupy main positions periodically and effectively to achieve added value to the Bank and a guarantee of its sustainability.

### **Whistleblowing policy**

The Bank has a policy that aims to encourage the Bank employees or the clients dealing with it to report any violations of rules of ethical conduct or any illegal work. The policy applies effective procedures concerning the accountability, hence promote honesty and transparency in all the Bank's activities. Moreover, the policy provides protection to the person who reports to ensure encouraging the employees of the Bank and others to take the initiative to reveal the violations and report them with guaranteeing full secrecy of the reporting person taking into consideration that the reporting process is done based on objective documents or information.

### **Dealing with insider staff, related parties, and stakeholders parties**

The Bank has a policy that aims to monitor the insider staff' trading execution on the Bank's shares pursuant to regulatory authorities' rules. The policy reveals the extent of commitment of insider staff, founders, main

shareholders and related parties not to be a party to any intercompany services contract except following approval of the general Assembly. These actions shall be submitted to the General Assembly with all its details **and data in advance** including the price and quantity before taking the action and the party concerned with the compensation contract shall not have the right to vote. Furthermore, the policy ensures that all the parties concerned understand the definition of internal trading execution and the rules regulating it. The insider's staff, including the main shareholder, members of the Board of Directors, the Bank's directors and related parties shall commit to disclose all information and data that are related to conflict of interest with the Bank including the direct or indirect interest in works and contracts made in sake of the Bank account.

They adhere to disclose any financial interests or dealings or issues related to them that may affect the Bank's activity or its interests. This policy is summarized as follows:

- Prohibit any of the insider staff and the related parties' dealings on any securities issued by the Bank within five working days before and one working day after publishing any substantial information.
- Prohibit main shareholders and/or any of the shareholders who own 20% or more of the shares alone from dealing individually or through their related parties except following notifying the Exchange of this before execution.
- Prohibit the Board of Directors from the Members, whatever their rate of participation in the capital is, as well as senior executive officers and executive managers of the Bank or the people who may view information not available to third parties. This may affect the securities' prices, purchase or sale of these securities that are related to this information, except following notifying the competent authorities and obtaining the necessary approvals.

### **QNB Corporate Social Responsibility Activities 2025**

QNB Egypt continues in 2025, to affirm its position as one of the leading entities in the banking sector and its role in supporting Egyptian society and sponsoring significant events. The bank has participated in the initiative of "Misr Maakom" that has been launched by the Central Bank of Egypt in cooperation with the Fund honoring the martyrs and victims of the military, terrorist and security operations and their families aiming to support underage children

Additionally, the bank has supported Tahia Misr Fund by contributing in "Abwab El-Kheir Convoy 2025" aiming to distribute food boxes to the most deserved people in all the Egyptian governorates.

Furthermore, the bank has participated in the development of "The Khedival Cairo" to improve the aesthetic appearance and to upgrade the efficiency of the area. Furthermore, the bank has also participated in the initiative launched by the Central Bank of Egypt and the Federation of Egyptian Banks regarding the operation of the Federation of Egyptian Banks' School Complex in Helwan. QNB Egypt has launched many projects that will boost our social role and will consequently affect our financial successes. The bank is always keen to support all developmental sectors such as:

#### **The Social Welfare Field:**

QNB Egypt has contributed to many developmental projects to improve the living conditions of unprivileged families. For the seventh year, QNB Egypt has participated in the national initiative "Hayah Karima " through funding small and micro projects for youth and woman aiming to guarantee a constant income for them and their families to raise their standard of living and to avail potable water pipelines for several houses in the villages that belong to Hayah Karima initiative in Minya Governorate and Fayoum Governorates in cooperation with Al Orman Association .

QNB Egypt has participated in “the Women Empowerment Projects” by providing training for 95 women in “The Sustainability Center” for rural woman empowerment” in Fayoum governorate in cooperation with Sonaa El Kheir Foundation to enhance their skills and to secure a constant income for them. Moreover, the bank has launched the second phase of Ostawat project in coopertion with Wakfeyat Misr Foundation to empower 75 women after a successful journey of 35 women and their graduation after they finished their training program on advanced sewing machinery and designed hand-made embroideries.

Furthermore, the bank has also participated in “the Renovation of Water Network” in villages of Al-Fashn center Beni Suef Governorate in cooperation with Misr El Khier Foundation. Additionally, the bank has provided 45 craft and commercial projects for the most deserved families in Beni Suef Governorate in cooperation with Misr El Khier Foundation.

The bank has also provided Lyons Maadi for Women’s Association for the Elderly in Cairo Governorate with the needed equipment.

#### **Support for people with special needs:**

As part of our bank’s keenness to support people with special needs, QNB Egypt has provided prosthetic devices to people with special needs in Hayah Karima villages in both Fayoum and Luxor Governorates in cooperation with Misr El Kheir Foundation.

Furthermore, the bank has implemented “Economic Empowerment project for People with Disabilities” under Hayah Karima initiative through funding small and micro projects for people with special needs in Fayoum and Minya governorates aiming to guarantee a constant income for them and their families to raise their standard of living and reduce the unemployment rate and this project comes in cooperation with El Orman Association.

#### **The Healthcare field:**

The bank has supported health institutions as an essential pillar for the development of the communities aiming to fill the shortage in the medical devices. Hence, QNB Egypt continued to donate important medical devices to hospitals that provide free-of-charge services to eliminate waiting lists and provide the best medical services to the neediest groups, among these medical institutions: Cairo University Hospitals- El Kasr El-Ainy, Al Nas Hospital in Cairo Governorate and Fayoum Oncology Center.

QNB Egypt has sponsored two rooms in Shefaa Al Orman Hospital as it is one of the most leading hospitals in Egypt specialized in treating Cancer in Luxor Governorate. The bank provided the essential equipment for an intensive care room and chemotherapy room.in addition to, The Bank has sponsored a single in-patient room in Ahl Masr Burn Hospital to serve critical cases and increase the operational capacity of the second phase of the hospital .

The Bank has established the first AI-Driven Dental Health Laboratory at the Faculty of Dentistry at Cairo University. The laboratory will introduce innovative technologies that will help students easily detect oral diseases, facilitate the diagnostic process of patients especially those who are in remote areas, serve critical cases and eliminate waiting lists.

The bank has cooperated with Sonaa El Kheir Foundation to renovate Menyet EL-Nasr Hospital and upgrade its infrastructure besides providing medical devices to assert the efficiency of the provided healthcare services .

Furthermore, QNB organized 13 medical convoys for the Elderly, that facilitate the procedures of having a total medical checkup, providing the free medication and performing the necessary operations for the patients in Beheira, Beni-suef , Gharbia, Sharqia and Alexandria Governorates in cooperation with Ibrahim Ahmed Badran Charitable Foundation

#### **In the Education field:**

On the one hand, the bank prioritizes the educational field aiming to prepare a distinguished generation. QNB granted 22 scholarships to distinguished students at Zewail University of Science, Technology and Innovation to continue the bank's leading role in supporting the educational system and scientific research. The bank has also provided 67 scholarships to outstanding students at El-Galala Universit

Additionally, QNB has supported the technical education through granting 28 scholarships to distinguished students at El Sewedy University for Technology – Polytechnic. Also, the bank has provided 200 scholarships to students at Tiba Technological University and New Cairo Technological University in cooperation with Sonaa El Kheir Foundation.

The bank has also implemented the project of renovating Nazlet El Shobak Preparatory School in Giza Governorate and Hanoun Primary School in Gharbiya Governorate and provided the essential equipment for the students in cooperation with Sonaa El Kheir Foundation.

Additionally, the bank has renovated Nazlet Genedy primary school in Beni Suf Governorate in cooperation with Misr El Kheir Foundation .

On the other hand, QNB Egypt has organized financial literacy sessions for the beneficiaries of the CSR projects to raise their awareness about the concept of financial inclusion and its importance and introduce the different retail banking products and services and Business Development Services Hubs (BDS). Hence, the bank aims to increase people's financial awareness, moving towards a cashless society and working to provide banking services to all members of society.

#### **Volunteering Campaigns for QNB Egypt Staff:**

QNB Egypt organizes several volunteering campaigns that adhere to its belief in the significance of volunteer work and its role in shaping a positive and engaging working environment. Hence, the bank has organized a blood donation campaign for QNB staff in cooperation with Association of Friends of the National Cancer-Free Initiative (AFNCI) at QNB Head Office .

The bank has also organized a volunteering campaign "Ramadan packing campaign" for QNB staff and their families in cooperation with Misr El Kheir Foundation .

QNB Egypt has participated in two campaigns under the auspices of the Central Bank of Egypt and in cooperation the Egyptian Clothing Bank Namely El Eid Farha Initiative and Ketaby Hedety initiative to encourage the staff donate their clothes, books and supplies those in good condition and be the reason in bringing happiness and joy into the lives of children.



The following is CSR Activities during 2025:

	Fields	2025 CSR Budget Allocation
1	Participation in FEB initiative for the development of the Khedival Cairo	3,000,000
2	Participation in CBE initiative for “Abwab El-Kheir Convoy 2025”	1,000,000
3	Participation in CBE initiative for “Honoring Martyrs Fund 2025”	10,000,000
4	Participation in CBE initiative operating of the Federation of Egyptian Banks’ School Complex in Helwan	20,000,000
5	worthwhile social causes	10,839,000
6	Medical Care	15,225,282
7	Education projects	9,905,936
8	Sponsorships and events	2,000,000
	<b>Total</b>	<b>71,970,218</b>



**Mohamed Mahmoud Ali Bedeir**  
CEO and Member of Board of Directors



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