

ABU DHABI COMMERCIAL BANK

POLICY ON BOARD OF DIRECTORS' ACCESS TO INDEPENDENT PROFESSIONAL ADVICE

1. Definitions

“Bank”	means Abu Dhabi Commercial Bank PJSC and its subsidiaries and associates;
“Board”	means the Board of Directors of the Bank;
“Chairman”	means the Chairman of the Board;
“Director”	means a Director of the Bank; and
“Independent Professional Advisor”	means any legal, accounting, business or other advisor, consultant or expert who is suitability independent from the operations of the Bank.

2. Introduction

The purpose of this policy is to assist the Bank’s Board to discharge their responsibilities, by providing access to independent professional advice in certain circumstances. This policy has been adopted in order to ensure the Directors are aware of their right to obtain independent professional advice and of the resources at their disposal, and to ensure that the Bank provides the necessary support to the Board.

3. Overriding principles

- The Directors owe a professional responsibility to the Bank as members of the Board. The Bank will provide every assistance necessary to each Director to enable him to familiarize himself with such duties and responsibilities and all other relevant laws and regulations.
- The Bank’s Board Secretary shall be available to advise the Directors on matters concerning corporate governance, statutory filing requirements and Directors’ legal duties and obligations.
- The Directors shall have access to accurate, relevant and timely information about the Bank’s operations, which is compiled by and provided to the Board of Directors and Board Committees by the Management (and coordinated by the Board Secretariat), to enable the Directors to arrive at a well-informed decision in connection with any agenda item.
- Notwithstanding the relevant skills and experience each Director brings to the Board and the information provided to them by the Board Secretariat, there may be occasions where Directors will require additional professional assistance and advice in order to discharge their professional responsibilities to the Bank.
- In such circumstances, the Directors will be provided with access to independent professional advice at the Bank’s expense.

4. Accessing independent professional advice

- 4.1 The Directors may obtain independent professional advice from any Independent Professional Advisor and request the opinion of the Independent Professional Advisor:
- (i) where the Board exercises its authority to fulfil its responsibilities and perform its duties, including the conduct or direction of any investigation; and
 - (ii) in relation to any of the Bank's affairs.
- 4.2 Any Director may retain or request an opinion from an Independent Professional Advisor provided that the following requirements are satisfied:
- (i) the Director shall inform the Board Secretary, who shall inform the Chairman, of the circumstances for obtaining independent professional advice;
 - (ii) cost quotations shall be obtained from alternate consultants, in accordance with the Bank's procurement policy in place from time to time; and
 - (iii) the Independent Professional Advisor shall be genuinely independent and not subject to any conflict.
- 4.3 The Bank shall cover the reasonable expenses of the Independent Professional Advisor provided that each of the foregoing requirements has been met.

5. Publication

This policy, upon receipt of the approval of the Board, shall be published on the Bank's website as well as on the Board iPad reading room.