

Terms and Condition for Board Membership in Al Rayan Bank
As per Articles of Association and Provisions of Board Nominations and Election Policy

First: Conditions for Candidates to Non-Independent member seat (for legal or natural persons)

Any natural or legal person willing to apply for nomination to Non Independent member seat in the Board of the Bank must meet the following terms and conditions:

1. Financial Solvency Conditions

1.1 For Natural Persons:

- a. Not to be conflicted in such a manner that impacts a candidate's independency and impartiality and not to have been adjudged bankrupt, had a receiving order against him/her, entered into debt rescheduling or restructuring, caused losses to financial institutions or previously dismissed from a Board by QCB, QFMA or any other regulatory body, unless he/she has been rehabilitated, noting that the Board will consider the conditions of rehabilitation when assessing the candidate application; and
- b. Not to be owner of a business that commenced legal proceedings as a result of outstanding debts or other forms of indebtedness.

1.2 For Legal Persons:

- a. Not to have been placed in receivership, or gone into insolvency, liquidation or any other similar arrangement, adjudged bankrupt, defaulted on its debt, caused losses to financial institutions or previously dismissed from a Board by QCB, QFMA or any other regulatory body;
- b. Not to have occupied a Board seat in any company that was dissolved or its license has been revoked;
- c. Not to have defaulted on its debt or entered into any debt rescheduling or restructuring arrangements with its creditors
- d. Not to have failed to meet the capital adequacy requirements;
- e. Not to have failed to meet the regulatory and supervisory financial requirements exercised over it; and
- f. not to have been convicted with charges for conducting business without license.

2. Properness Conditions (for natural persons candidates or representatives of corporate candidates)

2.1 Qualifications, Academic and Professional Background:

- a. Proven leadership ability and track record in occupying leadership positions;
- b. holder of university, post-graduate or other advanced academic degrees, or equivalent;
- c. Must have previous experience serving on boards;
- d. Knowledge and experience of no less than 5 years in banking and financial industries including, but not limited to, Islamic banking, accounting, business, audit, sharia audit, legal, Environment, Social and Governance (ESG), Human resources and incentives, risk, information technology, investment, treasury, asset management, insurance; financial market;
- e. Knowledge in ARB and banking sector in general
- f. Enjoys good reputation, meets integrity requirements, has clean criminal record and efficient communication ability; and
- g. Ability to dedicate sufficient time for the Bank and Board functions

3. General Conditions

- a. To be above twenty-one years old with full legal capacity;
- b. To be owner of a minimum number of shares equal to 9,000,000 (nine million) shares in ARB share capital and to provide an undertaking in writing to block the required qualification shares in case he/she wins the seat in the elections;
- c. Not to be convicted of any crime or felony, or a crime involving moral turpitude and breach of trust, or any of the crimes stipulated under QCB laws and regulations and/or under Article 40 of QFMA Law No 8 of 2012 and Articles 324 and 325 of the Commercial Companies Law No. 11 of 2015 and not to be prohibited from conducting any activity in the entities that are supervised by QFMA under

Article 35/12 of QFMA Law No. 8 of 2012, unless rehabilitated, noting that the Board will consider the conditions of rehabilitation when assessing the candidate application;

- d. Not to have been a Board member or a manager in any company that was dissolved by a court order or whose license was revoked;
- e. Not occupying (i.e. the candidate be it a natural person or a corporate person or its natural person representative) a Board seat in more than one bank or is a member of the Board in more than three listed companies provided that such memberships are not conflicted, or occupying any position that would be, by law, prohibited to combine between it and his/her directorship in ARB Board and to provide a written undertaking to this effect;
- f. to provide an undertaking and delectation in writing to (i) confirm knowledge of and compliance with the relevant applicable banking and financial laws and regulations, in particular, QCB Law No 13 of 2012 including, but not limited to, Articles 129, 130 and 146 thereof, Law No. (20) of 2019 on Anti Money Laundering and Combatting Terrorism Financing, in addition to all QCB and QFMA rules and regulations including the disclosure, governance and conflict of interest regulations and the conditions of granting credit facilities to a Board member of a financial institution; (ii) confirm knowledge of and compliance with all laws and regulations of any other regulatory body to which the Bank is subject; and (iii) to make all necessary and required disclosures;
- g. To satisfy all requirements and produce all documents and papers required.

Second: Conditions for Candidates to Independent member seat

Any natural person willing to apply for nomination to Independent member seat in the Board of the Bank must meet the following terms and conditions:

1. Financial Solvency Conditions

1.1 For Natural Persons:

- a. Not to be conflicted in such a manner that impacts a candidate's independency and impartiality and not to have been adjudged bankrupt, had a receiving order against him/her, entered into debt rescheduling or restructuring, caused losses to financial institutions or previously dismissed from a Board by QCB, QFMA or any other regulatory body, unless he/she has been rehabilitated, noting that the Board will consider the conditions of rehabilitation when assessing the candidate application; and
- b. Not to be the owner of a business that commenced legal proceedings as a result of outstanding debts or other forms of indebtedness.

2. Properness Conditions

2.1 Qualifications, Academic and Professional Background:

- a. Proven leadership ability and track record in leadership positions
- b. Must have previous experience serving on boards;
- c. To be an expert in the disciplines/fields determined by the Board of Directors for Independent seats in the announcement of opening the nomination cycle (being (1) Credit Risk Management; (2) IT innovation and digitization; or (3) Corporate Governance and Internal Control)
- d. Enjoys wide and long experience in banking and financial activities and business
- e. holder of university, post-graduate or other advanced academic degrees, or equivalent;
- f. Knowledge and experience of no less than 5 years in banking and financial industries including, but not limited to, Islamic banking, accounting, business, audit, sharia audit, legal, Environment, Social and Governance programs (ESG), Human resources and incentives, risk, information technology, investment, treasury, asset management, insurance; financial market,
- h. Knowledge in ARB and banking sector in general
- i. Enjoys good reputation, meets integrity requirements, has clean criminal record and efficient communication ability; and
- j. Ability to dedicate sufficient time for the Bank and Board functions

3. General Conditions

- a. To be a natural person above twenty-one years old with full legal capacity;
- b. Not to be convicted of any crime or felony, or a crime involving moral turpitude and breach of trust, or any of the crimes stipulated under QCB laws and regulations and under Article 40 of QFMA Law No 8 of 2012 and Articles 324 and 325 of the Commercial Companies Law No. 11 of 2015 and not to be prohibited from conducting any activity in the entities that are supervised by QFMA under Article 35/12 of QFMA Law No. 8 of 2012, unless rehabilitated, noting that the Board will consider the conditions of rehabilitation when assessing the candidate application;
- c. Not to have been a Board member or a manager in any company that was dissolved by a court order or whose license was revoked;
- d. Not occupying a Board seat in more than one bank or is a member of the Board in more than three listed companies provided that such memberships are not conflicted, or occupying any position that would be, by law, prohibited to combine between it and his/her directorship in ARB Board and to provide a written undertaking to this effect;
- e. to provide an undertaking and delectation in writing to (i) confirm knowledge of and compliance with the relevant applicable banking and financial laws and regulations, in particular, QCB Law No 13 of 2012 including, but not limited to, Articles 129, 130 and 146 thereof, Law No. (20) of 2019 on Anti Money Laundering and Combatting Terrorism Financing, in addition to all QCB and QFMA rules and regulations including the disclosure, governance and conflict of interest regulations and the conditions of granting credit facilities to a Board member of a financial institution; (ii) confirm knowledge of and compliance with all laws and regulations of any other regulatory body to which the Bank is subject; and (iii) to make all necessary and required disclosures; *and*
- f. To satisfy all requirements and produce all documents and papers required.

4. Special Conditions

- a. Not own with any of his/her family members up to 1st degree (parents, spouse, children) directly or indirectly (through the companies that he/she owns with his/her family members up to 1st degree or in which he/she has with his/her family member up to 1st degree a controlling votes) any share in ARB or its group and shall not be major shareholders in any of the associates of ARB Group.
- b. Not represent a legal entity that owns at least 5% of ARB or any company of ARB Group
- c. Not be with any of his/her family members up to 1st degree a member in a group or association of legal or natural persons who jointly exercise control over ARB Group
- d. Not have with any of his/her family members up to 1st degree any contractual relation, direct or indirect interest with ARB Group including receipt of credit facilities, salaries or benefits from ARB Group that might impact his/her ability to take decisions independently (except for what is received as remunerations and sitting fees against the board seat)
- e. Not work or own shares in an organization that provides to ARB Group consultancy or professional services such as external auditing, outsourcing and other services whether in his/her personal capacity or through his/her family members up to 1st degree
- f. Not have with any of his/her family members up to 1st degree any direct or indirect interest in the contracts, projects and engagements in which ARB Group is a party
- g. Not work or have worked with any of his/her family members up to 1st degree in ARB Group during the course of the past 5 years
- h. Not be a first degree relative with any of the other ARB board members and members of ARB senior management
- i. Not sitting on the board of any company within ARB Group
- j. Have a university degree with no less than 5 years of experience in financial and banking fields
- k. Not have been sitting on the Board for more than 2 consecutive Board terms

Third: Government Representatives on the Board

Pursuant to QCB Corporate Governance Regulation of Banks and Financial Institutions issued under QCB Circular No. 25 of 2022 and QFMA Corporate Governance Code issued by QFNA Board under Decision No. (5) of 2025 requiring listed companies to apply sound criteria in selecting the representatives of the Government on the boards of directors, any candidate to be designated to represent the interest of the

Government or any Government related entity on the Board of ARB shall be subject to the same terms and conditions applying on the natural persons representing corporate candidates set forth herein and shall complete the required forms. Applications for the appointment of Government representatives must be received within the deadline specified in the Bank's announcement for receiving applications for candidacy.