

Corporate Governance

In today's increasingly complex and dynamic financial landscape, robust corporate governance has emerged as a cornerstone of trust, resilience, and sustainable success in the banking industry. At CIB, we recognize that governance is not merely a compliance obligation, but a strategic enabler that underpins ethical leadership, risk discipline, and long-term value creation. CIB's unwavering commitment to the highest standards of corporate governance reflects our dedication to transparency, accountability, and integrity across all levels of the organization.

This commitment is embedded in a comprehensive Governance Framework that includes a diversified and skilled Board of Directors, well-structured Board Subcommittees, and a capable management team. This is further supported by clearly defined leadership roles, effective internal control mechanisms, transparent and open stakeholder communication, and reporting practices.

To ensure that our governance practices remain aligned with international best-practices and evolving stakeholder expectations, we continuously benchmark our approach against international standards, principles, as well as regulatory requirements and the expectations of institutional investors. CIB's governance architecture is designed to safeguard the interests of shareholders, customers, employees, regulators, and the broader community, while fostering a culture of ethical conduct and strategic foresight. CIB maintains a wide-ranging set of policies and procedures that are regularly reviewed to ensure effective oversight and control throughout the Bank.

Throughout the year, CIB undertook deliberate steps to strengthen our governance capabilities and commitment to ethical leadership. These efforts not only reinforce our fiduciary responsibilities but also position CIB as a leader in governance excellence within the financial sector. By prioritizing sound governance principles, we continue to build a resilient organization that delivers sustainable growth, maintains stakeholder trust, and sets a high standard for Banking sector to emulate.

Over the past 50 years, CIB's journey has been marked by significant achievements, solidifying its position as a leader in Egypt's banking sector. In recognition of its commitment to excellence in corporate governance, CIB received the ISO 37000:2021 certification, which was successfully renewed in 2025, reflecting its commitment to transparency, resilience, and stakeholder-focused leadership. This achievement underscores the Bank's commitment to ethical governance, regulatory compliance, and sustainable value creation, further enhancing its reputation and reinforcing its leadership in corporate governance excellence.

The Board of Directors

The Board is collectively responsible for the Group's long-term success by fostering stakeholder value, promoting a culture of openness, and upholding robust governance standards. This includes setting the Bank's strategic objectives and overseeing their implementation, overseeing senior management performance, and ensuring the effectiveness of internal controls, regulatory compliance and risk management frameworks to safeguard the Bank's reputation and ensure its long-term sustainability.

There is a clear distinction between the roles and responsibilities of the leadership of the Board by the non-executive Chair, and the executive responsibility for day-to-day management of Bank's business undertaken by the CEO. This separation enhances oversight, helps prevent the concentration of power in one individual, and promotes a more balanced decision-making process within the board. It also boosts stakeholder confidence by demonstrating a commitment to strong governance and risk management practices.

Among other matters, the Non-Executive Chair is responsible for overseeing the effectiveness of the Board and its committees, managing conflicts, and fostering collaboration. These responsibilities are essential to upholding robust governance culture and reinforcing a rigorous regulatory compliance framework. In 2025, the CIB's Board of Directors met nine times.

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CIB's commitment to the highest standards of corporate governance reflects our dedication to transparency, accountability, and integrity across the organization.

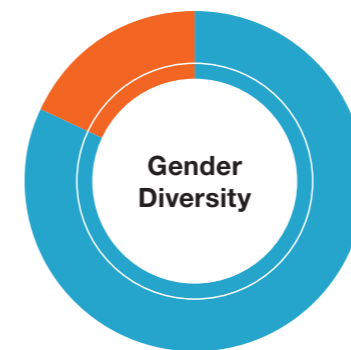
Board Diversity

At CIB, we believe that a Board that embraces gender, social, and ethnic diversity, and inclusion, and reflects the communities we serve, is fundamental to informed decision-making, enhancing Board effectiveness and fostering the Bank's long-term growth and resilience. As per the latest Board composition, female representation on Bank's Board is at 18%, while independent directors account for 46%. Collectively, the Board possesses the required experience and knowledge to effectively discharge its duties.

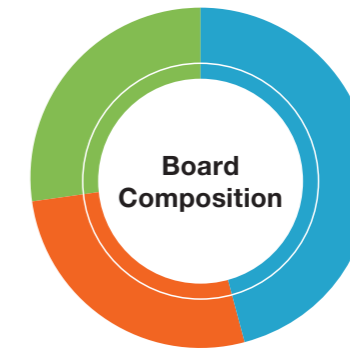
The majority of the Board's members are non-executive directors, which is essential for providing

unbiased judgment and oversight. This majority serves the basis of effective governance, ensuring that decisions are made in the best interest of the organization without undue influence from management. It also plays a crucial role in preserving the integrity and impartiality of the Board's decisions and actions.

The Board and its Directors annually survey the effectiveness and contribution of the Board and its subcommittees. The evaluation of the Board and its subcommittees is undertaken in alignment with their respective charters.



Male 82% Female 18%



Independent 46%
Non-Executive 27%
Executive 27%

Board of Directors composition

Serial	Board Member Name	(Executive / Non-Executive / Independent)	Joining Date	Capacity
1	Ms. Neveen Sabbour	Independent	Apr-23	Experienced Member
2	Mr. Hisham Ezz El-Arab	Executive	Nov-22	Experienced Member
3	Mr. Sherif Samy	Independent	Mar-20	Experienced Member
4	Mr. Fadhel AlAli	Non-Executive	May-22	Representing the interests of Alpha Oryx Ltd. subsidiary of (Lunate Legacy IV LP)
5	Mr. Aziz Moolji	Non-Executive	May-22	
6	Eng. Hoda Mansour	Independent	Apr-23	Experienced Member
7	Mr. Jawaid Mirza	Non-Executive	Aug-23	Experienced Member
8	Mr. Amr El Ganainy	Executive	Nov-24	Experienced Member
9	Mr. Islam Zekry	Executive	Nov-24	Experienced Member
10	Mr. Burkhard Eckes	Independent	June-25	Experienced Member
11	Mr. Georgios Anagnostopoulos	Independent	June-25	Experienced Member

Changes to the Board of Directors in 2025

- Resignation of Mr. Paresh Dattatraya Sukthankar and Mr. Rajeev Krishan Lal Kakar, Non-Executive Independent Board Members, effective May 15 2025 for reaching the maximum duration of service on Board.
- Appointing Mr. Burkhard Amadeus Eckes and Mr. Georgios Anagnostopoulos, Non-Executive Independent Board Members, effective June 1 2025, after obtaining the Central Bank of Egypt (CBE) approval on May 26, 2025.
- Resignation of Mr. Sherif Samir Samy, Non-Executive Independent Board Member, effective December 31 2025 for reaching the maximum duration of service on Board.

Board Committees

The Board of Directors has six standing committees, in compliance with the Banks' corporate governance regulations issued by the CBE, relevant applicable

laws, and international best practices. These committees assist the Board of Directors in discharging some of its responsibilities, enhancing the efficiency of board operations, and strengthening the oversight function. They also serve as a key mechanism to ensure that the Board gives appropriate consideration to all matters for which it is responsible and to support comprehensive governance across the enterprise. The committees submit their recommendations to the Board of Directors to take the necessary decisions.

Each Board Committee is governed by a formal charter that clearly outlines its objectives, scope of work, responsibilities, attendance quorum requirements, and voting procedures. All Board Committees are chaired by non-executive directors, who regularly report to the Board on major points discussed within their respective committees.

Board Audit Committee

Membership

Mr. Burkhard Eckes (Chair)

Mr. Sherif Samy - Member

Mr. Jawaid Mirza - Member

Key responsibilities

The Board Audit Committee consists of three Non-Executive members, and is chaired by an Independent director.

The Committee was established to provide oversight into the integrity of the Bank's Financial Reporting process, the effectiveness of the Bank's Internal Control systems, and its compliance with all statutory requirements. It is also responsible for approving and monitoring the Internal Audit annual plan and monitoring the progress of the Bank's Internal Audit and Compliance functions, as well as monitoring the work of the Bank's External Auditors, to ensure the independence and objectivity of each, in addition to the quality of the applied outputs. The Committee also regularly discusses Audit and Compliance reports for various functions and CIB Kenya. It also has oversight on the whistleblowing process and its outcome. Additionally, in line with the Bank's dedication to customer service, the committee reviews Complaint trends and their root causes.

Committee Highlights

- The Audit Committee reviewed the interim and end-of-year Financial Statements and their footnotes and discussed them with the relevant Bank officers and External Auditors, receiving assurances that the Financial Statements fairly presented CIB's financial position and comply with the regulatory (CBE and FRA) directives and reporting standards. This is in addition to the 2024 IFRS statements.
- The Audit Committee monitored the effectiveness of Internal Controls and discussed audit engagement reports addressing measures taken to address identified deficiencies.
- The committee also discussed the proposal for the fee agreement with the External Auditors for FY25 and approved non-audit related assignments. It regularly monitored the Human Resources capabilities and skill development within the Internal Audit and Compliance areas.
- The Committee discussed outcome of Compliance Monitoring and Testing within the Bank, followed up on Financial Crimes including Anti-Money Laundering monitoring and key indicators, it followed up on adoption of regulatory directives and reviewed CBE inspection outcome and Management response to the resulting observations. It reviewed and amended its Charter and Compliance-related Policies. It also monitored the handling of Whistleblowing issues.
- The Committee discussed and monitored the Internal Audit and Compliance functions of CIB Kenya.
- The Committee met seven times in 2025.

Board Risk Committee

Membership

Mr. Georgios Anagnostopoulos (Chair)

Mr. Fadhel AlAli - Member

Ms. Neveen Sabbour - Member

The Board Risk Committee is one of the Board's sub-committees and is composed of three non-executive members as designated by the Board of Directors.

Key responsibilities The Risk Committee assists the Board in carrying out its duties related to Risk Management oversight, concurring on all Risk Policies. The Committee's role includes assisting the Board in the organization's governance and exercising due care and diligence in terms of the Risk Management Framework and processes for all Financial and Non-Financial Risks, as well as Emerging Risks. The Committee monitors the risk profile against the agreed appetite, where actual performance differs from expectations, the actions taken by management are reviewed.

- Committee Highlights**
- The Committee actively encouraged the management to be alert to areas of emerging risk, particularly considering the rapidly evolving macroeconomic, geopolitical and technological environments.
 - The Committee received ongoing updates on Credit Risk and reviewed and approved the Expected Credit Loss. Moreover, the Committee evaluated the potential effects of inflation and shifting interest rates on consumer behavior and affordability, ensuring that consumer, business banking and Corporate Banking portfolios remained well-positioned.
 - The Committee also reviewed and concurred the ICAAP and the Recovery Plan prior to their submission to the Central Bank of Egypt (CBE).
 - Regular reporting on Operational Key Risk indicators was provided, alongside management briefings on various operational risk topics.
 - Additionally, the Committee discussed periodic updates on Model Risk, Security and Technology Risks, Reputation Risk, ESG Risk, Third-party Risk and Fraud Management.
 - The Committee met eight times in 2025.

Board Governance and Nomination Committee

Membership

Mr. Fadhel Al Ali (Chair)

Ms. Neveen Sabbour - Member

Mr. Burkhard Eckes - Member

The Governance and Nomination Committee is a vital component of our board structure, comprised of three non-executive directors appointed by the Board of Directors. This committee is dedicated to upholding the highest standard of corporate governance that aligns with the bank's size and complexity.

Key responsibilities The committee plays an essential role in our commitment to maintaining robust corporate governance. It is responsible for reviewing the bank's ethical standards, ensuring these principles guide our day-to-day operations. The committee oversees the implementation of strategic policies and procedures initiated by senior management, fostering a culture of integrity and professionalism. Additionally, it establishes mechanisms to identify, prevent, manage, and disclose potential conflicts of interest arising from the bank's diverse operations.

Through comprehensive oversight of governance policies and structures, the committee ensures that the bank conducts its affairs ethically and in alignment with board policies. It also monitors compliance with the bank's code of conduct, which governs the behavior of all directors, officers, and employees. Regular evaluations of corporate governance practices, reviews of continuous disclosure documents, and recommendations for updates to committee charters fall within its purview. Furthermore, the committee establishes criteria for selecting board members and periodically reviews the size of the board, suggesting necessary adjustments to enhance governance effectiveness.

- Committee Highlights**
- In 2025, the Governance and Nomination Committee took a hands-on approach to reinforce effective corporate governance practices at the bank. A key focus was the oversight of succession planning for the CEO and other key executives, ensuring a robust pipeline of leadership talent that promotes continuity and stability.
 - The committee diligently managed the nomination process for the Board of Directors, prioritizing transparency, accountability, and ethical conduct in all operations. By conducting thorough reviews of the bank's governance framework, the committee provided invaluable insights and guidance to the board on governance matters, facilitating optimal decision-making and alignment with international best-practices.
 - Additionally, this year, the committee continued to emphasize our commitment to continuous improvement and excellence in corporate governance.
 - The Committee met four times in 2025.

Board Strategy and Transformation Committee

Membership

Mr. Jawaid Mirza (Chair)

Eng. Hoda Mansour - Member

Ms. Neveen Sabbour - Member

Mr. Aziz Moolji - Member

Key responsibilities

The Board Strategy and Transformation Committee is one of the Board’s sub-committees, and is composed of four Non-Executive Directors, appointed by the Board of Directors.

The Committee oversees the Bank’s multiyear transformation agenda to support long term competitiveness and resilience. Its focus areas include strategy execution, workforce transformation, technology roadmap and simplification, operational resilience and cybersecurity, and IT service availability.

Committee Highlights

- During 2025, the Board Operations and Technology Committee’s mandate was expanded to include oversight of strategy execution, and in the final months of the year it was formally reconstituted as the Board Strategy and Transformation Committee (BSTC). This evolution strengthened Board oversight of the Bank’s upcoming five-year transformation agenda by bringing strategy delivery, technology modernization, operational resilience, and workforce enablement under a unified governance structure.
- For the majority of 2025, oversight of the Bank’s transformation, technology, and operational resilience agenda was carried out under the former Committee structure. The Committee maintained close supervision of key business and technology initiatives, ensuring alignment between project objectives and delivery plans, its work focused on strengthening execution discipline, improving transparency of performance, and ensuring that investment decisions remained anchored to strategic priorities.
- In carrying out its responsibilities, the Committee reviewed the Bank’s operational and technology initiatives in the context of strategic alignment, industry practices, and competitive benchmarks. This supported informed decision making and helped ensure that resources were directed toward initiatives that enhance efficiency, resilience, and the Bank’s competitive position. Under the Committee’s oversight, the Bank progressed several initiatives aimed at enhancing customer experience and service delivery. Continued enhancements were made to the retail mobile banking application, introducing new features designed to provide a more seamless, intuitive, and secure customer experience. Development also advanced on a new mobile application for business banking customers, reflecting the Bank’s focus on meeting evolving client expectations in an increasingly digital environment. The Committee also placed strong emphasis on cybersecurity and operational resilience. Efforts during the year included strengthening threat detection capabilities, enhancing incident response readiness, and maintaining close attention to regulatory expectations. In parallel, the Committee monitored the audit and control environment across operations and technology, supporting the timely and sustainable remediation of identified gaps. These actions contributed to a stronger control environment and reinforced risk management practices across the Bank.
- Looking Ahead - In preparation for the next phase of execution, the Committee approved the 2026 annual work plan and a structured reporting framework to track progress across the Bank’s five-year strategy initiatives. This framework will provide the Board with consistent visibility on delivery and establish a clear mechanism for escalation of risks, interdependencies, and gaps if any. The Committee also reviewed the 2026 investment envelope for major transformation programs to confirm alignment with the approved strategy and to guide the scale and prioritization of funding required to deliver long term objectives in a financially disciplined manner.
- The Board Strategy and Transformation Committee met two times, while the former Board Operations and Technology Committee met three times in 2025.

Board Compensation Committee

Membership

Ms. Neveen Sabbour - (Chair)

Mr. Aziz Moolji - Member

Mr. Jawaid Mirza - Member

Key responsibilities

The Board Compensation Committee consists of three non-executive members appointed by the Board of Directors. The committee is responsible for establishing and regularly reviewing comprehensive compensation policies for executive officers and key personnel, covering all forms of remuneration. It annually evaluates market data to ensure competitive pay for senior executives and reviews directors’ compensation, aligning it with long-term goals. Additionally, the committee oversees management development planning and periodically reviews or updates employee incentive and benefit programs, including setting limits and distribution methods.

Committee Highlights

- In 2025, the committee assessed the performance of the CEO, direct reports, and senior executives, recommending suitable compensation based on results.
- It also reviewed and approved the Bank’s variable compensation guidelines, received an overview of the year’s performance, and reviewed a proposal outlining directors’ profit-sharing criteria and distribution.
- The Committee met four times in 2025.

Board Sustainability Committee

Membership

Eng. Hoda Mansour (Chair)

Mr. Georgios Anagnostopoulos - Member

Mr. Islam Zekry- Member

Key responsibilities

The committee shall be composed of three directors, the majority of whom shall be non-executive directors. The Chair of the committee shall be appointed from amongst its non-executive members by the Board.

The Board Sustainability Committee (BSC) serves as the cornerstone of the Bank's ESG oversight. The BSC ensures the effective integration of sustainability practices across the Bank's policies, strategy and operations, while complying with regulatory requirements and aligning with global best practices.

The BSC ensures that sustainability principles are deeply embedded in CIB's business model, decision-making processes, and long-term strategic direction. Through proactive leadership, the Committee reinforces CIB's commitment to driving sustainable finance, managing ESG risks, and advancing the transition toward a low-carbon, inclusive economy

The BSC plays a pivotal role in steering the Bank's Sustainable Finance Policy, Frameworks and Strategy, ensuring alignment with regulatory mandates, stakeholder needs, and evolving market dynamics. Acting under the delegation of the Board of Directors, the Committee oversees the implementation of all sustainability-related initiatives, including ESG risk management, internal control processes, the identification of emerging opportunities, and sustainability integration into the bank's culture and expertise. The BSC also upholds CIB's commitment to transparency, accountability, and resilience through strong disclosure practices and proactive engagement with internal and external stakeholders.

Membership

Committee Highlights

In 2025, the BSC advanced its leadership in sustainable finance by focusing on several key priorities:

- Upholding Governance: Oversaw the progress of the Sustainable Finance Department and the active engagement of the Bank's executives through the contribution and engagement of the Sustainable Finance Steering Committee.
- Implementation of the Sustainable Finance Policy: Oversaw the review and implementation of the Bank's Sustainable Finance Policy, ensuring it is effectively embedded across the Bank.
- Regulatory ESG Reporting & Disclosures: Strengthened alignment with evolving local and international ESG reporting frameworks, ensuring timely and transparent reporting and disclosures in line with the CBE, FRA, and international best practices. All the regulatory reports as well as the annual ESGDD sustainability report, which includes disclosures in alignment with the GRI, SASB, PRB, EP, TCFD frameworks and guidelines, are approved by the BSC.
- Monitoring of the Bank's Sustainable Finance Strategy: Provided oversight of the Bank's strategy, tracking progress against milestones.
- ESG Risk Management: Enhanced oversight of ESG related risks, with a focus on climate, and its impact across the Bank's business operations and portfolio.
- Sustainable Finance Product & Program Development: Endorsed sustainable finance engagement with lines of business for the development of feasible sustainable finance products and programs.
- Decarbonization and Partnerships: Continued support for portfolio decarbonization and deepened strategic partnerships to accelerate the transition to a low carbon economy, with the focus on hard-to-abate sectors.
- Transition Finance: Reinforced CIB's leadership in Transition Finance, by promoting financial solutions that enable clients in carbon-intensive sectors to reduce emissions and align with national and global decarbonization objectives.
- Gender Equity and Inclusion: Oversaw initiatives to advance gender equity, workplace equality, and inclusive policies, embedding these principles into the Bank's governance and human capital strategies. The BSC also monitored the progress across various HR sustainability KPIs.
- Ecological Footprint: Endorsed the enhancement of CIB ecological footprint, including the mainstreaming of digitized bank statements for customers.
- ESG Data and Digitization Platform: Championed the development of a comprehensive digital platform to enhance ESG data, to enable accurate monitoring, informed decision making and efficient ESG reporting.
- Sustainability Communication: Reinforced strategic ESG communication efforts to engage internal and external stakeholders, fostering awareness, advocacy and thought leadership on sustainability matters.
- Staff Education and Engagement: Expanded sustainability awareness among employees through tailored training, communication initiatives, and capacity building programs, ensuring sustainability is embraced as business as usual across all functions.
- The Committee met six times in 2025.

Subsidiaries Governance

CIB is committed to maintaining high standards of corporate governance across the entire Group. Each subsidiary's board and its respective business is required to have a robust and effective governance framework appropriate to the business's nature, size, location, and operational context.

External Auditor

Based on the Audit Committee's statutes, the Audit Committee proposes the appointment of two External Auditors to the Bank's Board of Directors, to be presented to the General Assembly for approval of the nominations and their annual fees. The committee also appoints an External Auditor to review the financial statements prepared in accordance with International Financial Regulatory Standards (IFRS) to comply with GDR listing rules of the London Stock Exchange Group (LSEG). Nominated External Auditors should be CBE-listed, taking into consideration their selection from reputable and competent firms, in addition to being registered with the Financial Regulatory Authority (FRA). This is to ensure their expertise, competence, and ability to review the Bank's business.

To promote the independence of the External Auditors, only the Audit Committee is responsible for overseeing External Auditors' technical work, examining the efficiency of their audit work, discussing and approving their audit plan, and evaluating their performance, as well as taking decisions related to terminating or renewing their contracts in a manner that does not violate the provisions of laws in force.

The Audit Committee also continuously ensures that External Auditors face no difficulties performing their work and oversees the coordination between External Auditors and the Internal Audit Group. Moreover, it ensures that there are no restrictions impeding communications and cooperation among the Chief Audit Executive, Chief Compliance officer, the External Auditors, and all members of the Board of Directors and Audit Committee.

Furthermore, the members of the Audit Committee also review the reports issued by the External Auditors, discuss their observations, follow up on corrective actions, and notify the Board of Directors, along with presenting the committee's directives and recommendations.

To ensure the External Auditors' independence, their services should be limited to the External Audit function only. In some cases, where one or both are required to perform any other function, the Audit Committee's approval must be obtained in advance before assigning any service to them.

External Auditors are periodically changed based on the CBE's regulations in this regard.

Shareholders' Rights

CIB's Annual General Meeting of Shareholders is held in March each year, no later than three months after the end of the Bank's financial year. Additional extraordinary general shareholder meetings may be convened at any time by the Board. Shareholders are provided with sufficient and timely information concerning the date, format, location, and agenda of general meetings, as well as fully detailed and timely information regarding the issues to be decided at the meeting.

The General Assembly provides a platform for shareholders to engage with the Board, ask questions, and exercise their voting rights. Shareholder consent is required for key decisions, such as:

- The adoption of financial statements
- Voting on proposed dividends by the Board
- The remuneration of NEDs
- The appointment of the External Auditor
- The appointment, suspension, or dismissal of the members of the Board
- The issuance of shares or rights to shares, restrictions, or exclusion of preemptive rights of shareholders, and the repurchase or cancellation of shares
- Amendments to the Articles of Association

