

# **CORPORATE GOVERNANCE REPORT**

31 December 2024

# **AHLI BANK SAOG**

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**CORPORATE GOVERNANCE REPORT-2024**

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**INTRODUCTION**

Sound and effective corporate governance is the foundation on which any organization or institution rests and operates. The execution of good and best practices—accountability, fairness, responsibility and transparency—are crucial in creating and sustaining shareholder value, and enhancing and retaining investor trust.

The Bank's Corporate Governance Policy provides the framework for the principles of effective Corporate Governance standards across the Bank. The Financial Services Authority (FSA) directives, including the Code of Corporate Governance and the Central Bank of Oman (CBO) circular BM 932 on Corporate Governance in Banks, are the principal codes and drivers of the corporate governance practices in the sultanate. Ahli Bank SAOG fully complies with all of their provisions.

The timely and accurate disclosure of information regarding the financial situation, performance, ownership of the Bank is high on its corporate governance principles, as it improves the public understanding of the structure, activities and policies of the Bank. It also endeavors to enhance long-term shareholder value and respect minority rights in all its business decisions.

Alongside its commitment to protect the interest of its stakeholders is the Bank's goal of respecting and upholding the duty of the Board and senior management to oversee its affairs, ensure accountability, inculcate integrity and promote long-term growth and profitability. Serving as the core of the corporate governance practice, the independent Board ensures that the Management is aligned with the long-term interests of all its stakeholders with the objective of maintaining the highest standards of corporate governance.

Ahli Bank's corporate governance philosophy is based on the following principles:

1. Satisfy the spirit of the law and not just the letter of the law.
  2. Be transparent and maintain a high degree of disclosure levels.
  3. Communicate externally, in a truthful manner, about how the Bank is running internally.
  4. Implement a simple and transparent corporate structure driven solely by business needs.
  5. Management is the trustee of the shareholders' capital and not the owner's.
  6. Practice fairness and equality to shareholders, employees and related parties.
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## **CORPORATE GOVERNANCE IMPLEMENTATION INITIATIVES AT AHLI BANK SAOG**

Good Corporate Governance is critical in supporting the delivery of our strategic objectives. Our Board Committees play an important role in working closely with the Management to ensure that our business is financially strong, and risks are immediately identified and mitigated. Over the years, the Board has developed a corporate governance culture to help fulfill our corporate responsibility to various stakeholders. This guarantees that the Board will maintain the necessary authority and practices in place to properly review and evaluate our operations periodically.

To rightfully comply with regulatory requirements and ensure implementation based on best industry practices, five Board level sub-committees have been set up to ensure effective functioning of the Board.

### **Ahli Bank SAOG's Corporate Governance Structure**

## **BOARD OF DIRECTORS AND SUB-COMMITTEES OF AHLI BANK SAOG**

### **Board of Directors:**

Our collective principal duty is to promote the long-term success of the Bank by creating and delivering sustainable shareholder value. We do this by setting the strategy and ensuring that the Management oversees its implementation by management. We also seek to ensure that there is a balance between delivering on the short-term objectives and focusing on long-term growth.

### **Size and Terms of the Board**

The Board of Directors consists of nine non-executive Directors. The term of office of the Board of Directors is three years, which will expire in March 2026.

### **Profile of Board Members**

#### **1. Hamdan Ali Nasser Al Hinai, Chairman**

Holds Master in Development and project management, Bachelors in Business Management & Economics and Diploma in international Development Management; Former Director General, Purchasing and Contracts, Ministry of Defense. Mr. Al Hinai has over 40 years of experience in various senior positions across both government and private sectors.

#### **2. Anwar Hilal Hamdoon Al Jabri, First Deputy Chairman**

Certified Public Accountant (CPA), USA, holding a Masters of Business Administration (MBA), University of Hull, UK and a Bachelor's of Science in Accounting (BS.A), University of Akron, Ohio, USA; Mr. Anwar is a Founder/CEO of Jabreen International, Former CEO of Jabreen Capital, a regional private equity asset manager. A Chairman of U-Capital GCC Fund; A former Chairman of Shamal Plastics SAOC; A Former board member of Liva, one of the largest insurance company in the GCC and also a Former board member of Eastridge Partners, Singapore, a Private Equity Asset Management Co. with a focus of investments in south East Asia. Previous experience as Investment Director of Oman Investment Fund (A Sovereign Wealth Fund) and CEO of OIF's subsidiary National Pioneer Investment & Development Company managing multibillion-dollar portfolio regionally and internationally. He has also worked for several years for the Central Bank of Oman and Oman Refinery. Mr. Al Jabri has accumulated more than 25 years of

Investment and finance industry experience holding various leading positions.

**Rajeev Gogia, Second Deputy Chairman**

Member of the Institute of Chartered Accountant, India and Bachelor in Commerce, India; Deputy Group CEO – Finance & Strategy, Ahli United Bank BSC (c), Bahrain; Previously served as a Board Member of Ahli United Bank (Egypt) SAE; Ahli United Bank KSCP (Kuwait), Al Hilal Life (Bahrain) and Al Hilal Takaful (Bahrain). Mr. Rajeev has Over 27 years of industry and advisory experience in the Financial Services Sector.

**Abdul Hameed Ahmed Mohamed Al Bulushi, Director**

Hold High Diploma in Development, United Kingdom; Bachelor degree in Law, Egypt; Former Legal Expert in Civil Service Employees Pension Fund. Chairman, Oman Hospitality Company; Director at Al Nama Poultry Company, Director at Osool Poultry Company, and director of Raysut Cement SAOG Company. He has more than 33 years of experience in Ministry of Civil Service & Civil Service Employees Pension Fund in different senior positions.

**Ibrahim Said Badar Al Eisri, Director**

Member of the Association of Chartered Certified Accountants (ACCA), Masters in Finance, Oxford Brookes University, UK and Bachelor's Degree in Commerce Major Accounting & Finance, Curtin University of Technology, Perth, Australia; Chief of Investments – Private of Private Market in Oman Investment Authority (OIA); Board Chairman of Nama Water Services and Board Member at Omantel. Having over 21 years of experience in different sectors including, Telecommunication, Oil & Gas and Financial & Investments; Held different leadership roles in Finance & Investment Operations.

**Salim Ali Hamed Al Hasni, Director**

Holds Master of Science in Commercial Project Management from the University of Manchester – College of Mechanical, Aerospace & Civil Engineering and Bachelor of Science (Commerce & Economics) from Sultan Qaboos University. Director of Contracts - Ministry of Defense. Chairman of the Board of Directors of Reem Batteries & Power Appliances SAOC; Vice Chairman of Sohar Power Company SAOG. Having more than 23 years of experience in Ministry of Defense in different positions.

**Wajid Ali Khan, Director**

Holds M.P.A (Finance) from Quaid-e-Azam University, Islamabad. Group Head of Corporate Banking, Ahli United Bank, Bahrain. Board Member of Ahli Real Estate Co, Member of Islamic Banking Committee of Bahrain Association of Banks and Board of trustee of the Waqf Fund (for 12 years till 2021). Has diversified banking experience of 31 years.

**Qais Abdullah Moosa Al Kharusi, Director**

Certified Chartered Financial Analyst (CFA), Financial Risk Manager (FRM) and Chartered Alternative Investment Analyst (CAIA); Holds an MBA degree in Value Investing & Finance from Columbia Business School, New York, USA and a BSE degree in Industrial and Operation Engineering from the University of Michigan, USA; Chief Executive Officer of Al Hosn Investment Company; Board Member of A'Saffa Foods SAOG; He has 16 years of diversified investment experience with over 9 years in senior leadership positions.

**Vivek Kastwar, Director**

Holds a Master's in Business Administration (MBA) from Prestige Institute of Management and Research in India, Bachelor's degree in commerce (accounting) from University of Delhi, India and GMPE from Indian Institute of Management, Lucknow, India. Chief Executive Officer – Ahli United Bank B.S.C (c). (DIFC Branch - UAE). Former Head of Corporate Banking, AUB B.S.C (c). (DIFC Branch - UAE). Has diversified banking experience of 29 years.

**Executive Powers of the Board:**

1. Approving financial objectives, business and financial policies of the Bank.
2. Approving internal regulations as well as specifying the powers, responsibilities and authorities of the executive management.
3. Reviewing and monitoring the disclosures and compliance with regulatory requirements.
4. Nominating the members of the sub-committees, CEO and key employees.

**Details of the Number of Board meetings held during the year 2024:**

Sl. No.	Board Meeting
1.	29-Jan-2024
2.	29-Apr-2024
3.	29-Jul-2024
4.	24-Oct-2024
5.	26-Nov-2024

Name of Director	Position	Type of Directorship	Board Meetings Attended	# Sub-committees memberships (at year end)	Whether attended last AGM
Hamdan Ali Nasser Al Hinai	Chairman	Independent	5	NRC	Yes
Anwar Hilal Hamdoon Al Jabri	First Deputy Chairman	Independent	5	ECC, NRC	Yes
Rajeev Gogia	Second Deputy Chairman	Non-Independent	4	ERC, NRC	No
Abdul Hameed Ahmed Mohamed Al Bulushi	Director	Independent	5	ACC, ERC, DTC	Yes
Ibrahim Saïd Badar Al Eisri	Director	Independent	5	ECC, DTC	Yes
Salim Ali Hamed Al Hasni	Director	Independent	5	ERC	Yes
Wajid Ali Khan	Director	Non-Independent	5	ECC, DTC	Yes
Qais Abdullah Moosa Al Kharusi	Director	Independent	5	ACC	Yes
Vivek Kastwar	Director	Non-Independent	4	ACC	Yes

**Directors Attendance Record in the Board Meetings:**

# Audit and Compliance Committee - ACC, Executive and Credit Committee - ECC, Executive Risk Committee - ERC, Nomination and Remuneration Committee - NRC and Digital Transformation Committee - DTC.

*Independent directors are defined as per principle Eight of Code of Corporate Governance for Public Listed Companies Updated December, 2016.*

**SUB-COMMITTEES**

Ahli Bank has Five Board sub-committees to ensure the smooth functioning of the Bank:

- A. Audit and Compliance Committee
- B. Executive and Credit Committee
- C. Executive Risk Committee
- D. Nomination and Remuneration Committee
- E. Digital Transformation Committee

**A. Audit and Compliance Committee**

The role of the Audit and Compliance Committee includes:

- Reviewing the scope of external and internal audits and oversee the adequacy of the Bank’s internal control systems through the reports of the internal and external auditors.
- Reviewing the quarterly and annual financial reports before submission to the Board for approval.
- Assist in discharging Board’s oversight responsibilities relating to the Bank’s accounting, corporate governance, risk management systems and compliance procedures.

**Composition of Audit and Compliance Committee and Details of Meetings and Attendance Record of Members During the Year 2024:**

Composition of Audit and Compliance Committee		Meeting Dates			
Director's Name	Position	29-Jan-24	29-Apr-24	29-Jul-24	23-Oct-24
Qais Abdullah Moosa Al Kharusi	Chairman	Yes	Yes	Yes	Yes
Abdul Hameed Ahmed Mohamed Al Bulushi	Member	Yes	Yes	Yes	Yes
Vivek Kastwar	Member	Yes	Yes	-	Yes
<b>Attendance</b>		<b>3</b>	<b>3</b>	<b>2</b>	<b>3</b>

**B. Executive and Credit Committee**

The role of the Executive and Credit Committee includes:

- Providing the Board with a mechanism for considering in depth, any issue that the Board considers to be that requiring detailed attention.
- Allowing the Management to obtain input for the development of proposals prior to Board submission.
- Approving matters beyond the Management’s delegated authority to which do not need full Board approval.
- Focusing on strategic reviews and proposals, investments, treasury and liquidity management, business plans and other such matters.

**Composition of Executive and Credit Committee and Details of Meetings and Attendance Record of Members During the Year 2024:**

Composition of Executive and Credit Committee		Meeting Dates			
Director's Name	Position	28-Jan-24	28-Apr-24	28-Jul-24	22-Oct-24
Anwar Hilal Hamdoon Al Jabri	Chairman	Yes	Yes	Yes	Yes
Ibrahim Said Badar Al Eisri	Member	Yes	Yes	Yes	Yes
Wajid Ali Khan	Member	Yes	Yes	Yes	Yes
<b>Attendance</b>		<b>3</b>	<b>3</b>	<b>3</b>	<b>3</b>

**C. Executive Risk Committee**

The role of the Executive Risk Committee includes:

- An integrated approach to managing the risks inherent in various aspects of our business.
- Monitoring risk levels according to various parameters and the Management is responsible for ensuring mitigation measures.
- Focusing on reviewing all policies governing Bank’s risk and funding exposure.
- Ensuring the consistent adherence and implementation of the Board-approved policies and treasury strategies in monitoring market and other risks.

**Composition of Executive Risk Committee and Details of Meetings and Attendance Record of Members During the Year 2024:**

Composition of Executive Risk Committee	Meeting Dates
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Director's Name	Position	28-Jan-24	28-Apr-24	28-Jul-24	22-Oct-24
Rajeev Gogia	Chairman	Yes	-	Yes	Yes
Abdul Hameed Ahmed Mohamed Al Bulushi	Member	Yes	Yes	Yes	Yes
Salim Ali Hamed Al Hasni	Member	Yes	Yes	Yes	Yes
<b>Attendance</b>		<b>3</b>	<b>2</b>	<b>3</b>	<b>3</b>

**D. Nomination and Remuneration Committee**

The role of the Nomination and Remuneration Committee includes:

- Reviewing the performance of all directors and the Management.
- Advising the Bank’s Board and Chairman on the remuneration of Board Members, appointment of senior management personnel and remuneration of senior management personnel.
- Helping in the nomination of competent Board members.
- Annual assessment of the Board’s/Sub-Committees overall performance

**Composition of Nomination and Remuneration Committee and Details of Meetings and Attendance Record of Members During the Year 2024:**

Composition of Nomination and Remuneration Committee		Meeting Dates	
Director's Name	Position	28-Jan-24	28-Jul-24
Hamdan Ali Nasser Al Hinai	Chairman	Yes	Yes
Anwar Hilal Hamdoon Al Jabri	Member	Yes	Yes
Rajeev Gogia	Member	Yes	Yes
<b>Attendance</b>		<b>3</b>	<b>3</b>

**E. Digital Transformation Committee**

The role of the Digital Transformation Committee includes:

Oversee the implementation of all the digital transformation initiatives and deliverables in a timely and efficient manner within Board-approved parameters. The creation of a dedicated committee provides a framework for an effective and detailed review, assessment, consultation, decision-making and approval process on behalf of the Board.

**Composition of Digital Transformation Committee and Details of Meetings and Attendance Record of Members During the Year 2024:**

Composition of Digital Transformation Committee		Meeting Dates			
Director's Name	Position	12-Mar-24	22-May-24	26-Aug-24	16-Dec-24
Ibrahim Said Al Eisri	Chairman	Yes	Yes	Yes	Yes
Abdul Hameed Ahmed Mohamed Al Bulushi	Member	Yes	Yes	Yes	Yes
Wajid Ali Khan	Member	Yes	-	Yes	-
<b>Attendance</b>		<b>3</b>	<b>2</b>	<b>3</b>	<b>2</b>

**PROCEDURE FOR STANDING AS A CANDIDATE FOR THE BOARD:**

Anyone who wishes to stand as a candidate for the Board and is eligible for the same as per the regulations as well as the Articles of Association, is required to submit an application form (as prescribed by the Financial Services Authority) at least five days before the fixed date for the General Meeting for election of the Board members. The application shall be reviewed by the Nomination and Remuneration Committee of the Bank to ensure eligibility of the candidate and further recommendation to the Annual General Meeting. The Bank shall lodge the application form with the Financial Services Authority before the date of the General Meeting.

The director shall be elected through direct secret ballot by the shareholders. Each shareholder is entitled to the number of votes equal to that of his/her shares.

**SHARIA SUPERVISORY BOARD OF AHLI ISLAMIC BANKING SERVICES-AHLI BANK SAOG**

**Sharia Supervisory Board:**

The Shari'a Supervisory Board (SSB) is an independent body of specialized jurists in fiqh al-muamalat (Islamic commercial jurisprudence), appointed with the responsibilities of giving Shari'a directives, advices and approvals from the formation stage to the operations stage of the Bank, ensuring Shari'a compliance of the Bank by giving decisions on Shari'a Audit reports and producing a statement about Shari'a compliance of the Bank. The SSB complies with the regulatory requirements of the Central Bank of Oman in respect of their competency and supervision and advisory role of the Bank. The Fatawa and rulings of the SSB are binding on the Bank's Islamic Banking Services. The SSB of Ahli Islamic is comprised of three members whose brief profile is given below.

**Profile of SSB Members:**

**Sheikh Dr. Ali Mohieldin Ali Al Qaradaghi, Chairman**

Sheikh Dr. Ali Al Qaradaghi is a prominent Shari'a Scholar and President of the International Union for Muslim Scholars. Sheikh Ali Al Qaradaghi has a PhD in Contracts and Financial Transactions and Master's degree in Shari'a and Comparative Fiqh from the University of Al-Azhar. He is currently the President of the International Union for Muslim Scholars and Vice President of the European Council for Fatwa and Research. He was a Professor at the University of Qatar and has published over 100 research papers and authored over 30 books. Sheikh Ali Al Qaradaghi is a renowned Shari'a scholar serving several Islamic financial institutions worldwide both as chairperson as well as board member of Shari'a Supervisory Boards.

**Sheikh Dr. Ahmed Muzaffar Abdullah Al Rawahi, Deputy Chairman**

Sheikh Dr. Ahmed has a PhD in Islamic Banking and Finance from International Islamic University Malaysia and a Master degree in Contracts Managements from UIM. He accomplished a certificate in Sukuk from EAIFE and a certificate of participation from Imam Jaber bin Zaid Institute in Islamic Finance Disputes Settlement. Sheikh Ahmed worked as a Shari'a scholar with Ministry of Endowment and Religious Affairs from 1999 to 2020 and with Sharika Tawafuq as its CEO. Sheikh Ahmed attended several conferences and workshops in Islamic finance.

**Sheikh Dr. Abdul Rahman Mubarak Al Nofli, Member**

Sheikh Dr. Abdul Rahman is working as religious scholar with Ministry of Endowment and Religious Affairs since 2004 and currently working as assistant director Sharia

governance and performance of institutions. Sheikh Abdul Rahman holds a PhD in Islamic banking and finance from IIUM, master degree from Nizwa University and a bachelor degree in Sharia from College of Sharia Sciences Oman. Sheikh Abdul Rahman participated in several conferences and programs in Islamic banking and finance.

**Composition of SSB and Details of Meetings and Attendance Records of Members During the Year 2024:**

Composition of the Sharia Supervisory Board		Meeting Dates			
Member Name	Position	6-Mar-24	26-Nov-24 SSB Meeting	26-Nov-24 SSB meeting with BoD	26-Dec-24
Sheikh Dr. Ali Mohieldin Ali Al Qaradaghi *	Chairman	NA	Yes	Yes	Yes
Sheikh Dr. Ahmed Muzaffar Abdullah Al Rawahi *	Deputy Chairman	NA	Yes	Yes	Yes
Sheikh Dr. Abdul Rahman Mubarak Al Nofli *	Member	NA	Yes	Yes	Yes
Dr. Mohammed Taher Al-Ibrahim **	Chairman	Yes	NA	NA	NA
Dr. Mustaien Ali Abdulhamid **	Deputy Chairman	Yes	NA	NA	NA
Dr. Abdulraouf Abdullah Hamood Al-Tobi **	Member	Yes	NA	NA	NA
<b>Attendance</b>		<b>3</b>	<b>3</b>	<b>3</b>	<b>3</b>

\* Appointed during 2024.

\*\* Completed their tenor in March 2024.

**SSB Remuneration and Sitting Fee Expenses:**

The shareholders of the Bank in the AGM held on 27 March 2024 have approved the remuneration and sitting fee of the SSB as below:

Designation	Amount
Chairman of SSB	RO 10,000 per annum
Member of SSB	RO 8,000 per annum
Sitting Fees Per Meeting <i>(maximum of five meetings per year per member)</i>	RO 385 per meeting

The table below shows the remuneration and sitting fee expenses of the SSB:

Member Name	Position	Remuneration	Sitting Fees
Sheikh Dr. Ali Mohieldin Ali Al Qaradaghi *	Chairman	7,500	1,155
Sheikh Dr. Ahmed Muzaffar Abdullah Al Rawahi *	Deputy Chairman	1,093	1,155
Sheikh Dr. Abdul Rahman Mubarak Al Nofli *	Member	1,093	1,155
Dr. Mohammed Taher Al-Ibrahim **	Chairman	2,500	385
Dr. Mustaien Ali Abdulhamid **	Deputy Chairman	2,000	385
Dr. Abdulraouf Abdullah Hamood Al-Tobi **	Member	2,000	385
<b>Total</b>		<b>16,186</b>	<b>4,620</b>

\* Appointed during 2024.

\*\* Completed their tenor in March 2024.

#### **EXECUTIVE MANAGEMENT COMMITTEE MEMBERS OF AHLI BANK**

##### **Said Abdullah Al Hatmi, Chief Executive Officer**

Mr. Said Abdullah Al Hatmi is a seasoned banking professional with over 24 years of diverse experience in financial sector. As the Chief Executive Officer, he has been instrumental in steering ahlibank towards sustained growth, operational excellence, and innovative customer-centric solutions. Mr. Al Hatmi holds a Bachelor's degree in Finance from Sultan Qaboos University and a Master's degree in Business Administration from the University of Strathclyde in the UK. He is also a Certified Management Accountant, accredited by the Institute of Management Accountants, USA. Mr. Al Hatmi has further refined his leadership skills by completing the Oxford Advanced Management and Leadership Program, as well as executive management programs at Harvard Business School and the University of Virginia. In addition to his executive leadership role, Mr. Al Hatmi serves as the Deputy Chairman of OQ SAOC and chairs the Oman Bank Association (OBA). He is also a Board Member and Chairman of the Audit Committee at the College of Banking and Financial Studies (CBFS) and member of the Advisory Board at the College of Economic and Political Studies at Sultan Qaboos University. Before joining Ahli Bank, he held various senior positions at HSBC Bank Middle East in Oman, gaining extensive experience in corporate banking, retail banking, risk management, finance, and banking operations. Throughout his career, Mr. Al Hatmi has been recognized for his forward-thinking leadership, unwavering commitment to ethical governance, and the successful implementation of transformative initiatives.

##### **Bilal Anwar, DCEO – Business Group**

Hold Bachelor of Commerce from University of Allahabad, India; Certified Associate of Indian Institute of Bankers (CAIIB) from Indian Institute of Bankers, Mumbai, India; Chartered Financial Analyst (CFA- ICFAI) from Institute of Chartered Financial Analyst of India; Post Graduate Diploma in Business Administration from ICFAI Business School, Hyderabad, India. Having more than 26 years of experience in banking with various banks including, Ahli United Bank BSC, Bahrain; IDBI Bank Limited, Mumbai, India; Abu Dhabi Commercial Bank, Mumbai, India.

##### **Abdullah Salim Al Jabri, DCEO – Support Services**

Having over 28 years of banking experience in conventional and Islamic Banking with ahlibank. Started his career with National Training Institute and then joined Alliance Housing Bank in 1997, where held various positions including Manager Retail Banking and Head of Central Operations. Lead the operations team in centralization of operations after the conversion to full-fledged commercial bank. With the start of Islamic Banking in Oman in 2013, became General Manager of Ahli Islamic (erstwhile Al Hilal Islamic Banking Services) and contributed in the success of Islamic Banking. Certified Islamic Banker from General Council for Islamic Banks and Financial Institution, Bahrain. Hold National Diploma in Engineering from Business & Technology Education Council, UK. Hold Leadership and Management certificate from Darden School of Business, University of Virginia, USA. Hold advance Leadership and management certificate from University of Cambridge Judge Business School, UK.

**Hanaa Mohammed Al Kharusi, Senior General Manager - Wholesale banking**

Holds a Bachelor's degree in Science from Indiana University, USA and has attended Executive Programs at the London Business School, UK and IMD, Switzerland as well as Said Business School, Oxford, UK. A Graduate member of the National CEO Program (NCP) sponsored by the Diwan of Royal Court and a member of Oman Business Forum. As Sr. GM Wholesale Banking, Hanaa spearheads the growth strategy for Corporate banking, project finance syndication as well as Investment banking and Financial Institutions. Hanaa has over 24 years of banking experience in leading Omani banks and has successfully led high performing teams in Corporate Banking, Project Finance and Syndications and spearheads the digital transformation initiatives for the Wholesale banking. She has successfully led major strategic financial transactions and advisory projects in Oman Bilaterally and on syndicated basis. Hanaa is the founding chairperson of the Talent Management Committee responsible for recruiting, developing and grooming high potential graduates for future leading positions within ahlibank. Hanaa currently holds the position of Chairperson; Ahli Global Equity Fund, Director Omran (SAOC) and Chairperson of their Board Audit and Risk Committee. She is a former Director; Nama Holding (SAOC) and was chairperson of the Board Audit and Risk Committee from 2020-2023.

**Taher Al Bakhsh Al Balushi, Senior General Manager – Strategy, Transformation, Technology & Projects**

Holds Master in Business Administration from University of Strathclyde and Bachelors with Honors in Accounting from the University of Bedfordshire, UK; Certified Fraud Examiners from the Association of Certified Fraud Examiners, USA and Certified Islamic Professional Accountant from AAOIFI, Bahrain. He has successfully completed 'Advanced Leadership Program' at Judge Business School at Cambridge University and 'Senior Executive Program' at London Business School. Taher has over 21 years of banking experience across strategy, finance, risk, operations, technology and transformation functions in leading Omani Banks.

**Fahad Fraish Al Shuaili, General Manager – Chief Risk Officer**

Holds a Bachelor degree in Finance from Sultan Qaboos University, 2005 and Master of Business Administration (MBA) from Strathclyde University, 2012 and Certified Fraud Examiner (CFE), certified credit analyst, and has completed the Cambridge's flagship "Advanced Leadership Program". Member in Chief Risk Officers Committee under Oman Bank Association. Having more than 19 years of Banking experience in the areas of Internal auditing in leading Omani Banks. He has previously worked in Oman International Bank in various senior roles.

**NON-COMPLIANCE**

There has not been any instances of non-compliance of legal requirements nor any penalties or strictures imposed by the regulators on any matters relating to the Financial Services Authority over the last three years.

The Bank has incurred penalties of RO 90,000 by Central Bank of Oman over the last three years based on CBO examination report observations.

2024: RO 90,000 - Related to risk classification, outsourcing, delay in implementation of fraud risk management system, customer verification requirements, prize schemes and calculation of the maturities of assets and liabilities. The Bank has addressed these issues and taken rectification measures.

2023: No penalty imposed by CBO for year 2023.

2022: No penalty imposed by CBO for year 2022.

**REMUNERATION MATTERS**

An amount of RO 300,000 is proposed as Board Remuneration in addition to the sitting fees paid to the Board members for 2024. The details of sitting fees paid are below:

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<b>Name of Director</b>	<b>Sitting Fees Paid (RO)</b>
Hamdan Ali Nasser Al Hinai	4,000
Anwar Hilal Hamdoon Al Jabri	5,100
Rajeev Gogia	4,100
Abdul Hameed Ahmed Mohamed Al Bulushi	6,300
Ibrahim Said Badar Al Eisri	5,700
Salim Ali Hamed Al Hasni	3,700
Wajid Ali Khan	4,300
Qais Abdullah Moosa Al Kharusi	4,500
Vivek Kastwar	2,900
<b>Total</b>	<b>40,600</b>

The total remuneration paid to the top executives (top five) of the Bank amounted to RO 1.745 million during the year 2024, which included salary, benefits, perquisites, bonuses and gratuities.

Incentives and bonuses are based on key performance indicators towards the achievements of the Bank's long-term strategic objectives.

The duration of the standard service contract for expatriate executives is two years. The notice period for executives ranges from one to three months, depending on the executive's contract.

No severance fees are payable to the top executive officers other than compensation for short notice of termination of services.

### **COMMUNICATION WITH SHAREHOLDERS AND INVESTORS**

Ahli Bank SAOG publishes quarterly accounts, which are uploaded on the Muscat Stock Exchange (MSX) website. The latest news and information about the Bank is also available on its website, [www.ahlibank.om](http://www.ahlibank.om).

All annual reports include a comprehensive management report. The Management makes regular presentations to analysts, the press and investors. These briefings outline the Bank's performance, and strategy on future prospects.

The Management discussion and analysis report is part of the Annual Report.

### **MARKET PRICE DATA:**

**High / Low Share Prices in 2024**

The table below shows the high / low prices of the Bank's shares in Rial Omani in 2024.

Month	High	Low
Jan-24	0.167	0.157
Feb-24	0.160	0.154
Mar-24	0.170	0.153
Apr-24	0.165	0.150
May-24	0.165	0.153
Jun-24	0.160	0.150
Jul-24	0.152	0.135
Aug-24	0.163	0.150
Sep-24	0.160	0.150
Oct-24	0.155	0.150
Nov-24	0.164	0.150
Dec-24	0.165	0.150

**Performance of Ahli Bank SAOG Vs MSX and Banking Indices**

The Bank has outstanding Tier1 perpetual subordinated bonds (AT1)/Mandatory convertible bonds (MCBs)as follows:

Issue Date	Type	RO	First Recall Option
11 August 2022	AT1	75 million	11 August 2027
25 December 2023	AT1	54 million	25 December 2028
29 April 2024	MCBs	10 million	Convertible in April 2026
27 June 2024	AT1	40 million	27 June 2029

\* These bonds/MCBs are listed in the Muscat Stock Exchange (MSX).

**Distribution of Share Ownership Among Shareholders as of 31 December 2024:**

Name	Country of incorporation	Number of shares	%
Ahli United Bank B.S.C. (c)	Bahrain	822,380,096	35.00
Al Hosn Investment Company SAOC	Oman	357,076,325	15.20
Social Protection Fund	Oman	256,491,550	10.92
Aflag First Investment SPC	Oman	225,443,496	9.59
Al Hosn Business Development LLC	Oman	202,862,546	8.63
Others		485,403,453	20.66
<b>Total</b>		<b>2,349,657,466</b>	<b>100.00</b>

**EXTERNAL AUDITOR'S PROFILE – Deloitte**

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Deloitte billed an amount of RO 96,350 towards professional services rendered to the Bank for the year 2024 (RO 89,000 for audit and RO 7,350 for other services).

**Other Important Matters:**

As required by the Code of Corporate Governance, the Shareholders has appointed an independent third party for appraising the performance of the Board of Directors for the financial year 2024.

**ACKNOWLEDGMENT BY THE BOARD OF DIRECTORS:**

- The Board is responsible for the preparation of the financial statements in accordance with the applicable standards and rules.
- The Board has reviewed the efficiency and adequacy of internal control systems of the issuer and it complies with internal rules and regulations.
- There is no material thing that affects the continuation of the Bank and its ability to continue its operations during the next financial year.

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**Hamdan Ali Nasser Al Hinai**  
Chairman  
Board of Directors

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**Qais Abdullah Moosa Al Kharusi**  
Chairman  
Audit and Compliance Committee