



CORPORATE GOVERNANCE AND BOARD COMPOSITION POLICY

Burjeel Holdings PLC



1. Governance and Board Composition Policy

This Policy is a governance and board composition policy for the purposes of the Articles of Association of Burjeel Holdings PLC (“Burjeel”) effective as at admission of its shares to trading on the Abu Dhabi Securities Exchange and the Prospectus published to subscribe in the shares of Burjeel.

2. Board Composition

2.1 The Board of Directors of Burjeel (“Board”) consists of 7 Directors of which there are 1 Executive Director and 6 Non-Executive Directors, 5 of whom are Independent Directors.

2.2 The Board shall include at least 1 Emirati woman Director.

2.3 The word “Director” shall have the meaning given in the Articles of Association of Burjeel and the words “Independent Board Member” and “Non-Executive Board Member” shall have the meaning given in the SCA Corporate Governance Code (i.e. the joint stock companies governance guide attached to Decision No. (3/R.M.) of the Chairman of the Securities and Commodities Authority issued on 2 February 2020 (a copy of the English convenience translation of which, as published on the website of the Securities and Commodities Authority as at the Policy Adoption Date, is annexed to this Policy).

3. Other provisions

4.1 Any reference in this Policy to the SCA Corporate Governance Code is a reference to such code as in force on the Policy Adoption Date (i.e. the date of the Board’s approval), and does not include any amendments, modifications or replacements of such code which are made after the Policy Adoption Date.

4.2 The provisions of this Policy can be amended and supplemented by a resolution of the Board adopted in accordance with the Articles of Association. Amendments and supplements shall enter into force upon their adoption, unless the Board resolution adopting the amendment or supplement specifies a later date.

4.3 This Policy is governed by ADGM law (provided that the provisions of the SCA Corporate Governance Code shall be interpreted in accordance with UAE law).

4.4 This Policy shall take effect immediately upon admission of Burjeel’s shares to trading on the Abu Dhabi Securities Exchange.



4. Policy Approval

This Policy shall be reviewed and approved by Burjeel’s Board. This Policy shall be effective from the date of approval by the Board. All amendments to this Policy will be done in compliance with applicable laws and will require approval by the Board. The Compliance Officer is the custodian of this Policy.

5. Documentation and Regular Review

Organization Scope	Burjeel
Parent Process	Compliance Program
Document owner	Compliance Officer
Approved by	Burjeel Board of Directors
Initial date published	February 10, 2023
Document effective date	February 10, 2023
Document updated as per	-
Contact person	Compliance Officer
Version	1.0

Burjeel’s Compliance Officer shall periodically evaluate the effectiveness of this Policy, and review and revise it as necessary, including to reflect any changes required by applicable laws. You can direct any suggestions for improvements to this Policy to Burjeel’s Compliance Officer at cs@burjeelholdings.com.



Annex

Link to an English convenience translation of the SCA Corporate Governance Code as published on the website of the Securities and Commodities Authority on the date of adoption of this Policy

<https://www.sca.gov.ac/assets/923a6983/the-governance-guide-for-public-joint-stock-companies-attached-to-the-sca-board-chairmans-decision.aspx>