

Corporate Governance

2025

Corporate Governance

Corporate Governance Commitment

Bahrain National Holding commits to implement a system that is in line with the Bahrain Commercial Companies Law ("BCCL") No. 21 of 2001 and its amendments, Corporate Governance Code ("CGC") of Bahrain, which was enacted by the Ministry of Industry & Commerce ("MOIC") and endorsed by the Central Bank of Bahrain ("CBB") in 2010; that was amended in 2018 and later in 2022, in particular to High-Level Controls ("HC") Module of CBB Rulebook in relation to Companies' Corporate Governance and the Company's relevant policies and guidelines, which are subject to periodic reviews, noting that the last updated version was adopted and implemented on February 2022.

BNH implements the corporate governance requirements in every aspect of its operations and responsibilities and recognises it as a system whereby the Company business operations are financially and commercially directed and controlled.

The governance Organisational structure defines the distribution of rights and responsibilities among the various parties involved in the Company, such as Shareholders, Board of Directors, Board Committees, Executive Management, and other stakeholders. In addition, it acts as a guideline for the Company decision-making and strategy in order to set a model that determines its objectives, and the means that should be followed to achieve these objectives and a measure to monitor its performance.

Regulatory Authorities

BNH maintained its full commitment to all applicable rules and regulations issued by the Central Bank of Bahrain and other regulatory authorities, without reporting any monetary penalties during the year 2025.

Ownership of Shares

BNH shares are listed on the Bahrain Bourse ("BHB"). The Company has issued 119,175,000 ordinary shares, each with a nominal value of 100 fils. All shares are fully paid.

Statement of shareholders equity classification

Shareholder classification	Shareholding %			
	Individuals	Corporate	Government or Organisations	Total
Local	56.474%	29.348%	0.229%	86.051%
Arab	0.671%	13.138%	-	13.809%
Foreign	0.140%	-	-	0.140%
Total	57.285%	42.486%	0.229%	100.00%

Description of Shareholders according to their Nationality

Nationality	No of Shareholders	No of shares	% of shareholding
BAHRAINI	710	102,550,818	86.05%
EMARATI	4	81,500	0.07%
KUWAITI	10	184,603	0.15%
QATARI	5	11,624	0.01%
SAUDI	8	562,168	0.47%
EGYPTIAN	1	543	0.00%
INDIAN	6	166,277	0.14%
IRAQI	3	15,617,467	13.10%
Total	747	119,175,000	100.00%

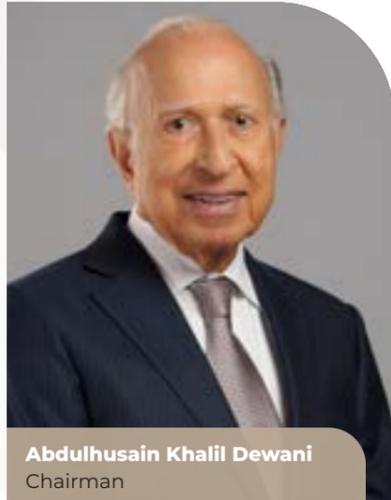
Description of Shareholders according to their respective shareholding

Shareholding (share)	No of shareholders	Number of shares held	% of shareholding
<50,000	553	6,252,171	5.25%
50,000 to 500,000	148	23,989,079	20.13%
500,001 to 5,000,000	44	72,520,566	60.85%
>5,000,001	2	16,413,184	13.77%
Total	747	119,175,000	100.00%

Major Shareholders (Shareholders who hold 5% or more of BNH share capital)

Name	Number of shares held	% of shareholding	Name of the natural person (final)	Nationality
Abdulhameed Zainal Mohamed Zainal	8,604,450	7.22%	NA	Bahraini
National Insurance Company	7,808,734	6.55%	NA	Iraqi

Board of Directors



Abdulhusain Khalil Dewani
Chairman

Date of Appointment
Board Member since 1999

Status
Non-Executive Director

Nationality
Bahraini

Educational Background
Certificate in Commercial Studies, University of Westminster, England.

Board & Committee membership at BNH

- Chairman of Bahrain National Holding (BNH)
- Chairman of Nomination, Remuneration and Corporate Governance Committee of Bahrain National Holding Company (BNH)

Board memberships in other companies

- Chairman of Dawani Group Holding B.S.C., Bahrain
- Chairman of Deeko Bahrain W.L.L., Bahrain

- Chairman of Dawanco W.L.L., Bahrain
- Chairman of Dawani Properties W.L.L., Bahrain
- Chairman of Al Jazira Group, Bahrain
- Chairman of Collection W.L.L., Bahrain
- Chairman of Capital Laundry W.L.L.
- Chairman of Legend Paints Company W.L.L., Bahrain
- Chairman of Tomina Trading W.L.L, Bahrain
- Chairman of Bahrain Surface Coating Company W.L.L.
- Chairman of Bahrain Foundation Construction Company, Bahrain

Awards & Recognitions
Awardeed with His Majesty the King, Hamad bin Isa Al Khalifa's Medal for Competence in 2010.



Ghassan Qasim Fakhroo
Vice Chairman

Date of Appointment
Board Member since 2008

Status
Non-Executive Director

Nationality
Bahraini

Educational Background

- BSc in Electrical Engineering - University of Bahrain, Kingdom of Bahrain.
- MBA, University of Bahrain, Kingdom of Bahrain

Board & Committee membership at BNH

- Vice Chairman of Bahrain National Holding (BNH)
- Chairman of the Executive & Investment Committee (EIC) - Bahrain National Holding Company (BNH)

Board memberships in other companies

- Chief Executive of Mohamed Fakhroo & Bros Bahrain
- Managing Director & Partner of Fakhroo Information Technology Services, Bahrain
- Chairman of Qasim Mohamed Fakhroo & Sons W.L.L. Bahrain
- Director & Partner of Fakhroo Investment Company Bahrain
- Director & Partner of Areej Trading Establishment, Bahrain
- Director at General Poultry Company B.S.C, Bahrain
- Chairman at National Poultry Company B.S.C, Bahrain



Jehad Yusuf Ameen
Director

Date of Appointment
Board Member since 1999

Status
Independent Non-Executive Director

Nationality
Bahraini

Board & Committee memberships at BNH

- Member of the Executive & Investment Committee (EIC) -Bahrain National Holding Company (BNH)
- Vice Chairman of the Nomination, Remuneration & Governance Committee (NRGC) - Bahrain National Holding Company (BNH)

Board memberships in other companies

- Director at General Company for Trading & Food industries (TRAFKO), Bahrain
- Vice Chairman at Bahrain Maritime & Mercantile International Company (BMMI), Bahrain
- Director at Bahrain Livestock, Bahrain
- Vice Chairman at Bahrain Duty Free Complex, Bahrain



Sami Mohamed Sharif Zainal
Director

Date of Appointment
Board Member since 2008

Status
Non-Executive Director

Nationality
Bahraini

Educational Background
Bachelor of Business Administration - Saint Edward University in Texas, USA
MBA, University of Bahrain, Kingdom of Bahrain

Board & Committee memberships at BNH
Vice Chairman of the Executive & Investment Committee (EIC) - Bahrain National Holding Company (BNH)

Board memberships in other companies

- Chairman of General Poultry Company, Bahrain.
- Vice Chairman – Bahrain Food Holding Company (Ghitha)
- Director at Zainal Enterprises, Bahrain
- Director at National Poultry Company
- Marketing Director of Mohamed Ali Zainal Abdulla (MAZA), Bahrain

Other key positions:

- Member of Commercial Arbitration Committee, Bahrain Chamber of Commerce



Abdulrahman Mohamed Juma
Director

Date of Appointment
Board Member since 1999

Status
Non-Executive Director

Nationality
Bahraini

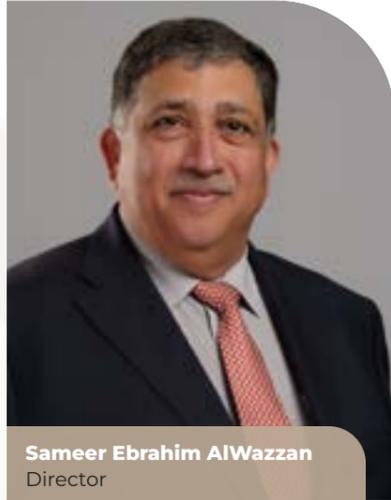
Educational Background
Mechanical Engineer, University of North London, England

Board & Committee membership at BNH
Audit, Compliance and Risk Committee ("ACRC")

Board memberships in other companies

- President – Abdulraman bin Mohamed Juma & Sons W.L.L., Bahrain
- Chairman of UNEECO B.S.C.(c)
- Chairman of Prudent Solutions W.L.L.
- Chairman of Universal Laboratories W.L.L.
- Chairman of Prudent, Saudi Arabia
- Chairman – Unique Power Switchgear
- Director at Bin Juma Holdings

Board of Directors



Sameer Ebrahim AlWazzan
Director

Date of Appointment
Board Member since 2024

Status
Non-Executive Director

Nationality
Bahraini

Educational Background

- Higher Diploma -Swansea Polytechnic, UK
- BSC.Huddersfield Polytechnic, UK
- Diploma in Executive Management University of Bahrain
- Executive Development Program - Manchester Business School
- Executive program for small companies - Graduate School of Business Stanford University

Board & Committee membership at BNH
Member of the Nomination, Remuneration &Governance Committee (NRGC) - Bahrain National Holding Company(BNH)

Board memberships in other companies

- Vice Chairman - United Insurance Co.B.S.C
- Vice Chairman - Arabia Shield Cooperative Insurance Co. Saudi Arabia



Ayad Saad Algosaiabi
Director

Date of Appointment
Board Member since 2008

Status
Independent Non-Executive Director

Nationality
Bahraini

Educational Background

- BSBA in International Business, American University, Washington D.C., USA
- MBA in International Finance and Marketing, American University, Washington D.C., USA

Board & Committee membership at BNH
· Vice Chairman of the Audit, Compliance & Risks Committee (ACRC) – Bahrain National Holding Company (BNH)

Board memberships in other companies
Chairman of Khalifa A. Algosaiabi Investment Co. CJSC, Dammam, Saudi Arabia



Ali Hasan Mahmood
Director

Date of Appointment
Board Member since 1999 & Re-elected in 2011

Status
Non-Executive Director

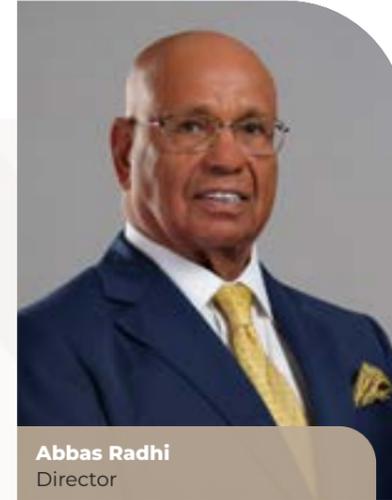
Nationality
Bahraini

Educational Background
Bachelor's in business administration and marketing, North Western College, London England

Board memberships in other companies

- Chairman of Euro Gulf Oil Energy Services, Bahrain
- Chairman of United International Décor W.L.L., Bahrain
- Chairman of Bed Center W.L.L., Bahrain

- Chairman of United Marketing International Company W.L.L., Bahrain
- Chairman and Managing Director of Hasan & Habib s/o Mahmood Group of Companies, Bahrain
- Chairman and Managing Director of Al Jazeera Shipping Company. W.L.L., Bahrain
- Chairman and Managing Director of Al Jazeera Marine Services L.L.C, Sharjah, UAE
- Chairman and Managing Director of Al Jazeera Shipping Agencies, Bahrain
- Director at Bahrain Specialist Hospital, Bahrain



Abbas Radhi
Director

Date of Appointment
Board Member since 2023

Status
Independent Non-Executive Director

Nationality
Bahraini

Educational Background

- Certified Public Accountant (CPA)- USA
- Certified Arab Accountant
- Certificate by LNSEAD as a Board Director with a high level of Corporate Governance Competence
- M.B.A. Financing & Business Law, University of Maine, USA
- M.S.B. Accounting, Husson College, Maine, USA
- BSc. Accounting, Kuwait University

Board & Committee membership at BNH
· Chairman of the Audit, Compliance & Risks Committee

Board memberships in other companies

- Director at BMMI BSC, Bahrain
- Director at Shaheen Group Holding B.S.C Closed, Bahrain
- Director at Al Kindi Hospital

Other Key Positions

- Chairman of Bahrain Accountants Association
- Chairman of Schools of Business Oversight Board-Ahlia University



Husain Abdulhameed Al Shehab
Director

Date of Appointment
Board Member since 2023

Status
Independent Non-Executive Director

Nationality
Bahraini

Educational Background

- Master in International Business Management, Leeds Metropolitan University, United Kingdom
- BEng (Hons) Mechanical Engineering University of Bradford, United Kingdom
- Leaders for Democracy Fellowship, Syracuse University, USA
- Executive Education Sustainable Business Strategy, Harvard University
- GCC Board of Directors Institute, Best Practices of Audit & Risk Committees

- Executive Management Leadership Program, Harvard
- GCC Board of Directors Institute, Building Better Boards: Global Best Practices
- Associate Value Specialist, SAVE International

Board memberships in other companies

- Board Member, Gulf Hotel Group B.S.C.
- Board member in Inovent B.S.C.
- Board member in Alkhaleej Development Company (Tameer) W.L.L.

Other Key positions

- CEO at Growth Consultancy and Management
- Founder of Vorganica Perfumes
- Founder of Dukan Café



Talal Fuad Kanoo
Director

Date of Appointment
Board Member since 2008

Status
Non-Executive Director

Nationality
Bahraini

Educational Background
Bachelor of Business Administration – Management, The American University, Washington D.C., USA

Board memberships in other companies

- Chairman of National Finance House B.S.C. (c), Bahrain
- Managing Director of E. K. Kanoo B.S.C (c), Bahrain

Corporate Governance

(Continued)

The Board

BNH's BOD consists of 11 non-executive members, with ten (10) members elected by the Shareholders and one (1) appointed member. All selections, both elected and appointed, were approved by the Central Bank of Bahrain in March 2023 for a three-year term. The primary purpose of the BOD is to serve as representatives of the Shareholders, safeguarding their rights and interests. Upon appointment, the BOD acknowledged the duties, responsibilities, attendance requirements, adherence to the code of conduct, and confidentiality associated with such a role.

Furthermore, in line with the corporate governance laws, rules, and regulations, the Board members are subject to periodic training courses, which are organised by BNH either internally or in cooperation with external training and education institutions. In addition, the BOD, and Board Committees' members are subjected to an annual evaluation system in accordance with the relevant rules of governance to regularly assess the members' effectiveness and contribution.

The Board is committed to following and adhering to BNH's internal policies in relation to the business code of ethics as it is responsible for the stewardship of BNH's business and affairs on behalf of the Shareholders, with a view to enhancing long-term Shareholders' value while protecting the rights and interests of other stakeholders while maintaining high standards of transparency and accountability. This has been achieved through the monitoring system that the Board has put in place via its Audit, Compliance and Risk Committee (ACRC), whose Chairman represents to the Board the matters discussed in relation to compliance with the applicable laws and regulations. Moreover, in order for the Board to ensure the implementation of the transparency policy, the Board is devoted to providing open communication channels with BNH's Shareholders via BNH's website, emails, the press, and its social networking sites, as well as at the periodic Shareholders' meetings. The names and profiles of Directors are listed on page (30-33) .

Independence of Directors

An independent director is a member of the BOD who does not have a material relationship with BNH that can interfere with a director's judgement and is not involved with the day-to-day operations of BNH. In line with the obligations of the CBB's HC Module and the Corporate Governance Code, BNH has adopted comprehensive procedures to review and determine the independence of directors on an annual basis. In 2025, four members of the Board have met the legal requirements to be categorised as 'Independent Directors'.

Election system of Directors

The BOD are elected through the secret cumulative voting in the General Assembly meeting, and cumulative voting is a method where each Shareholder shall be granted voting power in proportion to number of shares he/she holds. This method ensures the achievement of BNH's objectives and increase the opportunity for the minority Shareholders to be represented in the BOD.

Termination of the Director(s)

BNH follows the regulations and laws set forth by MOIC, CBB, BHB, and BNH's article and memorandum of association in respect to the termination of a Board Member.

Accordingly, the Director's membership of the Board may terminate in the following events:

- In accordance with Article (18) and (197) of the BCCL.
- If he was appointed or elected contrary to the provisions of the Central Bank of Bahrain rules and regulations, the Commercial Companies Law and/or BNH's article of association.
- If he forfeits any of the conditions of Membership of the BOD as stated in BNH's article of association and Article (25)
- If he misuses his position as Director in carrying on personal matters or business in which he has a personal interest, or that is competitive to that of BNH or if he causes any type of actual damage to BNH or adversely affected its reputation. Termination from the BOD shall not prejudice BNH's right to compensation.
- If he fails to attend at least 75% of all the Board meetings in a given financial year without lawful excuse notified in writing to the Board, and the Board shall resolve this matter as it may deem fit.
- If he resigns or withdraws from his office, provided the foregoing shall be done in an opportune and suitable time, otherwise he shall be liable to pay compensation to BNH.
- If he accepts appointment in any other office in BNH for which he would receive salary or remuneration other than that which the BOD may decide from time to time to remunerate him because of the executive nature of his duties.

Removal of Directors:

The general assembly may remove all, or some, of the members of the BOD even if BNH's Articles of Incorporation provides otherwise. A request for this purpose shall be submitted by a number of Shareholders representing at least ten percent (10%) of the capital, and the BOD shall submit the request to the general assembly within no more than one month from the date it is submitted, or else the Ministry of Commerce and Industry shall send out the invitation. The general assembly may not debate the removal request if it is not listed on its agenda, unless serious developments take place during the meeting. The member removed may claim compensation from BNH if his removal is made without an acceptable reason or at an inopportune time.

The member of the BOD may resign his office provided that this should be at a suitable time, or else he shall be liable to pay compensation.

Corporate Governance

(Continued)

Board Duties

- Adopting the commercial and financial policies associated with BNH's performance and achievement of its objectives, drawing, oversee reviewing BNH's plans, policies and strategies.
- Setting and supervising the regulations and systems of BNH's internal control.
- Determining BNH's optimal capital structure, strategies and financial objectives and approving annual budgets.
- Approving BNH's quarterly and annual financial statements.
- Monitoring the executive Management's activities.
- Forming specialised committees emerging from the BOD.
- Setting a mechanism to regulate transactions with related parties in order to minimise conflicts of interest.
- Assuring equitable treatment of Shareholders, including the minority Shareholders.

Material Transactions that require the Board's approval

Material transactions requiring approval by the Board include large transactions and any other significant strategic, investment or major funding decisions in accordance with the Board-approved authority matrix approved by the Board and as prescribed under Board-approved policies and procedures

Membership statistics by gender in the BOD

No. of members of the BOD	Male	Percentage	Female	Percentage
11	11	100%	-	-

There was a female nominee last election (2023) but did not obtain sufficient votes for a seat in the Board.

Ownership of BNH shares by the BOD and Executive Management (from January to December 2025)

Name of Shareholder (Directors)	Title	Shares as of 01/01/2025	Shares as of 31/12/2025	Changes
Abdulhussain Khalil Dewani	Chairman	1,427,152	1,427,152	-
Ghassan Qasim Fakhroo	Vice Chairman	105,000	105,000	-
Abdulrahman Mohamed Juma	Board Member	915,398	935,398	20,000
Jehad Yusuf Amin	Board Member	3,578,000	3,600,000	22,000
Ali Hasan Mahmood	Board Member	904,999	904,999	-
Ayad Saad AlGosaibi	Board Member	105,000	105,000	-
Sami Mohamed Sharif Zainal	Board Member	64,058	64,058	-
Talal Fuad Kanoo	Board Member	152,037	152,037	-
Sameer Ebrahim Alwazzan	Board Member	114,741	114,741	-
Hussain Abdulhameed Alshehab	Board Member	577	35,641	35,064

Description of the transactions made by the directors, their spouses, and their sons on the Group's shares during the year 2025:

Name	Position/kinship	Shares as of 31/12/2025	Total sale transaction	Total purchase transaction
Abdulrahman Mohamed Juma	Board Member	935,398	-	20,000
Jehad Yusuf Amin	Board Member	3,600,000	-	22,000
Hussain Abdulhameed Alshehab	Board Member	35,641	-	35,064

Corporate Governance

(Continued)

Directors' Attendance at Board Meetings in 2025

Board members	Title	1 st Meeting 11 Feb	2 nd Meeting 25 Feb	3 rd Meeting 12 May	4 th Meeting 11 Aug	5 th Meeting 11 Nov	6 th Meeting 24 Dec	Attendance percentage
Abdulhusain Khalil Dewani	Chairman (Non-Executive Director)	✓	✓	✓	✓	✓	✓	100%
Ghassan Qasim Fakhroo	Vice Chairman (Non-Executive Director)	✓	✓	✓	✓	✓	✓	100%
Jehad Yusuf Amin	Board Member (Independent Non-Executive Director)	✓	✓	✓	✓	✓	✓	100%
Sami Mohamed Sharif Zainal	Board Member (Non-Executive Director)	✓	✓	✓	✓	✓	✓	100%
Ayad Saad Algosaiabi	Board Member (Independent Non-Executive Director)	✓	✓	✓*	✓*	✓	✓	100%
Abdulrahman Mohamed Juma	Board Member (Non-Executive Director)	✓	✓	✓	✓	✓	✓	100 %
Talal Fuad Kanoo	Board Member (Non-Executive Director)	✓	✗	✓	✓	✗	✓	67 %
Ali Hasan Mahmood	Board Member (Non-Executive Director)	✓	✓	✓	✓	✓	✓	100 %
Abbas Abdulmohsen Radhi	Board Member (Independent Non-Executive Director)	✓	✓	✓	✓	✓	✓	100%
Hussain Abdulhameed Alshehab	Board Member (Independent Non-Executive Director)	✗	✓	✓	✓	✓	✓	83%
Sameer Ebrahim Alwazzan	Board Member (Non-Executive Director)	✓	✓	✓	✓	✓	✓	100%

* Attended remotely

- Mr. Abdulhusain Khalil Dewani is the Chairman of the Board.
- The induction and orientation process is carried out for the BOD with the assistance of BNH's Chief Executive Officer and the Corporate Secretary. The process is managed by means of continuous meetings and discussions with the Senior Management, and both External and Internal Auditors, for the purpose of increasing awareness of current issues and market trends.
- The BOD is required to meet at least four times in a financial year, and Board members must attend at least 75% of meetings held during a financial year.
- The remuneration for Directors is determined by the Shareholders at the Annual General Meeting.
- BNH's Board held six meetings during the year 2025.

Description of the remunerations including sitting fees to the directors for their membership and attendance of the Board and Board's committees in the financial year 2025 according to the following table:

Name	Fixed remunerations					Variable remunerations							
	Remunerations of the chairman and BOD	Total allowance for attending Board and committee meetings	Salaries	Others	Total	Remunerations of the chairman and BOD (proposed)	Bonus	Incentive plans	Others	Total	End-of-service award	Aggregate amount (Does not include expense allowance)	Expenses Allowance
Independent Directors:													
Jehad Yusuf Amin	-	11,000	-	3,024	14,024	100,000	-	-	-	100,000	-	114,024	-
Ayad Saad Algosaiabi	-	8,500	-	1,351	9,851	20,000	-	-	-	20,000	-	29,851	-
Abbas Abdulmohsen Radhi	-	9,200	-	3,024	12,224	20,000	-	-	-	20,000	-	32,224	-
Hussain Alshehab	-	4,167	-	938	5,105	20,000	-	-	-	20,000	-	25,105	-
Non-Executive Directors:													
Abdulhussain Khalil Dewani	-	8,000	-	3,024	11,024	40,000	-	-	-	40,000	-	51,024	-
Abdulrahman Mohamed Juma	-	8,000	-	3,024	11,024	20,000	-	-	-	20,000	-	31,024	-
Sami Mohamed Sharif Zainal	-	8,500	-	1,351	9,851	30,000	-	-	-	30,000	-	39,851	-
Ghassan Qasim Fakhroo	-	9,200	-	2,851	12,051	100,000	-	-	-	100,000	-	112,051	-
Ali Hasan Mahmood	-	5,000	-	2,587	7,587	20,000	-	-	-	20,000	-	27,587	-
Talal Fuad Kanoo	-	3,333	-	1,351	4,684	20,000	-	-	-	20,000	-	24,684	-
Sameer AlWazzan	-	7,500	-	3,024	10,524	20,000	-	-	-	20,000	-	30,524	-
Executive Directors:													
-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	82,400	-	25,549	107,949	410,000	-	-	-	410,000	-	517,949	-

Corporate Governance

(Continued)

BOARD COMMITTEES

Audit, Compliance & Risks Committee (ACRC)

Responsibilities

- Oversee the selection performance, and remuneration of the External Auditors, and recommend their appointment to the Board for approval at the Annual General Meeting.
- Approve the Head of Internal Audit's appointment, replacement, reassignment or dismissal.
- Review and approve the annual plans for Internal Audit, Compliance and Risk.
- Review the reviewed and/or audited annual, quarterly, and semi-annual Financial Statements, discuss them with Management, and recommend them to the Board for approval.
- Assist in developing the Risk Management framework.
- Ensure compliance with applicable regulatory and legal rules and requirements.
- Carry out investigations as instructed by the Board.
- Review the arrangements for Whistleblowing and ensure that whistleblowers are heard and their rights are safeguarded.
- Oversee procedures and internal controls consistent with the Corporate Governance framework.
- Monitor the effectiveness and integrity of internal control systems.
- Ensure that all ACRC members are familiar with significant accounting, reporting, and auditing matters, including Management estimates and relevant professional and regulatory pronouncements, and understand their impact on the Financial Statements.
- Review and discuss the adequacy of internal audit resources, procedures, and controls, as well as the compliance function and any risk Management systems.
- Ensure appropriate processes are established and maintained to address critical financial reporting risks and enhance the transparency and reliability of financial reporting.
- Assess the independence, accountability, and effectiveness of the External Auditors.

Directors' Attendance at ACRC Meetings in 2025

Board members	Title	1 st Meeting 17 FEB	2 nd Meeting 5 MAR **	3 rd Meeting 6 MAY	4 th Meeting 19 MAY **	5 th Meeting 6 AUG	6 th Meeting 11 SEP **	7 th Meeting 6 Nov	Attendance percentage	Sitting Fees per Meeting (BD)	Aggregate Sitting Fees (BD)
Abbas Abdulmohsen Radhi	Chairman (Independent Non-Executive Director)	✓	✓	✓	✓	✓	✓	✓	100%	600	4,200
Ayad Saad AlGosaibi	Vice Chairman (Independent Non-Executive Director)	✓	✓	✓	✓	✓*	✓	✓	100%	500	3,500
Abdulrahman Mohamed Juma	Member (Non-Executive Director)	✓	✓	✓	✓	✓	✓	✗	86%	500	3,000

* Attended remotely

- **** The following Members attended the meeting by invitation**
- Ghassan Fakhroo – by invitation in his capacity as EIC Chairman
- Mr. Abbas Abdulmohsen Radhi is the Chairman of the ACRC.
- The ACRC is required to meet at least four times in a financial year.
- BNH's ACRC held seven meetings during the year 2025.

Corporate Governance

(Continued)

BOARD COMMITTEES

Executive & Investment Committee (EIC)

Responsibilities

- Monitor the development and execution of BNH's strategy in line with the approved business plan.
- Guide, oversee and coordinate the Management and performance of BNH in line with approved strategies, business plans, and budgets.
- Develop, review and monitor BNH's investment policies as part of the overall business planning process.
- Review and recommend investment opportunities to the BOD, as appropriate.
- Review BNH's portfolio of investments on an ongoing basis and assess performance against strategic and financial objectives.
- Recommend remedial actions where required, including value creation initiatives, restructuring, divestments, or other strategic interventions.
- Assist in overseeing BNH's financial requirements, including ensuring that effective performance monitoring tools in place and that Key Performance Indicators (KPIs) are tracked and achieved.

Directors' Attendance at EIC Meetings in 2025

Board members	Title	1 st Meeting 5 FEB	2 nd Meeting 23 FEB	3 rd Meeting 8 MAY	4 th Meeting 3 JUNE	5 th Meeting 10&11 AUG	6 th Meeting 9 NOV	7 th Meeting 22 DEC	Attendance percentage	Sitting Fees per Meeting (BD)	Aggregate Sitting Fees (BD)
Chassan Qasim Fakhroo	Chairman (Non-Executive Director)	✓	✓	✓	✓	✓	✓	✓	100%	600	4,200
Sami Mohamed Sharif Zainal	Vice Chairman (Independent Non-Executive Director)	✓	✓	✓	✓	✓	✓	✓	100%	500	3,500
Jehad Yusuf Amin	Board Member (Independent Non-Executive Director)	✓	✓	✓	✓	✓	✓	✓	100%	500	3,500

- Mr. Chassan Fakhroo is the Chairman of the EIC.
- The EIC is required to meet at least four times in a financial year.
- BNH's EIC held seven meetings during the year 2025.

Nomination, Remuneration & Corporate Governance Committee (NRCC)

Responsibilities

- Monitor the establishment and ongoing effectiveness of an appropriate Corporate Governance framework.
- Nominate members of the Board and its Committees, as well as BNH CEO, CFO, CIO and Corporate Secretary
- Make recommendations to the Board regarding changes to the composition of the Board and its Committees.
- Assist the Board in developing and maintaining succession plans for Directors and Senior Executives.
- Recommend to the Board the remuneration policy and individual remuneration packages for Senior Executives.
- Evaluate the performance of the Board, its Committees, and Senior Executives.

Directors' Attendance at NRCC Meetings in 2025

Board members	Title	1 st Meeting 24 FEB	2 nd Meeting 27 APRIL	3 rd Meeting 11 AUG	4 th Meeting 9 NOV	5 th Meeting 31 DEC	Attendance percentage	Sitting Fees per Meeting (BD)	Aggregate Sitting Fees (BD)
Abdulhusain Khalil Dewani	Chairman (Non-Executive Director)	✓	✓	✓	✓	✓*	100%	600	3,000
Jehad Yusuf Amin	Vice Chairman (Independent Non-Executive Director)	✓	✓	✓	✓	✓*	100%	500	2,500
Sameer Ebrahim Alwazzan	Member (Non-Executive Director)	✓	✓	✓	✓	✓*	100%	500	2,500

* Attended remotely

- Mr. Abdulhusain Khalil Dewani is the Chairman of the NRCC.
- The NRCC is required to meet at least twice a year.
- BNH's NRCC held five meetings during the year 2025.

Corporate Governance

(Continued)

Performance Evaluation of Board & Committees

In accordance with Corporate Governance requirements, the Board conducts an annual self-evaluation of its performance, the performance of each Board committee, and individual Directors. The evaluation is carried out through a structured questionnaire based pre-defined assessment criteria.

At BNH, the Nomination, Remuneration and Governance Committee oversees the evaluation process and reviews the results to ensure that the Board and its Committees have effectively discharged their responsibilities. The Committee also ensures that any recommendations arising from the evaluation are appropriately considered and addressed.

The Annual General Meeting

In accordance with the Commercial Companies Law Decree No. 21 of 2001 (and as amended), all shareholding companies shall hold an Annual General Meeting (AGM). The AGM serves as a formal forum for Shareholders to discuss company matters, review performance and vote on resolutions.

The AGM represents BNH's highest decision-making body, providing Shareholders with the opportunity to review and evaluate BNH's performance and participate in key governance decisions. The Corporate Governance Framework encourages BNH's Directors to attend the AGM to present the annual financial statements and the BOD' Report. The AGM also serves as the platform through which Shareholders approve resolutions and vote on Board elections.

At BNH's last annual Shareholders meeting dated 23 March 2025, 11 Directors attended the AGM. Shareholders approved a dividend of 35 Fils per share, which was subsequently paid in April 2025.

Statutory requirements govern the notice period to convening the AGM. Notices must be issued to Shareholders, their representatives and Bahrain Bourse at least 21 days before the meeting. BNH publishes its AGM notice in local newspapers and through a Bahrain Bourse announcement, including the meeting invitation and agenda items.

AGMs must meet the legal quorum requirements under the Commercial Companies Law to ensure the validity of the voting results. Following the meeting, BNH makes the AGM minutes available to Shareholders and the competent authorities within 15 days from the date of the meeting.

The Extraordinary General Meeting

An Extraordinary General Meeting (EGM) refers to any Shareholders' meeting convened by a company other than the Annual General Meeting, and is held to address specific matters as prescribed under Article (210) of the Bahrain Commercial Companies Law (BCCL). BNH convened an EGM on 23 March 2025 to address matters of significance as part of BNH's ongoing governance process.

Shareholders' Rights

BNH consistently complies with the statutory obligations set out under the BCCL and its amendments with respect to Shareholders' rights and general assemblies. BNH has dedicated a section on its website, (www.bnh.bh) outlining Shareholders' rights to convene, attend and vote at Shareholder meetings, as well as to communicate openly with BNH.

The Management

The Board has delegated responsibility for the day-to-day Management of BNH's operations to BNH Chief Executive Officer (Group CEO), who is supported by an experienced Senior Management team and a number of operational committees, as outlined in this report. The names and profiles of BNH CEO and Senior Management team are presented in page (48-49) of this annual report.

The total of the top 6 remunerations paid in 2025 to the Key Management staff including salaries, privileges, allowances and annual bonus: **BD 1,104,313**

Executive Management	Total paid salaries and allowances	Total paid remuneration (Bonus)	Any other cash/ in kind remuneration for 2025	Aggregate Amount
Top 6 remunerations for executives, including CEO and CFO	586,500	265,835	251,978	1,104,313

Notes:

- Remuneration earned if the executives are also on the BOD of subsidiaries or other entities of BNH are excluded.
- Disclosure is for the top 6 executives who are employed by BNH at any time during 2025.

Executive Management



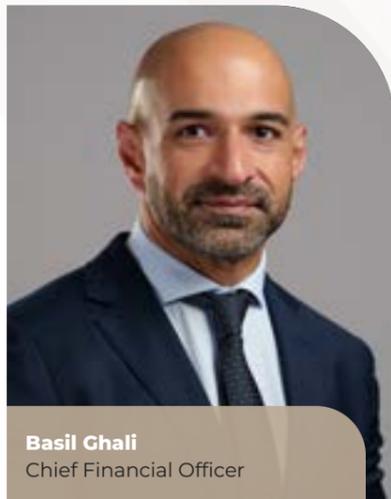
Raed Abdulla Fakhri
Group CEO

Raed has over 30 years of experience in investments, business development, and engineering. Prior to his previous position as Advisor of Local Impact Investments at Mumtalakat, he held several senior leadership roles, including Managing Director of Local Impact Investments and Vice President of Investments at Mumtalakat, Investment Director at Capinvest Investment Bank, Senior Manager at Batelco, and Engineer at Gulf Petrochemical Industries. He is also the Co-Founder of BDI Partners, which was established in 2010, and has led the firm as its Managing Director.

Throughout his career, Raed has served on several boards, including Gulf Air Group, The

Cranemere Group, and the American University of Bahrain. He also held the position of Board Member and Deputy Chairman at BEYON. In 2025, Raed was appointed to the Board of Directors of Bahrain Bourse. In addition to the Bahrain Bourse, Raed currently serves on the boards of National Finance House (NFH) and Aljabr Finance in Saudi Arabia.

Raed holds an Executive MBA from the University of Bahrain and a Bachelor of Science in Electronics Engineering Technology from the University of Central Florida in Orlando, USA.



Basil Ghali
Chief Financial Officer

With over 19 years of experience in Finance, Restructuring, and Portfolio Operations, Basil brings a wealth of expertise to BNH. Prior to joining BNH, Basil served as the Senior Director of Local Impact Investments at Mumtalakat, overseeing a portfolio of assets undergoing transformations.

Before that, Basil was the Chief Financial Officer of Shoaibi Group in Saudi Arabia. Basil began his career at Macquarie Capital in London, UK, focusing on proprietary investments.

Basil has successfully managed transactions exceeding US\$ 4.5bn across various industries and asset classes, from SMEs to large organisations, consistently demonstrating

a successful track record in operational turnarounds and transformations.

Currently, he sits on the boards of Al Kindi Hospital B.S.C and iAssist Middle East W.L.L. Basil has held multiple leadership roles and board memberships, including positions with BIC Holding, Bahrain International Circuit W.L.L., Al Dana Amphitheatre B.S.C., and Bahrain Flour Mills B.S.C., Gulf Customer Experience B.S.C., as well as contributing to several board committees of these entities.

Basil holds a Bachelor's degree in Accounting and Finance and a Master's degree in Management from the London School of Economics and Political Science (LSE).

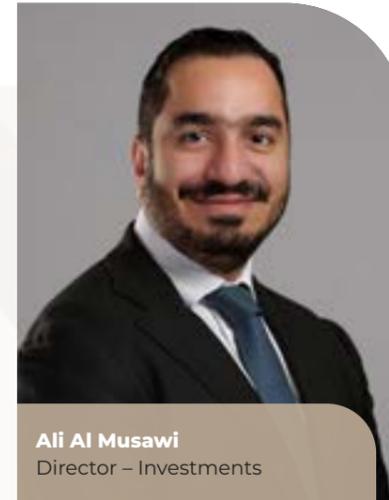


Ahmed Adnan Al-Aseeri
Chief Investment Officer

Ahmed has over 18 years of experience in consulting and investment management, with a track record of investments in startups, greenfield projects, mature companies, and turnarounds of distressed assets. He started his career at KPMG and then progressed across roles in real estate and private equity investments at Investate, Oasis Capital, and Mumtalakat, before his current role at Bahrain National Holding Company. Throughout his career, he has managed assets with combined values exceeding \$3 billion, executed transactions from inception through execution to successful exits, and implemented value creation plans to drive growth and improve performance across portfolio companies.

Ahmed has served on several boards and board committees, including as Chairman of Southern Tourism Company (now rebranded as Masar), and as a board member of Silah Gulf, The Royal Golf Club, FAI rent-a-jet, Mueller Middle East, and others. He currently serves on the board of National Finance House.

He holds a Bachelor's degree in Computer Science from Trinity College Dublin and an MBA from Cass Business School.



Ali Al Musawi
Director – Investments

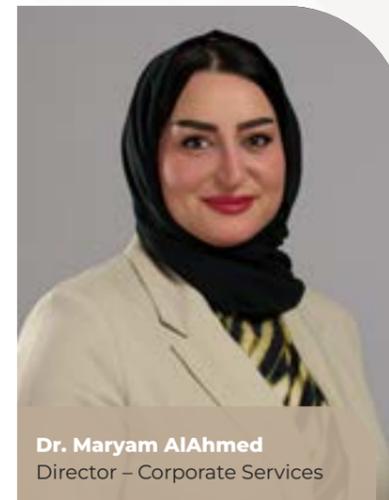
Ali Al Musawi is the Director of Investments at Bahrain National Holding Company (BNH), where he is responsible for sourcing, evaluating, and managing investments, as well as driving value creation initiatives across BNH's portfolio. He brings over a decade of experience in direct investments, portfolio management, and strategic value enhancement across a wide range of sectors.

Prior to joining BNH, Mr. Al Musawi held key roles at Bahrain Mumtalakat Holding Company, where he was actively involved in the execution and management of strategic investments. During his tenure, he played a key role in business transformation initiatives, portfolio oversight, and the development and implementation of value creation strategies across several portfolio companies.

Throughout his career, Mr. Al Musawi has been responsible for evaluating investment opportunities, conducting due diligence, structuring, and executing transactions, and overseeing post-investment performance. He has led and supported turnaround and transformation strategies aimed at improving operational efficiency, strengthening governance, and enhancing financial performance, ultimately contributing to sustainable value creation within portfolio companies.

Mr. Al Musawi has also worked closely with management teams and boards to drive strategic initiatives, monitor performance against key metrics, and support long-term growth objectives.

His experience spans multiple stages of the investment lifecycle, from initial assessment and execution to active ownership and exit planning. Mr. Al Musawi is a CFA charterholder and holds the CAIA designation. He earned a Bachelor of Science (Honours) in Economics from University College London (UCL).



Dr. Maryam AlAhmed
Director – Corporate Services

Dr. Maryam joined Bahrain National Holding Company in July 2021 and brings over two decades of progressive experience in human capital management, organisational development, and corporate services. She holds a Bachelor's degree in Computer Science and a Master's degree in Human Resources Management from DePaul University, reflecting a strong blend of technical and people-centric expertise.

Prior to joining Bahrain National Holding Company, Dr. Maryam served as HR & Administration Manager at Seef Properties, where she played a key role in strengthening HR frameworks and supporting organisational growth. Earlier in her career, she held the position of Assistant HR Manager at Kuwait

Finance House – Bahrain (KFHB), gaining valuable experience within a regulated financial services environment.

Dr. Maryam began her professional career in human resources in 2003 as a Career Counselor at the University of Bahrain's Career Counseling Office. During her tenure, she expanded her focus to Organisational Culture Development and Talent Management and later continued to deepen this specialisation at Batelco. Across these roles, she was actively involved in leading and supporting organisational transformation initiatives.

Throughout her career, Dr. Maryam has worked on numerous strategic projects and led organizational change initiatives in areas

including performance management and competitiveness, leadership development, employee engagement and development, the utilisation of assessments and key performance indicators (KPIs) in designing career progression frameworks, and organisational restructuring associated with joint ventures, mergers, and acquisitions.

In addition to her corporate leadership roles, Dr. Maryam has also pursued consulting engagements and academic lecturing, contributing to knowledge sharing and professional development within the HR field. In 2022, she earned her PhD in Innovation from the Arabian Gulf University (AGU). Her doctoral research focused on "The Impact of HR Practices on Innovative Work Behavior," further reinforcing her expertise at the intersection of human capital management and innovation.

Currently, Dr. Maryam is responsible for leading the Corporate Services line at Bahrain National Holding Company, overseeing Human Capital, Corporate Communication and Investor Relations, Facility and Property Management, IT and Procurement functions, and plays a key role in supporting BNH's strategic and operational objectives. Recently Dr. Maryam has been appointed as a Board member of iAssist Middle East W.L.L., a subsidiary owned by BNH.

Corporate Governance

(Continued)

OPERATIONAL COMMITTEES

Management Committee (“MC”)

Objectives and Responsibilities:

The purpose of the MC is to oversee the day-to-day operations of BNH and ensure that it is meeting its goals and objectives. This includes monitoring performance, identifying areas for improvement, and making recommendations to the BOD, as appropriate.

The MC’s Key responsibilities include the following:

1. Monitoring the Organisational Performance

- Monitor BNH’s operational and financial performance on a regular basis.
- Review financial statements, operational reports, and other relevant Management information.

2. Identifying Areas for Improvement

- Identify opportunities to enhance performance, including growth initiatives, cost efficiencies, and process improvements.

3. Recommendations to the Board of Directors and Board Committees:

- Recommend to the BOD on matters related to BNH’s operations, including budgets, resourcing, and other operational matters.
- Provide regular updates to the BOD and relevant committees on the MC’s activities, findings and recommendations.

Composition:

Function Title	Name	Role
Group Chief Executive Officer	Raed Fakhri	Chairman
Chief Financial Officer	Basil Ghali	Member
Chief Investment Officer	Ahmed Al-Aseeri	Member
Corporate Services – Director	Dr Maryam Al Ahmed	Member
GCEO Office Manager	Dalia Al Shebli	MC Secretary

Management Investment Committee (“MIC”)

Objectives and Responsibilities:

The primary objective of the MIC is to oversee and guide the investment strategy and Management of BNH’s portfolio of assets. This includes the prudent oversight of both the Marketable Portfolio and the Direct Investments portfolio.

The MIC is responsible for ensuring that these portfolios are managed effectively and in a manner consistent with BNH’s overall investment objectives, risk tolerance, and financial goals, as set out in Board-approved investment policies. Through this mandate, the MIC support’s BNH’s long-term financial stability and growth.

The MIC’s Key responsibilities include the following:

1. Strategic Investment Oversight and Recommendations to the Board of Directors:

- Formulate and periodically review BNH’s investment strategy for both the Marketable Portfolio and the Direct Investments portfolio.
- Provide recommendations to the BOD and the relevant Board committee(s) regarding investment decisions and strategies.
- Propose actions or changes in strategy based on market analysis, performance outcomes, and risk assessments.
- Ensure alignment of the investment strategies with the BNH’s overall financial goals and risk appetite.
- Oversee the asset allocations and diversification strategies within the Board-approved limits, to optimise the balance between risk and return.

2. Performance Monitoring:

- Regularly review and assess the performance of the investment portfolios against established benchmarks and objectives.
- Analyse performance reports and provide insights into the results, identifying areas for improvement or adjustment.
- Ensure that performance metrics are relevant, accurate, and provide a clear picture of the portfolios’ status.

3. Risk Management:

- Oversee the identification, evaluation, and Management of investment risks across both portfolios.
- Ensure that risk Management strategies and tools are effectively employed to minimise adverse impacts on the portfolios.

Corporate Governance

(Continued)

4. Policy and Guidelines Review:

- Develop and maintain comprehensive investment policies and guidelines that govern the management of the Marketable Portfolio and the Private Equity portfolio.
- Provide recommendations to the Board of Directors to update these policies periodically to reflect changes in market conditions, Company strategy, and regulatory requirements.
- Ensure that investment decisions are made within the framework of these established policies and guidelines.

5. Legal, Compliance and Regulatory Oversight:

- Monitor investment activities for compliance with legal, regulatory, and ethical standards.
- Stay abreast of changes in the legal and regulatory environment and ensure that investments are managed accordingly.

6. Limitations and Exclusions:

- While the MIC has a broad scope of responsibilities, it is not directly involved in the day-to-day management of investment operations, which is delegated to respective investment teams or external managers.

Composition:

Function Title	Name	Role
Group Chief Executive Officer	Raed Fakhri	Chairman
Chief Financial Officer	Basil Ghali	Member
Chief Investment Officer	Ahmed Al-Aseeri	Member
Risk Manager	Outsourced	Non-voting member
GCEO Office Manager	Dalia Al Shebli	MC Secretary

Procurement Committee ("PC")

Objectives and Responsibilities:

The PC is responsible for overseeing BNH's procurement framework to ensure alignment with its strategic objectives, regulatory requirements, and industry best practices, while supporting the national economy through engagement with local vendors and suppliers.

The PC's Key responsibilities include:

- Develop, review and maintain procurement policies and procedures that align with BNH's strategic goals, legal requirements and best practices, including processes for vendor registration and conflict-of-interest declarations.
- Ensure procurement activities adhere to best practice standards that promote fairness, transparency and competitive sourcing.
- Recommend updates to procurement policies and procedures to the BOD, as required.
- Collaborate with business units to develop the annual procurement plan and budget, ensuring accuracy and alignment with operational requirements.
- Ensure procurement activities are executed accordance with approved plans and budgets.
- Review the annual procurement plan to ensure alignment with Key KPIs and targets, including identifying opportunities for cost savings and, where applicable, revenue generation through economies of scale, effective negotiations and efficient procurement practices.
- Monitor and evaluate vendor and supplier performance against agreed deliverables to ensure value for money for BNH and its Shareholders.
- Identifying procurement-related risks and ensure appropriate mitigation measures are implemented across BNH and its portfolio companies.

Composition:

Function Title	Name	Role
Corporate Services – Director	Dr Maryam Al Ahmed	Chairwoman
Chief Financial Officer	Basil Ghali	Member
Chief Investment Officer	Ahmed Al-Aseeri	Member
VP - Finance	Nada Ayoob	Member
Corporate Services – Senior Specialist	Mohamed Alkooheji	PC Secretary

Corporate Governance

(Continued)

Compliance

BNH recognises its responsibilities and commitments to regulatory compliance and ensures that all business activities adhere to the applicable rules, regulations, and guidelines issued by the Central Bank of Bahrain and other relevant regulatory authorities. The Compliance function is responsible for overseeing compliance matters and reports directly to the Board's ACRC. It also serves as the primary point of contact with regulatory authorities.

As part of its mandate to assess the adequacy and effectiveness of BNH's compliance framework, the Compliance Department maintains an internally developed Compliance Matrix to support ongoing monitoring process (Compliance Monitoring Programme). In addition, a compliance calendar is maintained to ensure the timely submission of all regulatory filings and date-sensitive requirements.

Compliance activities are carried out in accordance with a plan approved by the Board's ACRC. Legal matters are overseen by the Legal Department, while risk Management activities are outsourced to an external service provider.

Anti-Money Laundering (AML)

BNH is committed to complying with the applicable requirements relating to anti-money laundering, counter-terrorist financing, and the prevention of the proliferation of weapons, in accordance with the Anti-Money Laundering Law Decree No. (4) of 2001, and the regulations issued by the Central Bank of Bahrain.

The Company applies appropriate internal policies and procedures to prevent, identify, and report any activities that may involve money laundering, terrorist financing, or proliferation-related risks, in line with the applicable regulatory requirements.

BNH periodically reviews its AML-related policies and procedures and promotes employee awareness of relevant obligations, as necessary, to support ongoing compliance with applicable laws and regulatory guidelines.

Risk Management

The risk Management function has been outsourced to Acuity Analytics (formerly Acuity Knowledge Partners), one of the world's largest outsourcing firms providing risk Management and related professional services.

Acuity Analytics will support the design and implementation of a robust Enterprise Risk Management ("ERM") framework for BNH, including defining BNH wide risk universe across all functions for investment & non-investment categories. This will involve active monitoring of Key Risk Indicators (KRIs) to generate actionable insights, enabling timely risk identification and mitigation at a group level. Additionally, Acuity Analytics will also establish mechanisms to track and report risk Management activities, provide due diligence support, and prepare risk assessment notes on investments for BNH's executive Management.

The arrangement became effective in October 2025 and was implemented to strengthen BNH's risk Management capabilities through access to specialised expertise, advanced analytical tools, and industry best practices. Oversight of the risk Management framework and accountability for risk related decisions remain with Management and the BOD.

Internal Audit

The BOD appointed Protiviti Member Firm Bahrain W.L.L. as BNH's Internal Auditor in June 2024. The internal auditor conducted an assessment of the adequacy and effectiveness of internal control systems and developed a comprehensive internal audit plan, which was subsequently approved by the Audit, Compliance and Risk Committee (ACRC).

Protiviti performs its internal audit activities in accordance with internationally recognised auditing standards and best practices. The Internal Audit function contributes to the evaluation and enhancement of BNH's risk Management, internal control, and governance processes. Internal Audit supports BNH in mitigating risks and strengthening its overall governance framework.

Corporate Governance

(Continued)

External Auditors

Based on the recommendation of the BOD, Shareholders appointed KPMG as the external auditor for the 2025 consolidated financial statements, as well as for the review of 2025's quarterly, half-yearly and year-end financial reports.

KPMG conducts its audit in accordance with the International Standards on Auditing (ISAs) with the objective of obtaining reasonable assurance that BNH's consolidated financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes an independent audit opinion. While reasonable assurance represents a high level of assurance, it does not guarantee that an audit performed in accordance with ISAs will always detect material misstatements.

KPMG is independent of BNH in accordance with the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements applicable in the Kingdom of Bahrain. The auditors have complied with all ethical responsibilities under these standards.

In addition to external audit services, KPMG provides certain non-audit related services, including Agreed-Upon Procedures, in accordance with the International Standard on Related Services applicable as requested by Central Bank of Bahrain and Ministry of Industry & Commerce.

Audit and non-audit fees paid by BNH for 2025

	Amount BD
Audit and review fees	18,600
Non-audit fees	11,200

Whistleblowing Policy

In its commitment to the highest standards of corporate governance, BNH has implemented a Whistleblowing Policy that enables employees, vendors, service providers, customers or any third party to report misconduct or concerns in a confidential manner. The policy sets out clear procedures reporting such matters to the appropriate channels, without fear of retaliation. The policy is accessible to employees through BNH's intranet and to customers and third parties via BNH's website.

Transparency & Efficiency

In developing its Corporate Governance framework, BNH aims to promote transparency and efficiency across all governance processes for the benefit of its stakeholders. Particular emphasis is placed on areas such as insider and Key person trading, anti-money laundering, information security and the prudent Management of financial assets.

Employment of Relatives

As a general principle, Management does not permit the employment of closely related individuals within BNH. However, where no actual or perceived conflict of interest arises from personal or business relationship, such employment may be approved by BNH CEO or the BOD, based on a review of the specific circumstances of each case.

BNH fully complies with the CGC and has adopted additional measures to ensure its effective implementation. In certain areas, BNH applies standards that are more stringent than those prescribed under the Code.

By way of example, the definition of "relatives" under the CGC is narrower than the scope applied by BNH. For the purposes of BNH policies, the term "closely related" includes spouses, parents, children, siblings, and in-laws (including father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, and daughter-in-law). All such relationships must be fully disclosed to BNH prior to the commencement of employment. Failure to make the required disclosure may result in disciplinary action, up to and including termination of employment.

For the avoidance of doubt, the term "employee" includes all CBB-approved persons, including members of the BOD, the Head of Compliance, and other designated roles. Closely related individuals are not permitted to be employed within the same department.

Policies & Procedures

In 2025, BNH continued to regularly review and update Key policies and procedures, covering critical operational and governance areas across all functions of the organisation. These reviews were undertaken to ensure continued alignment with applicable regulatory requirements, best practices, and the evolving needs of the business and to support effective risk Management, internal controls, and organisational oversight.

Corporate Governance

(Continued)

Directors & Officers Liability Insurance

BNH is covered under a Directors & Officers Liability Insurance Policy. The adequacy of the coverage is regularly assessed with reference to the size of the assets and future growth expectations. It is worth mentioning that no claims have been reported under the policy over the past ten years.

Key Persons Trading

BNH's compliance with the latest Key Persons Trading regulations of the Central Bank of Bahrain and the Bahrain Bourse is overseen by the ACRC which reports directly to the BOD. In line with regulatory requirements, BNH has submitted its Internal Audit report for the year 2025 in accordance with the requirements of the Central Bank of Bahrain.

Code of Conduct

BNH has established a Code of Business Ethics that sets out the expected standards of conduct and professional behaviour and working practices of the Directors, Management, and employees. Compliance with the code of Business Ethics is actively monitored, with Management overseeing adherence by staff. The Board of Directors, collectively or individually, maintains overall oversight to ensure consistent and effective application across the organisation.

Penalties

During the year, BNH did not incur or pay any monetary penalties to the Central Bank of Bahrain.

Communications

BNH is committed to maintaining effective, timely, transparent, and professional communication with its stakeholders, both internal and external. BNH utilises a range of communication channels to ensure the consistent dissemination of relevant information, including the Annual General Meeting, quarterly and annual reports, audited financial statements, corporate publications, the corporate website, internal communication platforms, press releases and announcements through the local and regional media. These channels support informed decision making by stakeholders and reinforce BNH's commitment to good governance and transparency.

Corporate Secretary

In accordance with the Corporate Governance Code and the applicable principles of the Kingdom of Bahrain, BNH maintains a dedicated corporate secretarial function. The corporate secretary is responsible for ensuring the integrity of BNH's governance framework, ensuring the efficient administration of the Company, maintaining compliance with statutory and regulatory requirements and facilitating the effective implementation of decisions made by the BOD.

The Corporate Secretary provides ongoing support to the Board and its committees by ensuring the orderly and efficient conduct of meetings, including the timely convening of meetings, proper documentation and circulation of materials, and the accurate recording and maintenance of minutes and resolutions.

Succession plan

In line with the requirements and principles of Corporate Governance, the BOD has reviewed and approved BNH's succession plan, including the policies and principles for selecting BNH CEO's successor, both in emergency situations and as part of normal business continuity planning. In addition, Management, in coordination with the BOD, has established succession plans for Key Senior Management positions within BNH, which are being implemented and periodically reviewed to ensure continuity of leadership, effective knowledge transfer, and the long term sustainability of BNH's operations.

Conflict of Interests

Directors, key shareholders, senior executives, and employees of BNH are required to avoid situations that may lead to actual or potential conflicts of interest with BNH. Any such situations are to be managed in accordance with the provisions of the Commercial Companies Law and the Corporate Governance Code of Bahrain.

In accordance with the BOD's internal regulations, any director or member of the executive Management who has a direct or indirect interest in a transaction involving a conflict of interest must obtain approval from the BOD. Any officer or director who, personally or through a related party, has a joint or conflicting interest in a matter presented to the Board must disclose such interest to the Board, and the disclosure must be recorded in the minutes of the meeting.

The concerned individual is not permitted to participate in the deliberation, discussion or voting on the relevant transaction(s). Disclosures must address the substance and potential impact of the transaction on the integrity of BNH's decisions and transactions, rather than just its legal form.

The Chairman shall report to the general assembly the results of the related-party transactions approved by the BOD at the first meeting following the implementation of the transaction. Such reporting shall be on a case-by-case basis and accompanied by a report from the external auditor. Details of the related-party transactions and the classification of the amounts due to these parties and the receivables therefrom are disclosed to the Shareholders.

BNH's external auditors are responsible for verifying that related parties perform their obligations arising from approved transactions and for ensuring appropriate disclosure in accordance with applicable international financial reporting standards and relevant laws.

Corporate Governance

(Continued)

Related Parties Transactions

The Commercial Companies Law, CBB's regulations and BNH's Corporate Governance Policy emphasise on a Director's duty to avoid situations that may give rise to actual or potential conflicts of interest. This includes circumstances where a Director has other responsibilities or business interest(s) with another entity that may conflict with the interests of BNH. Any Director with a direct or indirect interest in a contract or transaction is required to declare such conflict, including all material facts, and to abstain from deliberation and voting on the relevant matter.

As stipulated in BNH's Corporate Governance framework, the concerned Directors do not participate in decisions where they have or may have a potential conflict of interest.

Details of related party transactions involving BNH in 2025 are disclosed in Note 26 of the financial statements. BNH applies enhanced procedures for related parties' transactions and has established a mechanism to regulate transactions with related parties in order to minimise conflicts of interest.

The approval process for related-party transactions includes:

- Identifying the accounts of all related parties including personal and associate companies
- Identifying and documenting all transactions and balances related to the identified accounts
- Obtaining Board approval on quarterly basis
- Shareholders review and approval at the Annual General Assembly Meeting (AGM)

Status of compliance with CBB's High Level Controls Module

BNH as a Bahrain Bourse listed company is required to comply with the HC Module of the CBB Rulebook, Volumes 6. The HC Module contains both Rules and Guidance; Rules must be complied with, but Guidance may either be complied with or noncompliance explained to the Shareholders by way of an annual report and to the CBB.

BNH has provided the following explanations in relation to the below Guidance in Module HC Volume 6:

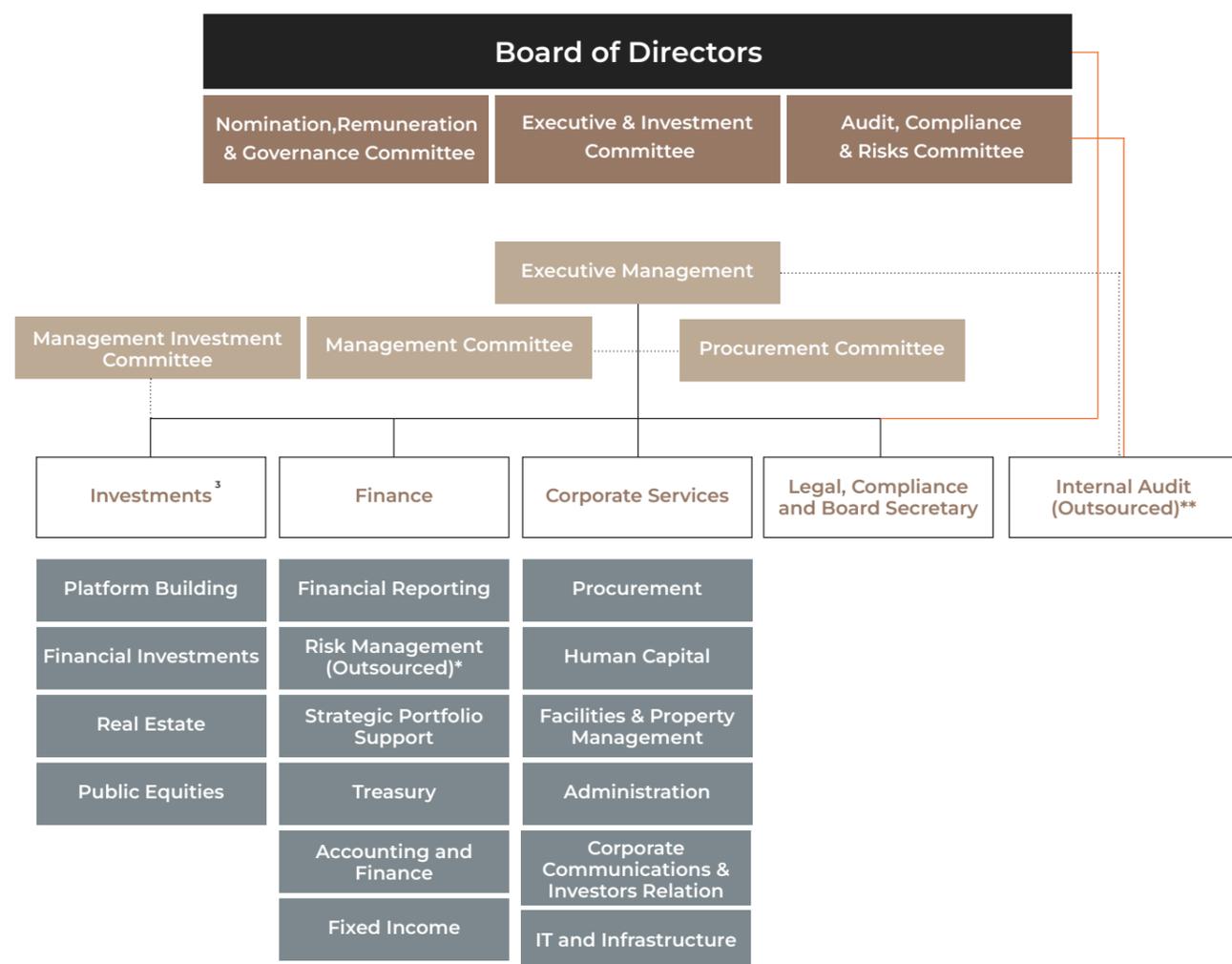
Guidance HC-1.3.6 provides that no Director should hold more than 3 Directorships in public companies in Bahrain, subject to the condition that no conflict of interest exists (including having an interest in companies operating in the same line of business), and the Board should not propose the election or re-election of any Director who does not meet this guidance. One of BNH's Directors, Mr. Jehad Amin holds more than three but not more than 5 directorships in public companies in Bahrain which is in compliance with principle 1 of the Corporate Governance Code 2018 and there is no conflict of interests between Mr. Jehad Amin's other directorships and his role at BNH and that his external commitments do not adversely affect his ability to effectively discharge his duties to BNH.

Corporate Governance Officer

BNH has an appointed Corporate Governance Officer in accordance to the Corporate Governance Code.

Name	Date of Appointment	Contact Details
Amina Jasim Bushaar	5-January-2026	Tel: 17587308 Email: amina.bushaar@bnh.bh

Organisation Structure



Notes :

* Risk Management function is outsourced to Acuity Analytics <https://www.acuityanalytics.com>

** Internal Audit function is outsourced to Protivity Global Business Consulting <https://www.protiviti.com>

Contacts

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Auditors of the Company

KPMG Fakhro
 P.O Box 710,
 Kingdom of Bahrain

Primary Bankers of the Company

Kuwait Finance House
 National Bank of Bahrain
 National Bank of Kuwait

Registrars of the Company

KFin Technologies (Bahrain) W.L.L.

SCAN TO VIEW



BAHRAIN NATIONAL HOLDING B.S.C.