

# Corporate Governance Report for the Year 2023



# Introduction

Invest Bank P.S.C. was established on 13 February 1975 as a Public Stock Company in the Emirate of Sharjah subject to Emiri Decree No. 153/02/1975 issued by His Highness the Ruler of Sharjah. Government of Sharjah's (GOS) made a strategic decision to join Invest Bank P.S.C (hereafter the "Bank") with an investment of AED 1.115 Billion (net amount) on 10 April 2019 which made it a major shareholder with 50.07% ownership in the Bank. GOS further enhanced its stake in the Bank through right issue on 12-Oct-2023 as a result of which its shareholding became 88.11% of overall shareholding of the Bank's Capital. Contribution of shareholding by GOS was through a standby guarantee agreement against the claims of losses for the Bad Loans of the Bank. This investment was made on a commercial basis, with the objective of creating long-term value and an operationally-strong financial institution.

The Bank is headquartered in Al Nad Area, Al-Qasimiya, Emirate of Sharjah and currently consists of four branches located in the United Arab Emirates, and one branch located in Lebanon.

# Our Network

## Two branches in Sharjah:

**Head Office**

**Qasimiya Branch**

Al Zahra'a Street No.105, King Abdul Aziz Road, Al-Qasimiya,  
P.O.Box: 1885, Sharjah, United Arab Emirates

**City Centre Al Zahia Branch**

Unit No. G029A, Ground Floor,

City Centre Al Zahia, Sharjah, United Arab Emirates

## One Branch in Abu Dhabi

**Independence Branch**

Al Istiqlal Street,

P.O. Box: 2875, Abu Dhabi, United Arab Emirates

## One branch in Dubai

**Sheikh Zayed Road Branch**

Sheikh Zayed Road,

P.O.Box: 27734, Dubai, United Arab Emirates

## One branch in Lebanon

**Invest Bank Beirut Branch**

Ain El Mreisseh

P.O. Box: 11-5484, Beirut, Lebanon

# Corporate Governance Framework

The Central Bank of the United Arab Emirates (CBUAE) issued Circular No. 83/2019 dated 18 July 2019, which defined Corporate Governance as:

*“Corporate Governance is the set of relationships between the Bank’s Management, Board, Shareholders and other Stakeholders which provides the structure through which the objectives of the Bank are set, and the means of attaining those objectives and monitoring performance. It helps define the way authority and responsibility are allocated and how corporate decisions are made”.*

Invest Bank realizes that Corporate Governance is critical to achieve its primary goal of creating a sound working environment, achieving better performance and long-term value for all stakeholders. Corporate Governance Framework describes the set of relationships between the Bank’s management, its Board, its shareholders and other stakeholders, that provides the structure through which the objectives are set, the means of attaining those objectives and monitoring the performance.

The Corporate Governance structure specifies the distribution of rights and responsibilities among different participants such as the Board, Bank’s Management, shareholders and other stakeholders, and spells out the rules and procedures for making decisions on corporate affairs. It influences how the objectives of the Bank are set and achieved, how risk is monitored and assessed, and how performance is optimized.

The adoption and implementation of Corporate Governance is direct responsibility of the Board of Directors in line with the regulatory and statutory requirements in the United Arab Emirates. Corporate Governance disclosures are made according to the requirements of regulatory authorities.

## **Purpose of Corporate Governance Framework**

The purpose of the Corporate Governance Framework is to outline the corporate governance structure for the Bank. The Corporate Governance Framework along with Board Charter, Charters and Terms of Reference (TORs) of the Board Committees, Directors Remuneration Policy and such other independent policies related to Corporate Governance form the Corporate Governance Policy Manual and are the reference document for the Board and the Management of the Bank.

The individual policies / documents may change with market and regulatory requirements from time to time and are suitably replaced / updated.

## Corporate Governance Principles

The Corporate Governance Framework is aligned with principles prescribed by Basel Committee on Banking Supervision and fully complies with requirements of the Central Bank of UAE (CBUAE) Corporate Governance Regulations and Standards for Banks (Ref 83/2019) and abides by regulations and standards of Institutional Discipline and Governance of Public Shareholding Companies issued by the Securities and Commodities Authority (SCA) of UAE.

The Bank's Board is in ultimate control of the Bank and accordingly bears the ultimate responsibility for the Bank's Corporate Governance. The following are the key responsibilities of the Board of Directors under defined Corporate Governance principals:

- Members of the Board must act with integrity, exercising their Duty of Care, Duty of Confidentiality and Duty of Loyalty. They are responsible for ensuring effective control over the Bank's entire business.
- Members of the Board must ensure that Bank has robust corporate governance policies and processes commensurate with its risk profile and systemic importance.
- Members of the Board are responsible for approving and overseeing implementation of Bank's Risk Governance Framework and alignment of its strategic objectives with its Risk Appetite.
- Members of the Board are responsible for establishing and communicating corporate culture and values through measures including (but not limited to) a written code of conduct, a conflict of interest policy, a whistleblowing policy and mechanism, an insider trading policy and a strong internal control environment.
- Members of the Board are responsible for the organizational structure of the Bank, including execution of key responsibilities of the Board and specifying the key responsibilities and authorities of its committees and Senior Management of the Bank.
- Members of the Board are responsible for overseeing Senior Management, ensuring that the Bank's activities are carried out in a manner consistent with the business strategy, Risk Governance Framework, compensation and other policies approved by the Board.
- Members of the Board are responsible for establishing a Fit and Proper Process for the selection of Senior Management, including the heads of the risk management, compliance and internal audit functions, and the maintenance of succession plans for Senior Management.

The main guiding principles of corporate governance are:

1. **Board operations** - Board's ability to manage its own activities.
2. **Strategy** - Board's role in the strategy development process to ensure:
  - Active Board participation in strategy development, including the review and challenge of the strategy.
  - Creation of an adaptable organization that is able to respond quickly to changing market opportunities.
  - Appropriate dissemination of the strategic plan of Bank.

3. **Corporate Culture** - Board's role in setting and communicating standards for organisational behavior as follows:
  - Promote openness with Management on issues for which the Board will ultimately be accountable.
  - Sponsor and actively promote adherence to the organization's defined code of conduct.
  - Promote the use of incentive schemes that align the interests of the Board and Executive Management with those of the shareholders and other stakeholders.
4. **Monitoring and evaluation** - Board's role in monitoring Management and evaluating its performance against defined goals which requires to:
  - Understand organizational risks and be informed routinely about how they are managed and be assured that Risk Management is effective.
  - Ensure that organization complies with relevant laws and regulations as well as with accounting, human resource and other internal policies.
  - Apply a rigorous process for evaluating and monitoring the performance of the Chief Executive Officer and Executive Management.
5. **Supervision** - the Board's responsibility towards stakeholders and accountability for their interests needs to:
  - Uphold rigorous standards for individual member's preparedness, participation and conduct in the matters to the Board / Board Committees.
  - Protect the organization and its stakeholders from potential damage due to conflicts of interest.
  - Manage stakeholder expectations regarding the safeguarding of their interests, in part by ensuring that communication is thorough, timely and transparent.
6. **Risk Management** - The Board is responsible for ensuring that the Bank has a robust Risk Management Framework. Board has to ensure that the Bank has in place a comprehensive Risk Management Strategy, a strong Risk Appetite Framework and a detailed Policy Manual which are approved by the Board. These provide an environment of strong risk & credit governance and a robust credit management framework.

## Corporate Governance Framework Principles

### Accountability

Clarity of functions and implementation of accountability in the relationships between the Bank's Executive Management and the Board of Directors, and between the Board and shareholders and other stakeholders

### Transparency

in Bank's information disclosure and decision making including material information on the bank's objectives, organisational and governance structures and policies, major share ownership and voting rights, related-party transactions, recruitment and compensation policies, and key information concerning its risk exposures and risk management.

### Equality

in fulfilling the Stakeholders' rights

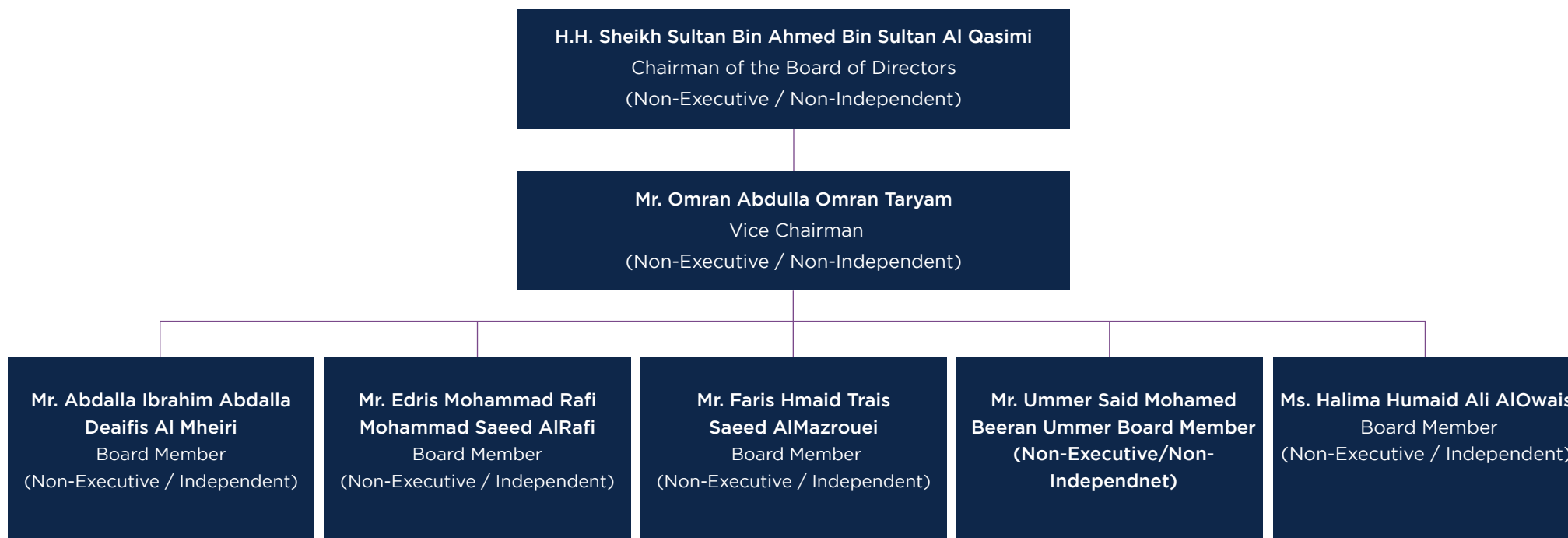
### Responsibility

Including the clear division and delegation of authority and compliance of Bank's management with laws and regulations

# Board Structure

IB Board consists of Directors representing varied / appropriate mix of applicable skills and experience while meeting 'fit and proper' requirements of the CBUAE Standards for Banks 83/2019. The current Board of Directors was elected during the Annual General Assembly Meeting dated May 19, 2022. The Board of Directors comprises of seven members, who have requisite experience. In addition, six (6) Board Committees assist the Board with its various responsibilities. In supporting gender diversity and in line with regulatory requirement, one female Board member is serving as director in the Board of Directors.

## The Board of Directors of Invest Bank P.S.C



- The Board of Directors was elected during the Annual General Assembly Meeting held on May 19, 2022.
- The Board is comprised of seven Members.
- The Chairman of the Board and Vice Chairman are elected by the Members of the Board during the Board of Directors Meeting held on May 26, 2022.

The Board has formed the necessary Board and Management Committees to assist the Board in providing effective oversight over the Bank's operations. Board reviews the structure periodically and modifies it if deemed necessary. Additional committees are formed from time to time and / or the existing Committees are assigned with additional responsibilities.

The role of the Head of Corporate Governance and Board Affairs (Board Secretary) is to assist the Board and its Committees in maintenance of working relation between Executive Management and the Board, between the Board and shareholders and vice versa. The financial control function is independent of the business lines. The Audit function is independent and reports to the Audit Committee of the Board. The Risk Management function is also independent and reports to the Risk Committee of the Board.

Ownership and transactions of board members, their spouses, and their children in Bank's securities during 2023 is according to the following table:

No.	Name	Position / Relationship	Shares owned as of 31/12/2023	Total sale transaction	Total purchase transaction
1	H.H. Sheikh Sultan bin Ahmed Al Qasimi	BOD Member and Chairman (Self)	3,781,164	Nil	Nil
	Shaikha Bodour bint Sultan bin Muhammad Al Qasimi	Wife of BOD Chairman	4,232,356	Nil	Nil
2	Omran Abdulla Omran Taryam	BOD Member and Vice - Chairman (Self)	36,137,354	Nil	Nil

## Board of Directors



### H.H. Sheikh Sultan bin Ahmed Al Qasimi

Nationality: United Arab Emirates

Deputy Ruler of Sharjah & Chairman of Invest Bank

Non-Executive / Non-Independent

Date of first Board election: 10 April 2019 - Re-elected to the Board of Directors on 19 May 2022

- His Highness Sheikh Sultan bin Ahmed Al Qasimi, the Deputy Ruler of the emirate of Sharjah, Deputy Chairman of the Sharjah Executive Council, chairman of Sharjah Media Council, serving under the supervision of this Council: Sharjah Broadcasting Authority, Sharjah Government Media Bureau, Sharjah Media City “SHAMS Free Zone Authority”. H.H is also occupying the position of chairman for Sharjah Petroleum Council.
- His Highness Sheikh Sultan bin Ahmed Al Qasimi has chaired Basma Group since 2005, and chaired the Board of Directors of Sharjah National Oil Company since 2010, Tilal Properties LLC since 2014 and Arada Real Estate Development Company since 2017. His Highness also chaired the Board of Directors of Invest Bank since 2019.
- His Highness Sheikh Sultan bin Ahmed Al Qasimi has held many key leadership positions in sectors of economy, tourism and sports at the emirate of Sharjah, most prominent: Chairman of Board of Directors for Sharjah Pipeline Company “Anabeeb” (2003-2019), Vice Chairman of Board of Directors for Sharjah Liquefaction Gas Company (SHALCO) (2004-2011), Member of Board of Directors for Dana Gas (2005-2019), Vice Chairman of Board of Directors for Sharjah Equestrian and Racing Club (2002-2011), and Chairman of Sharjah Commerce & Tourism Development Authority (2006-2012). His Highness has many contributions in the preservation of the environment, through his Chairmanship of the Board of Directors of “Green Planet” LLC since 2005, and Medical & Hazardous Waste “Weqaya” LLC since 2010.
- His Highness Sheikh Sultan bin Ahmed Al Qasimi received the Arab League’s Media Personality award of the Year 2016 from League of Arab States. H.H has also been elected as the Humanitarian Envoy for The Big Heart Foundation since 2017.
- Under His Highness wise leadership, a lot has been achieved in two sectors Government Communication and Media, including the establishment of Sharjah Media Council, Sharjah Media City “Shams” Free Zone Authority, Sharjah Government Media Bureau “formerly Sharjah Media Center”, and restructuring of Sharjah Broadcasting Authority, establishing several new television channels including “Al Sharqiya” channel from Kalba and “Al Wousta” channel from Al Dhaid, in addition to the establishment of new radios including “Sharjah Quran”, “Plus 95” and “Watar” radio stations.
- Also, His Highness Sheikh Sultan bin Ahmed Al Qasimi has established the online news website “Sharjah 24” in 2015, and launched the first and largest digital media and communications platform “OMNES Media” in 2017.
- At the level of the region, His Highness pioneered and launched the first-of-its-kind initiatives, most prominent: International Government Communication Forum in 2011, Sharjah Government Communication Award in 2013, International Photography Festival in 2016, and the establishment of the International Government Communication Centre in 2017.
- His Highness Sheikh Sultan bin Ahmed Al Qasimi holds a Bachelor of Science degree in Business Administration from Arkansas State University of United States of America, and a Masters degree in Computer Information Systems from the University of Detroit Mercy, in Michigan, USA.





### **Omran Abdulla Omran Taryam**

Nationality: United Arab Emirates

Vice Chairman

Non-Executive / Non-Independent

Date of first Board election: 2003 - Re-appointed to the Board of Directors on 19 May 2022

Mr. Omran Abdulla Omran Taryam is a professional businessman engaged in different sectors including banking, real-estate, hospitality and media. Mr. Omran has completed his undergraduate in UAE and served as a member of the board of directors of Invest Bank from 2003 to 2013. Subsequently, he was appointed Chairman of the Board of Directors from 2014 till 2019, and currently serves as the Vice Chairman of the Bank. He has also served as the Vice Chairman of the UAE Banking Federation (UBF) from 2014 till 2021.



### **Faris Hmaid Trais Saeed Al Mazrouei**

Nationality: United Arab Emirates

Director

Non-Executive / Independent

Date of first Board election: 10 April 2019 - Re-appointed to the Board of Directors on 19 May 2022

Mr. Faris Hamid Trais Saeed AlMazrouei is a strategic investment expert. He worked at the Abu Dhabi Investment Council, an investment arm of the Government of Abu Dhabi prior to taking up a new role at ADQ in 2021. He holds a Bachelor Degree in Finance from the University of Colorado, USA.



### **Ummer Said Mohamed Beeran Ummer**

Nationality: India

Director

Non-Executive / Non-Independent

Date of first Board election: 10 April 2019 - Re-appointed to the Board of Directors on 19 May 2022

Mr. Ummer Said Mohamed Beeran Ummer is a seasoned professional with diversified experience in Treasury, Banking, Public Sector Debt Management, Operational Excellence, Process Engineering, Organizational Effectiveness and Governance Framework. After years of progressive career with an international bank, Said Ummer joined Government of Sharjah (GOS) to lead a broad based banking relationship and to support various departments of Government for effective working capital management. He assumed the role of Financial Advisor for GOS in early 2015 with key assignments, which have been accomplished smoothly. He maintains regular contact with the senior leadership of Sharjah and contributes to the preparation of fiscal policy and achieving a balanced budget for the emirate. He is on the boards of institutions as well as holds important positions in entities as designated by the leadership.



### **Edris Mohammad Rafi Mohammad Saeed AlRafi**

Nationality: United Arab Emirates

Director

Non-Executive / Independent

Date of first Board election: 19 May 2022

Mr. Edris Al Rafi is a senior executive who has held CEO roles at a range of prestigious institutions. He brings more than 20 years of experience in investment and commercial banking, private equity, real estate development, hospitality and leisure. He is presently the Head of Middle East & Africa at Aberdeen Standard Investments and earlier served as CEO Dubai Holding and CCO Meraas Holding. In these positions, he has driven strategic transformation, growth and repositioning of diverse, global businesses. Mr. Al Rafi has a wealth of banking and financial experience, having served as Head of Goldman Sachs UAE and General Manager at First Gulf Bank in Abu Dhabi. He acted as the Vice Chairman of Noor Bank PJSC and is presently serving as Vice Chairman at GFH Financial Group BSC of Bahrain. He has also served on the boards of companies engaged in investments activities. Mr. Al Rafi holds a degree in Finance.



### **Abdalla Ibrahim Abdalla Deaifis Almheiri**

Nationality: United Arab Emirates  
Director  
Non-Executive / Independent  
Date of first Board election: 19 May 2022

Mr. Abdullah Ibrahim Deaifis Al Mheiri is the owner and founder of Al Alya Investment Group and its subsidiaries, as well as the Chairman of the Board of Directors of Ithmar Investment LLC and its subsidiaries. He is the owner and founder of the law firm “Deaifis Advocates and Legal Consultants.” He is also a member of the Sharjah Chamber of Commerce and Industry’s Board of Directors; and Chairman of the Executive Committee of the Sharjah Center for International Commercial Arbitration “Tahkem” and a former Sharjah Consultative Council member. Mr. Deaifis graduated with honors from the Police College in Abu Dhabi, United Arab Emirates. He received a certificate of appreciation by Sharjah Economic Excellence Award in 2009, and earned the Sheikh Mohammed bin Rashid Award for Youth Enterprise in 2010, in addition, he was honored as a strategic partner in 2014 by Sharjah Foundation to Help Young Small Business Owners, and also received the distinguished honor leader award of Sharjah Chamber of Commerce and Industry.



### **Halima Humaid Ali AlOwais**

Nationality: United Arab Emirates  
Director  
Non-Executive / Independent  
Date of first Board election: 19 May 2022

Ms. Halima Alowais is the CEO of Sultan bin Ali Al Owais Real Estate, Halima manages family’s long standing privately owned real estate portfolios as well as manages the construction company of Moderna Contracting and the family owned Maintenance Company. She holds a Masters of Urban Planning degree from the American University of Sharjah. She is also a Board Member in the Sharjah Chamber of Commerce on the Investment Committee.

# Corporate Governance and Board Affairs

## Board Secretariat

Corporate Governance and Board Affairs Division acts as an interface between the Board and executive management. The Board Secretariat works closely with the Board and executive management to facilitate communication and transparency.

The Corporate Governance and Board Affairs division is covering the Corporate Governance Framework and governance-related regulatory compliance matters.



### Mohammed Abdulrahman Al Elaiq

Nationality: Saudi Arabia

Position: Board Secretary (Head of Corporate Governance and Board Affairs)

Appointment date: Joined the Bank October 2019 (current position March 2022)

Mohammed Abdulrahman Al Elaiq is the secretary to the Board of Invest Bank. He joined Invest Bank in 2019 as Transformation Manager and has almost 25 years' experience in the Financial & Banking Sector (HSBC), and in executing business operations in line with macro level strategies and business plans to meet strategic financial goals. Prior to joining the bank, he held a number of senior positions in restructuring and transformation of various Companies as CEO and Managing Director in the GCC Region. Mohammed Al Elaiq holds a Masters in Management Information System, Michigan State (USA) and Bachelor Degree in Business Administration, King Saud University (Riyadh-Saudi Arabia). He also holds certificate in Board Affairs from USA.

## Board Committees

As part of Invest Bank’s corporate governance programme, during 2023, the Board of Directors has designated 4 permanent and 2 special committees of which one special Committee (STC – Strategy and Transformation Committee) was appointed during 2022 while the other committee (BREC – Board Real Estate Committee) was appointed during 2023. Board Committees have specific Charters /ToRs approved by the Board. Each Board member, with the exception of H. H. Chairman of the Board serves on at least one committee.

The Board delegates some of its responsibilities to different Board Committees. The present established Board Committees are given below:

Committee	Meetings in 2023	Responsibility of the Committee
Board Nominations & Compensation Committee (BNCC)	3	<p>The Committee is mandated to enable the Board to fulfil its responsibilities in relation to the oversight of:</p> <ul style="list-style-type: none"> <li>• Appropriate composition of the Board;</li> <li>• Nomination of appropriate directors to the Board and Committees;</li> <li>• Assessment of the performance of the Board and of individual directors and senior management;</li> <li>• Succession plans for Board Members and Senior Management;</li> <li>• Bank’s public reporting on remuneration matters; and</li> <li>• Bank’s HR strategy (including Emiratization).</li> </ul> <p>Mr. Ummer Said Mohamed Beeran Ummer, “The Chairman of Board Nominations and Compensation Committee”, acknowledges his responsibility for the committee system in the Bank, review of its work mechanism and ensuring its effectiveness”</p>
Board Audit Committee (BAC)	6	<p>The Committee is mandated to enable the Board to fulfil its responsibilities in relation to oversight of:</p> <ul style="list-style-type: none"> <li>• Integrity of the Bank’s financial statements;</li> <li>• Qualifications, independence and performance of the Bank’s external auditors;</li> <li>• Qualifications, independence and performance of the Bank’s internal audit department;</li> <li>• Bank’s internal controls, including internal controls over financial reporting and disclosure.</li> </ul> <p>Mr. Faris Hmaid Trais Saeed Al Mazrouei, “Chairman of Board Audit Committee”, acknowledges his responsibility for Committee system in the Bank, review of its work mechanism and ensuring its effectiveness”.</p>
Board Credit Committee (BCC)	5	<p>The Committee’s mandate is to enable the Board to fulfil its responsibilities in relation to oversight of:</p> <ul style="list-style-type: none"> <li>• Reviewing / approval of credit commitments, restructuring, debt settlement, write-offs within the limits set in the DOA and recommending credit commitments above its authority to the Board for approval;</li> <li>• Overseeing the credit risk and credit risk associated with lending portfolio, interbank placements and lending, markets and money market operations. Lending includes funded and non-funded facilities.</li> <li>• Setting the credit strategy, credit policy, monitoring asset quality, ensuring the approvals are as per the Bank’s appetite and in the industry / segment of interest.</li> <li>• Reviewing business opportunities that may be present in the market;</li> <li>• Reviewing the material non-performing debts/asset and ensuring these are recognised and classified with appropriate provision held, as required by the regulations in force.</li> </ul> <p>In 2023, BCC reviewed /approved various proposals and other matters via circulation. Mr. Omran Abdulla Omran Taryam, “Chairman of Board Credit Committee”, acknowledges his responsibility for the committee system in the Bank, review of its work mechanism and ensuring its effectiveness”.</p>

Committee	Meetings in 2023	Responsibility of the Committee
Board Risk Committee (BRC)	8	<p>Committee is responsible for monitoring and managing all aspects of enterprise risk; implementing necessary control measures across the Bank, including the review of bank-wide policies, with an aim to mitigate all inherent risks while limiting the impact of residual risks across the Bank. The purpose is to enable the Board to fulfil its responsibilities in relation to the oversight of:</p> <ul style="list-style-type: none"> <li>• Establishing Bank’s risk appetite, risk strategy and risk policies, identification and management of risks in the Bank’s asset and liability portfolios.</li> <li>• Identification and management of all financial / non-financial risks including information / cyber security risks.</li> <li>• Compliance with applicable regulatory requirements relating to risk management.</li> <li>• Independence and effectiveness of risk management functions throughout the Bank.</li> </ul> <p>Mr. Edris Mohammad Rafi Mohammad Saeed AlRafi, “Chairman of Board Risk Committee”, acknowledges his responsibility for committee system in the Bank, review of its work mechanism and ensuring its effectiveness”.</p>
Strategy and Transformation Committee (STC)	4	<p>Committee has been established by the Board as a standing Board Committee with following mandate:</p> <ul style="list-style-type: none"> <li>• To assist the Bank’s Board of Directors to oversee the Bank’s strategy formulation, approval, implementation, review, and reporting in concert with the Executive Management. The Committee will bring focus, independent judgement, and transparency to the Bank’s consideration of strategic plan.</li> <li>• The STC acts only in the capacity of reviewing strategic proposals, aligning, and approving recommendations ahead of final and full Board approval.</li> </ul> <p>Mr. Edris Mohammad Rafi Mohammad Saeed AlRafi, “The Chairman of Strategy and Transformation Committee”, acknowledges his responsibility for the committee system in the Bank, review of its work mechanism and ensuring its effectiveness”.</p>
Board Real Estate Committee (BREC) appointed during Board Meeting held on 30 June 2023	5	<p>Committee has been established by the Board as a standing Board Committee with following mandate:</p> <ul style="list-style-type: none"> <li>• Oversee the strategy prepared about repossessed properties which are / will be resulting in breach of CB Regulations of disposing them off within 3 years of acquisition.</li> <li>• Ensure that impact of selling acquired assets on Bank’s P&amp;L and Balance Sheet is properly evaluated.</li> <li>• Expenses related to sale of acquired properties include commissions and legal charges are incurred in line with approved procurement policies and best practices in the market (if not specifically covered in procurement policy).</li> <li>• Ensure that strategy adopted by the Bank related to repossessed properties is aligned with overall strategy.</li> </ul> <p>Mr. Abdalla Ibrahim Abdalla Deaifis Almheiri, “Chairman of Board Real Estate Committee”, acknowledges his responsibility for committee system in the Bank, review of its work mechanism and ensuring its effectiveness”.</p>



## Board and Board Committee Meetings and Attendance During 2023

The members of the Board and Board Committees received detailed information on a regular basis regarding the activities of the Board, its Committees and Management as well as developments in the business. Members of the Senior Management were invited to Board Meetings as necessary to address specific matters, while remaining in compliance with regulatory requirements concerning restrictions of attendance by senior management at certain key meetings. (✓ Attended – ✗ Apology – ✓\* Represented by proxy)

Board of Directors	Meetings held on and Attendance					
	25/01/2023	30/05/2023	18/09/2023	08/11/2023	18/12/2023	27/12/2023
H.H. Sheikh Sultan bin Ahmed bin Sultan bin Saqer AlQasimi (Chairman)	✓	✓	✓	✓	✓	✓
Mr. Omran Abdulla Omran Taryam (Vice Chairman)	✓*	✓*	✓*	✓*	✗	✗
Mr. Ummer Said Mohamed Beeran Ummer (Member)	✓	✓	✓	✓	✓*	✓*
Mr. Faris Hamid Trais Saeed AlMazrouei (Member)	✓	✓	✓	✓	✓	✓*
Mr. Edris Mohammad Rafi Mohammad AlRafi (Member)	✓	✓	✓	✓	✓	✓
Mr. Abdalla Ibrahim Abdalla Deaifis Almheiri (Member)	✓	✓	✓	✓	✓	✓
Ms. Halima Humaid Ali AlOwais (Member)	✓	✓	✓	✓	✓	✓

Board Risk Committee	Meetings held on and Attendance							
	25/01/2023	13/03/2023	30/05/2023	01/06/2023	14/08/2023	06/09/2023	25/09/2023	15/11/2023
Mr. Edris Mohammad Rafi Mohammad AlRafi (Chairman)	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Faris Hamid Trais Saeed AlMazrouei (Member)	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Abdalla Ibrahim Abdalla Deaifis Almheiri (Member)	✓*	✗	✓	✓	✓	✓	✓*	✓*

Board Credit Committee	Meetings held on and Attendance				
	25/01/2023	10/01/2023	16/03/2023	16/06/2023	01/11/2023
Mr. Omran Abdulla Omran Taryam (Chairman)	✓*	✓*	✗	✓*	✓*
Mr. Ummer Said Mohamed Beeran Ummer (Member)	✓	✓	✓	✓	✓
Mr. Edris Mohammad Rafi Mohammad AlRafi (Member)	✓	✓	✓	✓	✓

Board Audit Committee	Meetings held on and Attendance					
	25/01/2023	20/02/2023	22/05/2023	10/08/2023	06/09/2023	08/11/2023
Mr. Faris Hamid Trais Saeed AlMazrouei (Chairman)	✓	✓	✓	✓	✓	✓
Mr. Edris Mohammad Rafi Mohammad AlRafi (Member)	✓	✓	✓	✓	✓	✓
Ms. Halima Humaid Ali AlOwais (Member)	✓	✓	✓	✓	✓	✓

Board Nomination and Compensation Committee	Meetings held on and Attendance		
	08/06/2023	21/09/2023	14/12/2023
Mr. Ummer Said Mohamed Beeran Ummer (Chairman)	✓	✓	✓
Mr. Abdalla Ibrahim Abdalla Deaifis Almheiri (Member)	✓	✓	✓*
Ms. Halima Humaid Ali AlOwais (Member)	✓	✓	✗

Board Strategic and Transformation Committee	Meetings held on and Attendance			
	23/02/2023	03/05/2023	21/11/2023	11/12/2023
Mr. Edris Mohammad Rafi Mohammad AlRafi (Chairman)	✓	✓	✓	✓
Mr. Ummer Said Mohamed Beeran Ummer (Member)	✓	✓	✓	✓
Mr. Abdalla Ibrahim Abdalla Deaifis Almheiri (Member)	✗	✓	✓	✓*

Board Real Estate Committee	Meetings held on and Attendance				
	01/06/2023	15/06/2023	20/07/2023	27/09/2023	01/11/2023
Mr. Abdalla Ibrahim Abdalla Deaifis Almheiri (Chairman)	✓	✓	✓	✓	✓
Mr. Edris Mohammad Rafi Mohammad AlRafi (Member)	✓	✓	✓	✓	✓
Mr. Mohammed Abdulrahman Al Elaiq (Member - Executive)	✓	✓	✓	✓	✓

## Board Resolutions

The total of Board resolutions issued during the year 2023 is 25 which were passed via circulation which were ratified during the Board Meetings.



## Board Trainings

Invest Bank provides its Directors with access to training (particularly on induction) and professional advice on issues when required. The Central Bank of the UAE requires Licensed Financial Institutions (LFIs) to facilitate training to the Senior Management and Board of Directors, at least once annually to ensure awareness with the Regulations, Standards & Guidance of the Supervisory Authorities.

To ensure compliance with the Central Bank of UAE Corporate Governance Regulations, Board Members participated in high-level training sessions for 2023 including the following topics:

- Financial Crime compliance (AML/CFT/PF)
- Corporate Governance
- Market conduct
- Consumer Protection Regulation
- TFS and other sanctions
- Recent updates from regulatory landscape of the country.

Feedback from the members of the Board of Directors is taken into consideration to continue the enhancements of topics presented to the Board and to address regulatory matters.

## Board and Board Committee Fee

The total remuneration / fees paid to the Board members in 2023 for the year ended 31 December 2022 was AED 1,039,728 as Committee Fee and AED 1,485,480 as Board Membership fee.

The total Fees paid to the Board Committees' members in 2023 was AED 2,525,208. The Directors were not eligible for any additional allowances, salaries or fees, bonuses, long-term or other incentive schemes.

## Delegation of Authority

Board Committees, Management Committees and other Committees execute activities / transactions on behalf of the Bank in accordance with the delegated authority limits. As a principle, policies covering operational issues, internal control, risk management, human resources, IT, compliance and such other functions in the Bank are approved by the Board. The approval of related Procedure is delegated to the Chief Executive Officer.

The procedures / processes relating to the functioning of the Board or Board Committees are made part of the Board Charter or approved either by the Board or by the appropriate Board Committee.

The application of authority limits to different functionaries is based on principles of delegation and forms part of the relevant Policy and Procedure.

## Conflict of Interest

A Director has a duty to avoid to the extent possible any activity at Invest Bank or elsewhere which creates or appears to create a conflict between a director's own interests be those as an individual or through an entity he is associated with and the interests of Invest Bank. The Director must avoid competing directly or indirectly with Invest Bank, including holding directorships in competing institutions. In addition to providing unjustified advantages to third parties at the expense of Bank and taking for himself, his immediate family or a related party opportunities that are available through his position as a director, or his use of IB property or information; and taking advantage of the position as Director to gain directly or indirectly any personal advantage which might be to the detriment of Invest Bank. A Director who becomes aware of an actual or potential conflict of interest must:

- Promptly disclose the matter to the Chairman of the Board and the Secretary to the Board of Directors; and
- Abstain from any and all involvement in that matter, including recusing himself from participating in the debate or voting on the matter or attending the relevant part of respective meetings.

BOARD OF DIRECTORS	Number of shares held by Individual or nominating entity	% ownership
HH Sheikh Sultan Bin Ahmed Al Qasimi	3,781,164	0.001
Mr. Omran Abdulla Omran Taryam	36,137,354	0.01

## Related Party Transactions

In the normal course of business, the Bank enters into various transactions with related parties including Board of Directors, their related companies and key management personnel having authority and responsibility for planning, directing and controlling the activities of the Bank, directly or indirectly, including any director, executive or otherwise, of the Bank. The related party transactions are executed at the terms agreed between the parties. The volume of related party transactions, outstanding balances at the year end, and related income and expenses for the year are as follows:

Loans and Facilities (Year 2023)	Government of Sharjah (AED 000)	Sharjah Government Related Entities (AED 000)	Board of Directors (AED 000)	Other Balances Associated with Board of Directors (AED 000)	TOTAL (AED 000)
Loans and Advances with Customers	499,825	220,233	-	338,088	1,058,146
Deposits with Customers	2,144,251	768,862	13,795	523,834	3,450,742
Outstanding Letters of Credit /Guarantees	-	42,802	-	34,376	77,178

**Note:** None of the loans granted to related parties are classified as impaired as at 31 December 2023. The loans extended to directors during the year are repayable over 1 year and bear interest at rates ranging from 4.75% to 9% per annum

Income and Expenses (Year 2023)	Government of Sharjah (AED 000)	Sharjah Government Related Entities (AED 000)	Board of Directors (AED 000)	Other Balances Associated with Board of Directors (AED 000)	TOTAL (AED 000)
Interest Income	124,964	17,270	-	12,952	155,186
Interest Expense	52,763	30,948	252	24,727	108,690

## Annual General Meeting

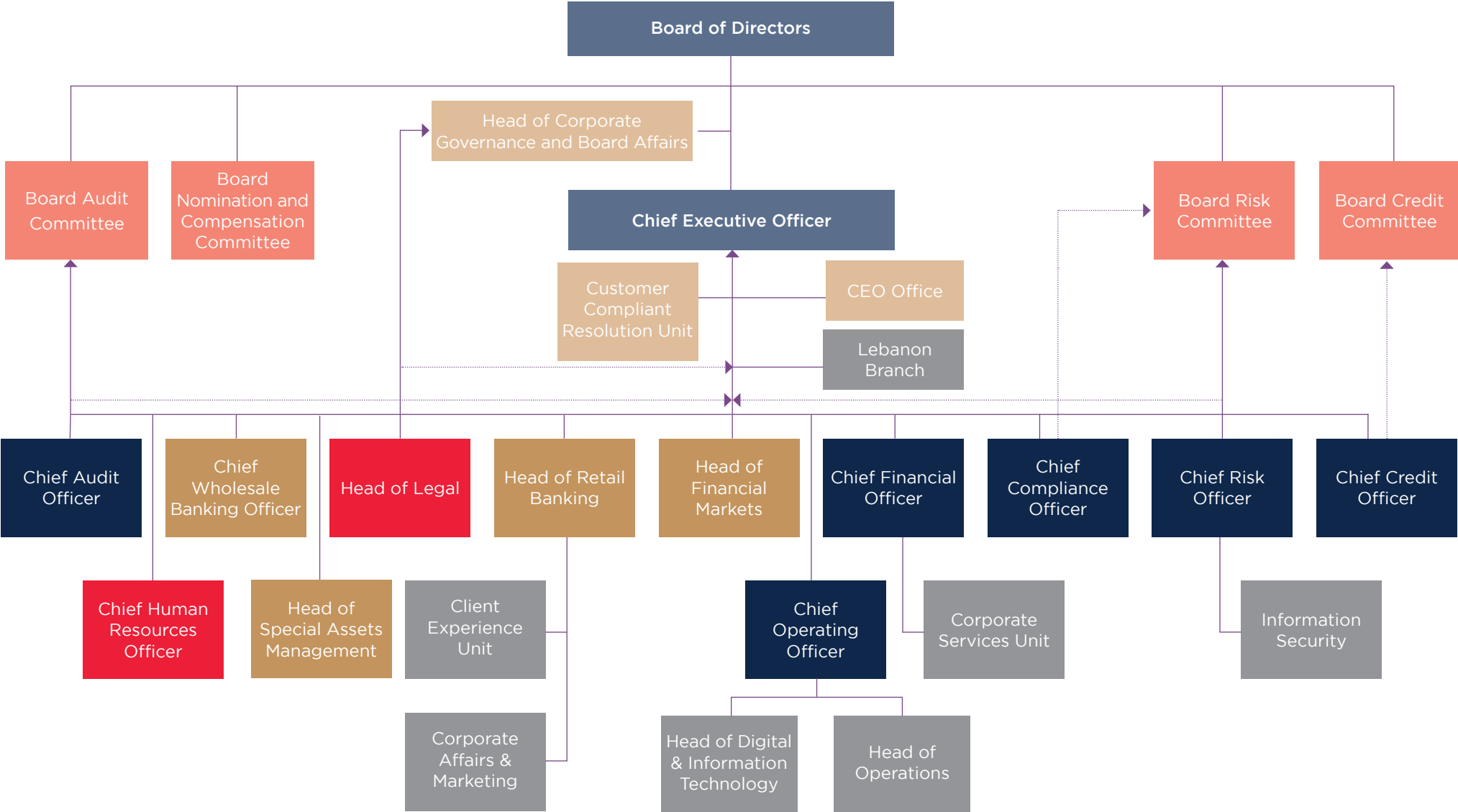
On an annual basis the Bank holds a Shareholders' Annual General Meeting. It is a mandatory annual meeting primarily held to allow the Bank's interested shareholders with voting rights to vote on the Bank's high-level issues and to re-elect the Bank's Board of Directors etc. The Meeting is convened under an invitation by the Board of Directors, within four months following the end of the fiscal year. Shareholders who do not attend the meeting in person may usually vote by proxy. The Meeting is also attended by a representative of the Bank's regulator, the Securities and Commodities Authority ("SCA") and the Bank's external auditors.

The Meeting resolutions are disclosed to the Abu Dhabi Stock Exchange (ADX) and the signed minutes of the Meeting are sent to Securities and Commodities Authority (SCA).

During the year 2023, Invest Bank P.S.C held 3 General Assemble Meetings on Wednesday 22 February 2023 (re-scheduled to be convened on 27 April 2023 to consider agenda items), on Thursday 27 April 2023 and on Monday, 11 December 2023. The invitations, Minutes, results and resolutions of meetings were published on Bank's website, Abu Dhabi Stock Exchange (ADX) and shared with Securities and Commodities Authority.

General Assembly Meeting	Date	Special Resolution(S)	Quorum of the total attendance (percentage of capital) %
Annual General Assembly	22 February 2023	Re-scheduled to be convened on 27 April 2023	60.41%
Annual General Assembly	27 April 2023	<ul style="list-style-type: none"> <li>• Approve the guarantee agreement with the Government of Sharjah (GoS) for a guarantee fee of AED 2.6 billion.</li> <li>• Approved through a special resolution after obtaining approval of the Securities and Commodities Authority and the Central Bank, the reduction in the share capital of the Bank of AED3,180,982,143 by AED2,578,489,214 by writing off <ul style="list-style-type: none"> <li>✓ Bank’s accumulated losses of AED2,100,632,071; and</li> <li>✓ Existing negative reserve amount of AED477,857,143 as at 30 June 2022.</li> </ul> </li> <li>• Approve, through a special resolution, amendment to Article 5(2) of the Bank’s Articles of Association after obtaining the approval of the Securities and Commodities Authority.</li> <li>• Approve, through a special resolution, to extend the duration of the Company stipulated in Article (3) of the Bank’s Articles of Association specified as 50 Gregorian years from the date of registration of the company in the commercial register with the competent authority, to become 100 Gregorian years from the date of its registration in the commercial register with the competent authority.</li> <li>• Approve, through a special resolution, to amend Article (65) of the Bank’s Articles of Association with regards to the optional reserve, to be as follows: <p>“another 10% is deducted and allocated to the optional reserve account until this reserve reaches 50% of Bank’s share capital, at which point, Bank can stop or continue this deduction, and it shall be allocated for following purposes:</p> <ul style="list-style-type: none"> <li>✓ restructuring the Bank’s share capital.</li> <li>✓ to extinguish any losses.</li> <li>✓ to pay any expenses related to the development of the Bank</li> <li>✓ to pay any expenses and costs related to the expansion of the Bank’s business plans.</li> </ul> <p>This reserve may not be used for purposes other than those mentioned above, except by virtue of a decision issued by Bank’s general assembly.</p> <p>Any reserve or other reserves imposed from time to time under the laws and regulations issued by the competent official authorities shall also deducted”</p> </li> <li>• Approve, through a special resolution, to amend the Bank’s Articles of Association in accordance with the Federal Decree Law No. 32 of 2021 concerning the Commercial Companies in alignment with Governance Regulations issued by CBUAE and SCA, in accordance with the final approvals by the regulators.</li> </ul>	90.09%
Annual General Assembly	11 December 2023	No Special Resolutions were passed and usual business of finalization / approval of Bank’s Financial Statements for the year ended 31 December 2022 and appointment of external auditors for the Year 2023 was discussed and approved.	92.40%

# Invest Bank Organization Chart



**Legend:**



# Senior Management

Invest Bank's Senior Management structure comprises senior members heading different divisions and departments within Invest Bank. With the exception of Invest Bank's Chief Audit Officer (who reports to the Board Audit Committee), Chief Risk Officer (who reports to the Board Risk Committee) and the Head of Corporate Governance & Board Affairs (who reports to the Board), all Senior Management reports to the Chief Executive Officer who in turn reports to the Board of Directors.



## Ahmad Mohamed Fawzi Abu Eideh

Management position: **Chief Executive Officer**

Appointment date: February 2022

Before taking the helm at Invest Bank, Mr. Abu Eideh had accumulated 31 years of experience spanning virtually every aspect of banking. This wide experience was built through local, regional, and international banking, especially in Corporate and Investment Banking.

Additionally, he built a reputation as a banking entrepreneur who manages to innovate and integrate optimum technologies into banking, automating operations and establishing a sound digital transformation in line with cutting-edge technological developments in the banking industry.

His track record includes a posting with Standard Chartered Bank Middle East which he began as CEO in his native Jordan, but eventually expanded to bring under his leadership the bank's operations in Egypt, Iraq and Lebanon as well. He has also held senior positions at several banking institutions including HSBC and ABN AMRO.



## Jamil El Halabi

Management position: **Chief Financial Officer**

Appointment date: 22/08/2021

Mr. El Halabi is a seasoned financial expert with 36 years of experience in the banking industry and in finance. Previously, Mr. El Halabi had held various management positions at National Bank of Abu Dhabi, KPMG, Emirates Institute of Banking & Finance, University of Wollongong and Bank of Beirut. He holds a Bachelor and Masters of Business Administration degree from the American University of Beirut.



## Alexander Thomas

Management position: **Chief Risk Officer**

Appointment date: 16 June 2022

Mr. Thomas is a highly accomplished senior professional with 29 years of banking experience in the Risk field. Previously, he had held various management positions at Arab National Bank, Commercial Bank International, Commercial Bank of Dubai, Emirates Islamic Bank, First Abu Dhabi Bank and United Arab Bank. Mr. Thomas holds a Bachelor and Masters of Economics degree from University of Calicut, India and holds an MBA in Banking and Finance degree from International University, USA.



## Abdulhakim Kanan

Management position: **Chief Audit Officer**

Appointment date: 15 April 2022

Mr. Kanan is a veteran professional with almost 4 decades of local and international experience in the field of Auditing. Additionally, the UAE Internal Audit Association has announced Mr. Kanan as the winners of Life Time Achievements Award for his significant contributions of modern internal Auditing to the Banks he previously worked for. He holds a Bachelor of Commerce degree and holds professional qualifications in Public Accounting (CPA), Internal Auditing (CIA), Risk Management and IT Governance from various internationally recognized institutions.





## Shahab Ayub

Management position: **Chief Compliance Officer**

Appointment date: 09 May 2022

Mr. Ayub is a highly accomplished senior professional with 40 years of banking experience in the Compliance field covering various regions including North America, APAC & MENA. Previously, he had held various management positions at ABN AMRO Bank, Barclays Bank Singapore and United Arab Bank. He Holds a Bachelor of Science degree from University of Karachi Pakistan and holds professional qualifications in Compliance and Financial Crime.



## Helmi Abdullah

Management position: **Chief Wholesale Banking Officer**

Appointment date: 08 June 2022

Mr. Abdullah is a highly accomplished senior professional with 28 years of banking experience in the Corporate Banking field. Previously, he had held various management positions at Arab Bank P.L.C., International Bank of Qatar and United Arab Bank. Mr. Abdullah holds a Bachelor of Accounting and Economics degree from University of Jordan and holds an MBA in Finance from University of Manchester. In addition, he earned professional qualifications in Corporate Banking.





### **Rehab Khalaf**

Management position: **Chief Human Capital Officer**

Appointment date: 17 May 2022

With more than 16 years of experience in the field of Human Resources, Mrs. Rehab had held various management positions at Emirates NBD, National Bank of Abu Dhabi, Jumeirah Group and United Arab Bank.

Mrs. Rehab holds a Bachelor of Business Administration degree from University of Sharjah and Holds an MBA from Emirates Academy of Hospitality Management. In addition, she earned a Diploma in Human Resources Practice.



### **Ismail Sanad**

Management position: **Head of Legal**

Appointment date: 17 May 2022

With 20 years of experience in the field of Law, Mr. Sanad had held various management positions at Emirates NBD and United Arab Bank. Mr. Sanad holds a Bachelor of Law degree and earned a Diploma in General Law from Cairo University in Egypt.



### **Maha Al Banna**

Management position: **Acting Head of Retail Banking**

Appointment date: 10 October 2022

Mrs. Maha al Banna is a highly accomplished senior professional with 25 years of banking experience in the Retail Banking field. Previously, she had held various management positions at Sharjah Islamic Bank, National Bank of Abu Dhabi, and United Arab Bank. She holds a Bachelor of Business Administration degree from International University, Missouri.



### **Tony Crasta**

Management position: **Chief Credit Officer**

Appointment date: 10 April 2023

Mr. Tony Crasta is a highly accomplished senior professional with over 31 years of banking experience in the Credit Management field. Previously, he had held various management positions at Mashreq Bank and HSBC Middle East. He holds a Bachelor of Physics degree from Bombay University and holds a Masters in Business Administration from Warwick University.



## Devid Jegerson

Management position: **Chief Operating Officer**

Appointment date: 10 April 2023

His experience spans some 31 years in senior banking and finance positions, with impressive expertise in Operations, Information Technology, as well as updating IT infrastructures and streamlining administrative functions.

Mr. Jegerson is a highly accomplished senior professional, with a track record full of ground-breaking industry firsts. Prior to joining Invest Bank, he held various management positions with institutions such as UBI Banca, IW Bank, and the National Bank of Fujairah. In addition, he is credited with visionary projects in the areas of eCommerce, Payment Gateways and Digital Wallets, with game-changing pioneers such as PayPal, Fastweb and most recently as one of the founders of Noon.com.

He holds a Bachelor of Economics and Business degree, a Master's degree in Strategy from Università Cattolica del Sacro Cuore and an MBA from MIP Business School of Management (Politecnico di Milano).



## Sathyan Tharayil

Management position: **Head of Digital and Information Technology**

Appointment date: 01 August 2019 (Current position: 2021)

Mr. Tharayil is a highly accomplished senior professional with more than 25 years of banking experience in the Information Technology field. Previously, he had held various management positions at ABN AMRO Bank Regional offices in Bahrain, Dubai and Singapore, Emirates NBD Dubai and QInvest Doha. He holds a post graduate diploma in Information Systems Management from XLRI Jamshedpur School of Management, India.



## Yousif Nawres

Management position: **Head of Financial Market**

Appointment date: 09 August 2022

Mr. Yousef Nawres is responsible for managing, developing and executing the overall Financial Market strategy for Invest Bank with regards to behavioral, budgeting, funding and sales targets. In addition, he delivered world class solutions to the Bank's network clients and drive the initiatives to expand the client base. Mr. Nawres is a highly accomplished senior professional with 18 years of banking experience in the Financial Markets field. Previously, he had held various management positions at Abu Dhabi Islamic Bank, Commercial Bank of Dubai, and Standard Chartered Bank in UAE and UK.

He holds a Bachelor of Finance degree from Yarmouk University in Jordan and holds a masters in International Financial Analysis from Lille University in France.



## Yahya Issa Khalil

Management position: **Acting Head of Special Assets Management**

Appointment date: 17 May 2022 (Current position: 15 January 2023)

Mr. Yahya is responsible for managing the Special Assets Management team who is engaged in managing the Non-performing portfolio of the Bank. He is responsible for reducing the Non-performing portfolio by way of restructuring, recovery, assets take over, write off etc.

Mr. Yahya is a highly accomplished Banking professional with 30+years of diversified experience in conventional and Islamic Banking, wholesale banking, relationship management special assets management (corporate restructuring and recovery, litigation and collection) and business development across jurisdictions worldwide. Adept at setting up banking processes and operations from scratch.

Previously he held various management positions at BCCI (Jordan), Arab Jordan Invest Bank, Commercial Bank Int'l, Union National Bank, Dubai Islamic Bank, Abu Dhabi Islamic Bank, Libyan Qatari Bank (Libya), United Arab Bank, Arab Bank for Investment & Foreign Trade (Al Masraf) and Commercial Bank of Dubai.

## Employee Remuneration and Reward Scheme

Invest Bank's remuneration policy is based on the principles of competitiveness, equitability, and pay for performance. It is designed to support our strategic business objectives by promoting effective risk management, enhancing employee motivation, and encouraging better performance. We follow a 'Pay for Performance' approach that is backed by our incentive-based performance management systems. We also review our compensation packages annually to ensure they are abreast with the current respective market pay practices. Our reward framework ensures that the interests of our customers, employees, and shareholders are aligned.

Total salaries and benefits for the Bank's Senior Management during 2023 was AED 16.567 million.

## External Auditor – PricewaterhouseCoopers (PwC)

With offices in 151 countries and more than 364,000 people, PwC is among the leading professional services networks in the world. PwC helps organizations and individuals create the value they are looking for, by delivering quality in Assurance, Tax and Advisory services. PwC Group provides services to 85% of the Global Fortune 500 companies and more than 100,000 entrepreneurial and private businesses.

Established in the region for 40 years, PwC has around 8,000 people in 12 countries across the region: Bahrain, Egypt, Iraq, Jordan, Kuwait, Lebanon, Libya, Oman, the Palestinian territories, Qatar, Saudi Arabia and the United Arab Emirates. Its regional team operates across the Middle East bringing international experience delivered within the context of the region and its culture. PwC can bring the collective knowledge and experience of more than 328,000 people across the entire global PwC network in advisory, assurance and tax to help find the value client is looking for.

The Bank's external audit services were performed by one auditor "PricewaterhouseCoopers (PWC)" only. In 2023 the external Auditor provided an unqualified opinion with an emphasis of matter paragraph without modifying the opinion. The para stated, "*We draw attention to the following matters:*

- (i) *note 2.1 to the consolidated financial statements which states that the Bank has recognized a reimbursement asset of AED 2.6 billion as at 31 December 2023. The realizability of this asset is dependent on the ability of the Bank to satisfactorily comply with the eligibility criteria as set out in Note 2.1 to enable it to establish an unconditional contractual right to receive amounts due under the reimbursement asset from the Government of Sharjah ("GoS" or the "Guarantor"), in accordance with the guarantee agreement entered into with the GoS.*
- (ii) *note 2.2 to the consolidated financial statements which states that the Bank continues to focus on a number of initiatives to manage its liquidity and financing requirements in addition to the support provided by the CBUAE and GoS.*

*Our opinion is not modified in respect of the above matters".*

Name of partner auditor	Jigesh Shah
Number of years he spent as the Bank's external auditor	2 years
Number of years the partner auditor spent auditing the Bank's accounts	2 years
Total value of audit fees for 2023 (AED)	995,000
Details and nature of other services <b>provided by the company</b> auditor (if any). In the event that there are no other services, this shall be stated explicitly.	AUP on XBRL Reporting AUP on BRF Reporting
The value of fees and costs for other special services other than auditing the financial statements for 2023 (AED), if any. In the event that there are no other fees, this shall be stated explicitly.	30,000
<b>Note:</b> No services have been provided by another external auditor during the year 2023.	

## Internal Control System

Internal controls are system of policies, procedures, reviews, segregation of duties and other activities that aim to:

- Reduce the risk of asset loss,
- Produce accurate financial statements, and
- Conduct operations efficiently and effectively.

BOD acknowledges its responsibility that there are adequate controls embedded in the processes of the Bank which are ensured through implementation and monitoring of appropriate Policies and Procedures. All internal policies require to ensure compliance with the Central Bank's Regulations and Standards. These policies require to report any violations. During 2023, no material violations were identified or reported by the Chief Audit Officer, Chief Compliance Officer, Chief Risk Officer or External Auditors.



# Corporate Social Responsibility (CSR)

## **Making a positive impact**

We play an important role in ensuring that all CSR and sustainability activities are in line with the Bank's policy and strategy. A transparent monitoring mechanism that ensures effective implementation of the projects/programs/activities is to be undertaken by the Bank.

The ultimate purpose of Corporate Social Responsibility (CSR) is to demonstrate a commitment to ethical and responsible business practices that positively impact society and the environment. This involves making a positive impact on customers, employees, communities, stakeholders and community members. Invest Bank is committed to Corporate Social Responsibility and demonstrates this by contributing to the economic and social development of the communities and the environment.

## **Giving Back to the Community**

We are committed to promoting and spreading a culture of volunteerism among our staff and are committed to sustainability programs. Therefore, Invest Bank announced its partnership with Sharjah Municipality to provide 18,000 meals for the fasting labor throughout the month of Ramadan. Through this initiative, we aim to promote the concept of charity and solidarity, broaden the spirit of charitable and voluntary work, and bring joy and a sense of support to the workers. Additionally, this initiative is derived from the approach of goodness and giving that the UAE has been always keen on since its establishment.

## **Educational Volunteering Program**

Invest Bank has announced its partnership with University of Sharjah to raise awareness among the students about financial inclusion, financial literacy, digital financial literacy, finance and climate change and digitization; to enhance students' learning experience and help them develop the practical skills needed to succeed in the workplace.

## **Ensuring Our Employees' Wellbeing**

We prioritize and strengthen the connections with our various stakeholders by investing in our employees and partnering with our clients and community. We are committed to engage with our employees to provide a challenging, dynamic, inclusive, and diverse work environment that supports their professional development, as well as promoting a good work-life balance that prioritizes their overall health and wellness.

As part of our commitment to promoting a healthy lifestyle for employees and in support worldwide drive on Breast Cancer, the Bank hosted a breast cancer awareness session for female staff in partnership with Aster Clinic. The session focused on the importance of early detection of breast cancer, treatment for breast cancer and emphasizing the benefits of healthy eating habits.

**Flexible Working Hours:** At Invest Bank, we have always maintained that productivity and work-life balance are synergistic and have encouraged a work culture that allows our team members to flourish in the workplace and beyond. We also continuously strive to adapt best market practices as we endeavor to be an organization of choice for all our team members.

**Happy Friday:** We aim to create a productive workplace where employees are motivated to be engaged and we are always searching for new ways to make our Bank a better place to work in. Therefore, the Bank introduced "Happy Friday" for Dress Down Friday, where employees can wear smart casual on Fridays.

We organized a free Medical Health Checkup for all employees to promote health and well-being, which the Bank believes is an essential pillar for a sustainable and balanced work environment. The day focused on physical well-being. The activities ranged from free medical checkups in the Bank's offices to expert speaker sessions on topics such as lifestyle and productivity.

## **Women Empowerment**

In partnership with UN Women Global, Invest Bank has signed the Women's Empowerment Principles (WEPs), a set of Principles offering guidance to businesses on how to promote gender equality and women's empowerment in the workplace, market place and community. The WEPs are informed by international labor and human rights' standards and grounded in the recognition that businesses have a stake in, and a responsibility for, gender equality and women's empowerment. By signing, the Women's Empowerment Principles, Invest Bank commits to continue advancing gender equality in the workplace, marketplace and community.

The Bank has participated in the International Women's Day event organized by the General Women's Union and UN Women GCC Liaison Office at the General Women's Union Abu Dhabi. The event focused on innovation and Technology change, and education in the digital age for achieving gender equality and the empowerment of all women. Our Chief Human Resources Officer shared her thoughts about the role of the private sector in driving innovation and technology for gender equality. Over 200 attendees participated in the event, which brought together senior representatives from the private sector and government.

## **Human Resources**

Invest Bank's Human Resources department is in the practice of recruiting, hiring, deploying and managing an organization's employees. Invest Bank's human resources department is responsible for creating, putting into effect and overseeing policies governing bank employees and the relationship of the bank with its employees. Invest Bank's human resources department is employee management with an emphasis on those employees as assets of the business. In this context, employees are sometimes referred to as human capital. As with other business assets, the goal is to make effective use of employees, reducing risk and maximizing return on investment. The role of Invest Bank's Human Resources department's practices are to manage the employees within the bank to achieve the Bank's mission and reinforce the culture. When done effectively, human resources can help recruit new professionals who have skills necessary to further the Bank's goals as well as aid with the training and development of current employees to meet objectives.

## **Performance and reward**

The Invest bank's Performance Management relies on the performance measurements indicated in the approved job descriptions provided to each employee at Invest Bank. The goal of the Invest Bank is to:

- implement a market practice approach to reward outstanding achievements and results;
- improve employees' performance through a periodic evaluation reflecting the bank overall key objectives; and
- encourage continuous learning and development.

The Invest Bank's reward approach is performance-based, market-aware and aligned with business strategy and stakeholder interests. It encourages a culture that is driven by merit and differentiates the rewards excellent performance, both in the short and long term. Invest Bank's principles are:

- pay for performance, based on balanced risk taking and good business conduct as measured on a performance appraisal rating process;
- attract, retain top performers, talent and business critical resources and motivate all employees to achieve results with integrity and fairness;
- monitor compensation trends and practices in the relevant markets; and
- apply strong corporate governance and comply with regulatory requirements.



## Pension Scheme

All UAE national employees (holding UAE Passport & Family Book) are automatically enrolled in the Statutory Pension Scheme. The provisions of this plan meet legal requirements for retirement pensions and of service benefits for UAE national employees.

UAE national employees contribute 5% of their monthly gross salary and the Bank contributes a further 12.5%. Both contributions are paid to the Pension & Social Security Authority, with a further contribution of 2.5% made by the government.

UAE national employees not holding Family Book are paid end-of-service benefits similar to the Bank's expatriate employees.

All GCC national employees (holding GCC Passport) are automatically enrolled in the Statutory Pension Scheme. The provisions of this plan meet legal requirements for retirement pensions and of service benefits for GCC national employees.

GCC national employees contribute a percentage of their monthly gross salary, and the bank contributes a further percentage based on their country pension schemes. Both contributions are paid to the Pension & Social Security Authority or transferred to the concerned authority as per the regulation guideline in this regard.

Employees who are not UAE or GCC nationals are covered by a fully funded end-of-service benefits scheme that is accrued on the basis of 21 days' basic salary for each year for the first five years of continuous service and 30 days' basic salary for each year of service thereafter.

## Emiratization

Invest Bank has adopted an "Emiratization" strategy in the UAE which is intended to attract talented UAE national candidates at all professional levels. Although Invest Bank provides equal employment opportunities to all nationalities, it is required to achieve certain UAE national recruitment targets set by the Central Bank, UAE and these are incorporated into an annual strategic plan. Invest Bank is on target in terms of the Central Bank's current Emiratization points system. Invest Bank's Human Resources department manages the Emiratization process and prioritizes the hiring of UAE nationals. The Emiratization plan is prepared in conjunction with the annual plan after the staffing requirements for all divisions have been determined.

- According to that, the Bank participated in the Expo Career -Sharjah 25th International Career Exhibition.
- Invest Bank participated in the 25th National Career Fair organized by Sharjah Chamber of Commerce and industry at the Expo Centre Sharjah. The bank is keen to participate annually in the National Career Fair, as part of our commitment to promoting and empowering young Emirati cadres to work in the banking and financial fields.

In addition to hiring experienced UAE national staff for all positions in Invest Bank, there is also a focus on hiring graduate candidates for relevant positions. Invest Bank has relationships with a number of universities and educational institutions in an ongoing effort to recruit local graduates.

Description	2021	2022	2023
No. of UAE nationals	65	68	72
Total Headcount	251	286	312
<b>Emiratization %</b>	<b>25.90%</b>	<b>23.78%</b>	<b>23.08%</b>

## Share Price Information

The Bank's share trading during 2023 was placed on hold and due to accumulated losses to capital ratio of the Bank. The last trade of the Bank's share took place on 10/11/2020 with the following characteristics:

- Trade price: 0.45
- 52 Weeks High: Nil
- 52 Weeks Low: Nil

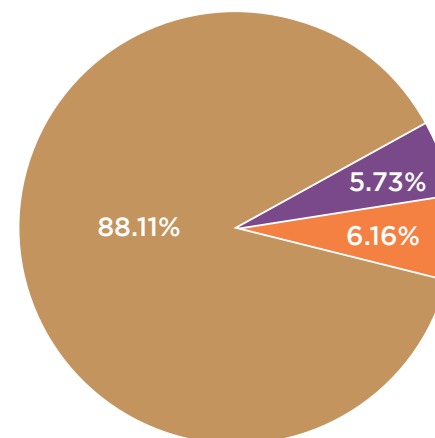
## Shareholder Structure as of 31/12/2023

The Bank's shareholders ownership as of 31/12/2023 in terms of geography and legal entity type of shareholders is segregated as follows:

Shareholders Classification	Individuals	Companies	Government	Total
Local	235.69%	6.16%	88.11%	99.96%
Gulf	0.000001%	0.00001%	0%	0.00001%
Arab	0.0331%	0.0001%	0%	0.0332%
Foreign	0.01429%	0.00004%	0%	0.01432%
<b>Total</b>	<b>5.73%</b>	<b>6.16%</b>	<b>88.11%</b>	<b>100.00%</b>

### Shareholder Percentage by Legal Entity Type

- Individuals
- Companies
- Government



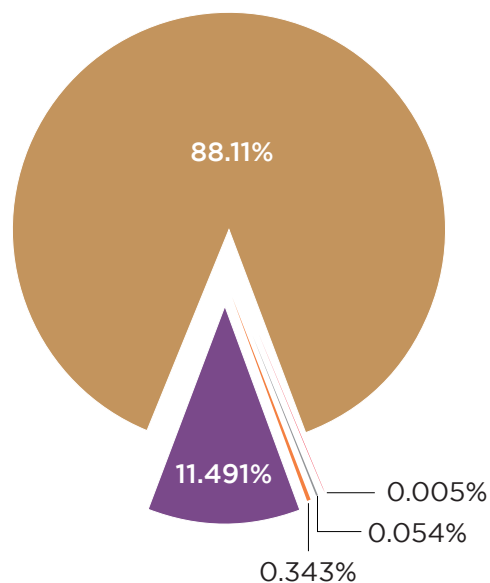
As of 31/12/2023, two shareholders owned more than 5% of the Bank's capital as follows:

- Government of Sharjah: 231,878,055,655 (88.11%)
- International Private Group LLC: 13,246,678,557 (5.03%)

Share Ownership	Number of Shareholders	Number of Owned Shares	Percentage of Owned Shares of the Capital
Less than 500,000	257	13,953,807	0.005%
From 500,000 to 10,000,000	55	142,926,250	0.054%
From 10,000,000 to 50,000,000	38	902,980,344	0.343%
From 50,000,000 to 500,000,000	11	30,243,066,087	11.491%
More than 500,000,000	1	231,878,055,655	88.11%

### Shareholder Ownership by Percentage

- Less than 500,000
- From 500,000 to 10,000,000
- From 10,000,000 to 50,000,000
- From 50,000,000 to 500,000,000
- More than 500,000,000



## Innovative Projects and Initiatives

During the Year 2023, Bank continued its journey of Digital Transformation to become the Challenger Bank in the Financial Landscape of the Country. In this regard, major initiatives taken by the Bank included:

- Major project during 2023 was adopting the state of the art Core Banking System “Temenos”
- Digital origination / onboarding platform – APPRO – for Credit Cards and other Retail Banking products.
- Credit Lifecycle Management (Bluering) – starting from Credit Proposal stage and covering full lifecycle of the credit.
- Enterprise Document Management, Workflow, and e-Signature – to meet Bank’s paperless office objectives.

## Investor Relationships

For any inquiry and contact:

### **Mohammed Al Elaiq**

Head of Corporate Governance and Board Affairs

Direct: **+971 6 5980 600**

Email: [malelaiq@investbank.ae](mailto:malelaiq@investbank.ae)

### **Muhammad Umar Farooq Khan**

Investors Relation Manager / Head of Corporate Governance

Direct: **+971 6 5980 722**

Email: [muhammad.khan@investbank.ae](mailto:muhammad.khan@investbank.ae)

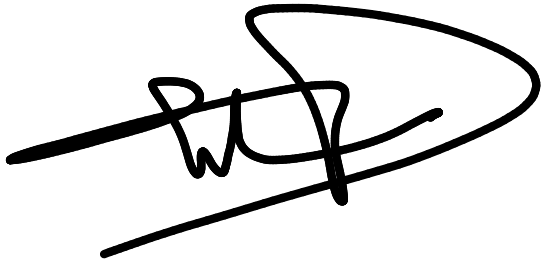
### **Investor Relation**

Direct: **+971 6 5980 600**

Email: [boardsecretariat@investbank.ae](mailto:boardsecretariat@investbank.ae) and [investorrelations@investbank.ae](mailto:investorrelations@investbank.ae)

The investor relations’ page on the Bank’s website can be reached at <https://investbank.ae/investor-relations.html>

Signature of the Chairman of  
the Board of Directors

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the bottom.

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Date:    /    /2024

Company Seal