

# Board of directors' annual report Form Attached to The financial statements (As per article 40 of Listing rules)

Company Name	Abu Dhabi Islamic Bank -Egypt
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# > General Information:

Company Purpose	Directing all activities compatible with Islamic Sharia principles and activities authorized for banks		
Duration of the company	25 years	Listing date	19-6-1996
The law under which the company is incorporated	Law No.43 Year: 1974	Stock nominal value	10 EGP
Authorized capital (updated)	10 billion Egyptian pounds	Issued Capital (updated)	6 billion Egyptian pounds
Paid-in Capital (updated)	6 billion Egyptian pounds	Commercial registry number & registration date	205364 in 4/8/1980

# **Investors Relations:**

Investor relations officer	Mahmoud Mohamed Hussein El Semeen Rasha Elsayed Ibrahim elhefnawey		
Head Office address	9 Al-Mostashar Mohamed Fahmy Al-Sayed Street (Rostom),		
Telephone no.	27986370 01021114893 01017033343	Fax No.	
Website	www.adib.eg		
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## External Auditors

Name	<ol> <li>Mr. Ashraf Mamdouh (PricewaterhouseCoopers EzzEldeen, Diab&amp; CO.)</li> <li>Ms. Huda Mostafa Shawki (Forvis MAZARS Mostafa Shawki)</li> </ol>
Date of appointment	In accordance with the resolution of the ordinary general assembly held on March 21, 2023
Listing in FRA Register	<ol> <li>Mr. Ashraf Mamdouh (Financial Regulatory Authority record number 383)</li> <li>Ms. Huda Mustafa Shoukry (Financial Regulatory Authority record number 7)</li> </ol>

# > Shareholder's Structure and BOD's ownership on the date of financial

# (a) Shareholders of 5% or more of company's' shares:

Name	No. owned shares	Percentage of ownership
Abu Dhabi Islamic Bank - public joint stock company	319,225,034,00	53.20%
Emirates International Investment Company LLC,	80,648,000	13.44%
RESPOND INVESTMENT LLC	30,007,205	5.00%
Total	429,880,239.00	71.65%

## (b) **BOD's ownership in the company:**

Board member name	No. owned shares	Percentage of ownership	
Abu Dhabi Islamic Bank - public joint stock company	319,225,034,00	53.20%	
Emirates International Investment Company LLC,	80,648,000	13.44%	
Heidi Ahmed Kamal	12	0.000002%	
Total	399,873,046.00	66.646%	

## (c) Treasury stocks as of date of purchase:

Treasury Stock	Outstanding balance as of the last disclosure statement	Percentage%
Total	Nothing	<del>.</del>



## Board of Directors

#### (a) Current Structure

Name	Title	Entity represented	Description (Executive/ Non-executive)
Khalifa Almheiri	Chairman	Abu Dhabi Islamic Bank	Non-executive
Mohamed Aly	CEO and MD	Abu Dhabi Islamic Bank	Executive
Bassam El Hage	Board Member	Abu Dhabi Islamic Bank	Non-executive
Joseph Iskander	Board Member	Emirates International Investment Company LLC,	Non-executive
Heidi Ahmed Kamal	Board Member	For individual shareholders	Executive
Rania Al Mashaat	Board Member	Independent	Non-executive
Saa'd Ibrahim Oraikaat	Board Member	Emirates International Investment Company LLC,	Non-executive
Ahmed Mahmoud Darweesh *	Board Member	Independent	Non-executive

# (b) The most significant changes occurred in the composition of the board during the year are as follows:

- Mr. Saa'd Ibrahim Dawood Oraikat was appointed as a non-executive board member in May 2024 after obtaining the approval of the Central Bank of Egypt on 05/09/2024.
- \* Dr. Ahmed Mahmoud Othman Darwish was appointed as an independent non-executive board member in January 2025 after obtaining the approval of the Prime Minister Office to grant him the right to hold membership in Cairo University.

#### (c) Board of Directors Meeting: (no. of meetings during the year):

The Board of Directors convened 6 times during the year 2024



#### Audit Committee

#### (a) Latest formation of the audit committee

Name	Representing
Mr. Bassam El Hage	Head of AC – Abu Dhabi Islamic Bank
Mr. Joseph Iskander	Member of AC – Emirates International Investment Company (EIIC)
1r. Saa'd Ibrahim Oraikaat	Member of AC – Emirates International Investment Company (EIIC)

#### (b) Statement of the committee's powers and assigned tasks

The committee is responsible for implementing the terms of reference as stated in Article 27 of the Executive Regulations of the Central Bank of Egypt Law No. 88 of 2003, the governance rules issued by the Central Bank of Egypt, and Article 37 of the rules for listing and delisting securities on the Egyptian Stock Exchange issued by the Financial Supervision Authority. The committee assists the Board of Directors in its supervisory responsibility with regard to financial reports, monitoring the internal control system and monitoring the process of compliance with laws, rules and regulations.

# (c) Meanwhile the audit committee seeks to assist and support the board of directors in achieving its responsibilities, it undertakes the following duties

- Overseeing Financial Reporting.
- Overseeing the Bank's risk management framework and quality assurance.
- Overseeing the integrity of the Bank's internal control system.
- Overseeing internal and external audit processes, effectiveness and assessing performance.
- Overseeing the Bank's process for compliance with laws, regulations and code of conduct.

#### (d) The Board of Directors authorizes the Audit committee to

- Perform activities within the scope of this charter.
- Engage and independent consultant/professional for advice, as it deems necessary, to carry out its
  duties at the Bank's expense.
- Investigate any activity within this charter.

Have unrestricted, direct access to members of management, employees and auditors (internal / external)., and any relevant documents or information and the employees are directed to cooperate and respond to any request from the Audit Committee.



## (e) Audit Committee activities during year 2024

Number of AC meetings	
Were the committee's reports presented to the bank's board of directors?	Yes
Did the committee's reports include essential observations that must be addressed?	No
Has the Board of Directors addressed the essential observations?	

#### Company employees

Average no of employees during the year	2440
Average income of employees during year	338,400 EGP

# Employee Stock Ownership Plan (ESOP) (For employees and managers-if any):

Nothing

### Violations and Actions Taken related to Capital market law and Listing rules:

List of all actions taken either by FRA or the stock exchange against the company, its board of directors, or any of its managers during the year due to violations and breaches related to capital market law and its executive regulations, or listing rules. In addition, their reasons, procedures of addressing and avoiding repeating them in the future "if any ".

Nothing

#### Transactions with Internal Related parties:

The internal management, including Board members directors of the bank's board of, bank managers and all related Parties with them, shall disclose all information and data related to the existence of a conflict of interest with the bank, including any disclosing of any material interests or direct or indirect business and contracts in which they have an interest in dealings or matters concerning them that may affect the bank's activity or interests.



# > Transactions with Related parties:

Mention all commutative contracts entered into by the company with one of its founders or major shareholders and associated groups during the previous year, the value of each contract, its terms and details, and the date of prior approval of each contract by the General Assembly.

On The Ordinary General Assembly of the Bank, held on December 12, 2024, approved Abu Dhabi Islamic Bank - Egypt to obtaining subordinated financing from the main shareholder, Abu Dhabi Islamic Bank Emirates, in the amount of "sixty-six million - nine hundred and twenty-five thousand US dollars", to support the bank's growth and expansion plan, provided that this financing is for a period of 7 years (3% +SOFR rate)

# Abu Dhabi Islamic Bank - Egypt's contribution to community development during 2024

- Out of Abu Dhabi Islamic Bank Egypt's faith in serving its community, the bank exerted a lot of efforts to maintain a leadership role in the field of paying back the community. In 2024, the bank made donations and signed charitable protocols from the Charity Account to support initiatives in the areas of health and beyond society.
- The bank has begun to establish principles and define societal concepts within its culture and its governance of daily activity that is completely in harmony with the bank's system and its strategy, as our bank has been a pioneer in supporting basic areas such as and not limited to education, community and humanitarian affairs.
- In 2024, an amount of 20,664,304 was donated for community responsibilities.



# > In the field of community development during 2024

Abu Dhabi Islamic Bank - Egypt has donated to a wide range of associations and signed protocols, whether through it or through the Abu Dhabi Islamic Bank Foundation, those projects were chosen out of its belief in effective solidarity.

Donation	Beneficiaries				
Amount	Number of Beneficiaries Name of Benefici		Project Details		
1,000,000	4000 family	Sonaa Elkhair Foundation	Distribution of 15-kilogram Ramadan cartons to the low- income and most needed families in Upper Egypt.		
2,583,854	500 Cases / yearly	Ahl Masr Hospital to treat burn victims for free	Establishing and equipping an intensive care room with all its medical and non-medical equipment		
204,600	500,000 lady / yearly	BAHEYA Zayed new hospital for Breast cancer treatment	Completing the single accommodation room that was sponsored by our foundation in 2023 by sponsoring the purchase of an electric bed with a solution holder		
4,680,000	About 4320 annual examinations and 1152 infected case	Sohag University Hospital (two diabetic foot treatment units)	Ensuring the operation of two rooms inside Sohag University Hospital to receive cases of screening for diabetic foot patients, treating infected cases and following up with them until they are fully recovered.		
117,850	The cases Requested help	Sponsoring a surgical case Paying off a debt for a deceased person	In accordance with the study of the social and material conditions of each case and the approval of the Sharia and the Foundation's Board of Trustees		
11,230,000	Receiving 6000 cases and treating nearly 1000 cases per year	Sohag Oncology institute	Two units, one for cryopreserving marrow and the other for isolating patients with blood tumors after performing marrow transplant surgeries, who used to be transferred annually to Cairo, which makes there a physical and financial burden on patients, after equipping and establishing these units, these surgeries will be performed within the institute in Sohag.		
848,000	32 student	EL Swedy Technical Academy	Sponsoring 50% of the cost of study for 32 students after studying their social and material conditions through a case study, and helping them complete their technical education so that they can graduate quickly and help their families financially		
20,664,304	Total				



### Summary of standalone results for financial Year ended 31 December 2024

Currency: EGP

Approximation: In Thousands

# <u>First: Standalone Income Statement for financial Year ended 31 December 2024 compared to same financial Year in 2023:</u>

- Total revenues amounted EGP 17,516 million, an increase of EGP 6,953 million, by 66% compared to the same financial Year ended on December 31, 2023. This growth is due to the following-:
- Net revenues from fund amounted EGP 14,981 million, an increase of EGP 6,195 million, by 71% compared to the same financial Year of 2023. This is due to the increase in the profit margin achieved from the financing portfolio by EGP 7,826 million, by 74% compared to the same financial Year of 2023, in addition, to the increase in the Financial Debt Instruments and return from placements and current accounts with banks amounted EGP 9,356 million, or more than 100%, compared to the same financial year 2023, after deducting the increase in the cost of deposits and similar costs by EGP 10,987 million, or more than 100% compared to the same financial Year in 2023.
  - Net fees and commissions income amounted EGP 1,856 million, an increase of EGP 343 million, or 23% compared to the same financial Year in 2023.
- Net trading income amounted EGP 673 million, an increase of EGP 414 million, or more than 100% compared to the same financial Year in 2023.
- The general and administrative expenses amounted EGP 2,402 million, an increase of EGP 584 million, or 32% compared to the same financial Year in 2023.
- The amount of expected credit losses during the financial Year amounted EGP 2,115 million, compared to EGP 1,637 million, an increase of EGP 478 million, more than 29% change compared to the same financial Year in 2023.
- Net profit before taxes amounted EGP 12,054 million, an increase of 5,738 million EGP, or 91% increase, compared to the same financial Year in 2023.
- Income tax expenses during the financial Year amounted EGP 3,227 million, an increase of EGP 1,402 million, or 77%, compared to the same financial Year in 2023.
- Accordingly, the Standalone net profit after taxes amounted EGP 8,827 million, an increase of EGP 4,336 million, or more than 97% increase compared to the same financial Year in 2023.

#### Second: Balance sheet items as of 31 December 2024 compared to 31 December 2023:

- Total assets increased by EGP 98 billion, an increase of 61%, to reach EGP 259 billion EGP on December 31, 2024.
- Net financing and facilities to customers increased by EGP 34 billion, an increase of 53%, to reach EGP 98 billion on December 31, 2024.
- Total customer deposits increased by EGP 73 billion, an increase of 58%, to reach EGP 127 billion on December 31, 2024.
- Shareholders' equity increased by EGP 8.4 billion, an increase of 61%, to reach EGP 22.4 billion on December 31, 2024.

The main activities of the company and its affiliates and any changes in ownership of affiliates during the year.

# Main activities and changes in ownership of subsidiaries during 2024

S#	Subsidiaries	Main activities	Direct Investment %			
			31-Dec-24	31-Dec-23	Change %	
1	Cairo National Company for Investment	1- Promoting and covering subscription to securities and participating in the establishment of companies that issue securities or contribute to increasing their capital, forming and managing securities portfolios, and providing risk capital.	64.75%	64.75%	0.0%	
2	National Company for Trading and Development (Entad)	1- Trading and distributing goods, machinery, equipment, building materials, raw materials, means of transportation, chemicals, fertilizers, and agricultural fertilisers, trading and marketing grains of all kinds and all agricultural crops, owning projects, and buying and selling land.  2- import, export, commercial agencies and aspects of tourism activity.	40.00%	40.00%	0.0%	
3	ADI Finance	1- The company's purpose is financial leasing activity in accordance with Islamic Shariaand the low, according with the General Authority for Investment and Free Zones was also obtained to add the activities of factoring and real estate financing to the main activities of the company	99.20%	98.66%	0.5%	
4	ADI holding company	Participation in establishing companies that issue securities or contribute to increasing their capital in accordance with the principles of Islamic Sharia.		99.60%	0.0%	
5	ADI Capital	1- Promoting and covering subscription to securities in accordance with the principles of Islamic Sharia.		92.86%	0.0%	
6	ADI Properties	1- Real estate investment in new cities and urban communities, remote areas, and areas outside the Old Valley, except for North and South Sinai and Qantara East, requires the Authority's prior approval."  2- Buying, selling and renting land and real estate		5.00%	0.0%	
7	ADIB Consumer Finance	1- Consumer financing activity in accordance with the principles of Islamic Sharia.		98.00%	0.0%	
8	ADIB MicroFinance	1- Financing medium, small and micro projects in accordance with the principles of Islamic Sharia.	98.00%	98.00%	0.0%	
9	ADI Taskeek	1- Issuing sukuks that are compatible with the Islamic Sharia and that own the assets, benefits, rights, or project being financed	98.00%	0.00%	98.0%	



# The percentage of business size and net profit or loss distributed across the company's main activities.

All Amount In EGP Thousand

31-Dec-24	Corporate	Investment	Retail	Other activities	Total
Revenues and expenses by activity segment				=42.0305-2014	
Revenues of activity segment	5,928,989	4,989,722	4,690,665	1,953,471	17,562,847
Expenses of activity segment	(3,570,350)	(59,200)	(1,703,726)	(175,816)	(5,509,092)
Net profit for the year before tax	2,358,639	4,930,522	2,986,939	1,777,655	12,053,755
Tex	(690,069)	(831,657)	(685,950)	(1,019,060)	(3,226,736)
Net profit for the year	1,668,570	4,098,865	2,300,989	758,595	8,827,019

All Amount In EGP Thousand

31-Dec-23	Corporate	Investment	Retail	Other activities	Total
Revenues and expenses by activity segment					
Revenues of activity segment	3,776,767	2,239,373	2,983,338	1,477,011	10,476,489
Expenses of activity segment	(1,933,006)	(124,758)	(1,386,963)	(716,249)	(4,160,976
Net profit for the year before tax	1,843,761	2,114,615	1,596,375	760,762	6,315,513
Тах	(414,878)	(780,124)	(379,168)	(250,765)	(1,824,935
Net profit for the year	1,428,883	1,334,491	1,217,207	509,997	4,490,578

# ➤ The current value of assets – If the book value significantly differs from the current market value:

The book value of assets does not differ significantly from their current market value

#### Proposals regarding the transfer to reserves:

- In accordance with Article 192 of the Executive Regulations of Companies Law No. 159 of 1981, the bank allocated 5% of the net profits to the reserve account, amounting to 440.8 million Egyptian pounds.
- The capital reserve was reinforced in accordance with legal provisions with profits resulting from the sale of fixed assets, totaling 10.9 million Egyptian pounds.

### The proposed profits to be distributed to shareholders

 According to the proposed distribution project, 600 million free shares Dividends will be distributed with a nominal value of 6 billion Egyptian pounds to support the bank's capital base.



## Statement of shares issued during the year:

• 100 million shares with a nominal value of 1 billion Egyptian pounds were issued to comply with Central Bank Law No. 194 of 2020, regarding reaching the issued and paid-up capital of the bank to 5 billion Egyptian pounds. The funds raised were utilized to reinforce the capital base of our bank, supporting its growth and financial investments, whether in loans or financial investments.

## Statement of shares and bonds issued during the year

- During the year 2024, the bank's shares were increased by 100 million shares with a nominal value of 1 billion Egyptian pounds, based on the decision of the bank's ordinary general assembly held on March 21, 2024, approving the distribution of a free dividend of one share for every 5 shares, and the bank's issued and paid-up capital became 6 billion pounds.
- The Bank is obigore to Article 66 of the Joint Stock Companies Law No. 159 of 1981 and Article 220 of its Executive Regulations.
  - The Bank, in accordance with Article 66 of the Joint Stock Companies Law No. 159 of 1981 and Article 220 of its Executive Regulations, shall saved the detailed statements referred to in the articles above with the Bank's Investor Relations Department for shareholders' perusal thereof at least three days before the convening of the General Assembly, and this shall be announced in
- The annual reports related to environmental, social, and governance (ESG) disclosures, sustainability, and the financial impacts of climate change:
  - Attached is the annual report for the year 2024 prepared in accordance with the Financial Regulatory Authority decisions number 107 and 108 of the year 2021.

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Company legal representative

Mohamed Aly

CEO & MD

Company stamp

