

Board Compensation Policy Statement

Abu Dhabi Commercial Bank PJSC (ADCB) is committed to upholding the highest standards of corporate governance, transparency, and fairness in determining the compensation of its Board of Directors. The Board Compensation Policy outlines the principles, structure, and governance mechanisms used to establish and manage compensation for Board members and committee roles.

Purpose and Scope

Abu Dhabi Commercial Bank PJSC (ADCB) is committed to upholding the highest standards of corporate governance, transparency, and fairness in determining the compensation of its Board of Directors. The Board Compensation Policy outlines the principles, structure, and governance mechanisms used to establish and manage compensation for Board members and committee roles.

Compensation Structure

Board compensation consists of two main components:

- **Sitting Fees:** Fixed amounts paid for participation in Board committees, determined by the Nomination, Compensation, HR, and Governance Committee (NCHRG).
- **Board Remuneration:** Annual fixed compensation for Board service, allocated based on role and responsibilities, with higher weightage for the Chairman, Vice Chairman, and committee chairs.

Methodology

Compensation is determined through a structured and benchmarked approach that considers peer practices and relevant internal and external factors. Adjustments may be applied to ensure alignment with the Bank's governance expectations and strategic context, while remaining within a fixed compensation framework.

Governance and Review

The NCHRG reviews Board compensation annually and recommends changes to the Board for endorsement and shareholder approval at the Annual General Meeting (AGM). Any changes to the methodology or allocation must be justified and documented.

Compliance and Disclosure

The policy adheres to all applicable laws and regulations, including those issued by the UAE Central Bank and the Securities and Commodities Authority. Individual Board member compensation is disclosed in ADCB's annual corporate governance report. Pro-rata adjustments are made for members joining or leaving mid-year.

ADCB remains committed to ensuring that Board compensation reflects the Bank's strategic goals, regulatory obligations, and the value delivered by its Board members.