



CORPORATE GOVERNANCE REPORT

2023



CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31ST DECEMBER 2023

Abu Dhabi National Hotels P.J.S.C ("ADNH") was established in 1975 and is a public joint stock company registered in the Abu Dhabi Securities Exchange (ADX) since 2000. It is governed by the Standards of Institutional Discipline and Governance of Public Shareholding Companies issued by the Securities and Commodities Authority ("SCA") Resolution No. (32) of 2007; as amended by the Ministerial Decree No. (518) of 2009, issued by the Minister of Economy in his capacity as Chairman of the SCA Board of Directors ("Corporate Governance Rules") and further amended through Resolution of the SCA Chairman of the Board of Directors No. (7 / R) for the year 2016 on the standards of institutional discipline and governance of public joint stock companies in addition to their conformity with the provisions of Federal Law No: 2 for the year 2015 on commercial companies and further amended through Federal Decree No: 26 for the year 2020 and Resolution of the SCA Chairman No: (3/R) for the Year 2020 and Federal Decree No: 32 for the year 2021 on Commercial Companies and Resolution of the SCA Chairman No: (2/R) for the year 2024.

The Company adopts appropriate governance regulations, accounting and accountability principles and ensures the highest levels of transparency in its business.

Below are the requirements for application of the Corporate Governance Rules and the Company's report on fulfillment of such requirements.

1. **Statement of procedures taken to complete the Corporate Governance system during 2023 and method of implementing thereof.**
 - a) The Company complies with the Corporate Governance Regulations ("CGRs") and applies best practices to reflect the compliance of its Board of Directors and Executive Management with the CGRs by applying its core values of transparency, accountability and responsibility which enhances the relationship between the company's shareholders, Board of Directors and all stakeholders.
 - b) The Board of Directors elects from among its members a Vice Chairman who acts on behalf of the Chairman in the absence of the Chairman or for any other reasons that prevent the Chairman from attending.
It is not permissible for one person to hold the position of Chairman, Chief Executive Officer and Managing Director at the same time or with any other executive post in the Company. In all cases, the Company Board of Directors (the "BOD") including the Chairman are UAE nationals.
 - c) The Audit Compliance & Corporate Governance (AC&CG) Committee and Nomination, Compensation & HR (NC&HR) and Supervision & Follow-Up Committee work according to the Corporate Governance system and consists of Members of the Board of Directors.
 - d) The AC&CG Committee applies the procedures within the framework of its functions according to the Corporate Governance system and directly reports to the BOD.
 - e) The Company complies with the highest levels of ethical and professional conduct and obliges its employees to comply therewith.
 - f) The BOD nominates an external auditor upon the recommendation of the AC&CG Committee and the appointment of the external auditor as well as the fees are approved by the Company's General Assembly.
 - g) In alignment with the UAE's leadership in spearheading the Net Zero emissions initiative by 2050 in the MENA region, ADNH is dedicated to adopting long-term strategies aimed at mitigating greenhouse gas (GHG) emissions. Our commitment extends to limiting the global temperature rise to 1.5°C compared to pre-industrial levels.

Our commitment to the cause remains unchanged and consistent and our Sustainability Program in 2023 included inter alia:

- Track & measure our SDG performance: Measuring progress towards the Sustainable Development Goals
- The promoting of "reduce, reuse, and recycle" policies through efficient use of materials and resources including water, electricity, raw materials and other resources, particularly the non-renewable ones.
- Actively working towards achieving 'Green Key' certification across all our hotels which include the purchase and use of environmentally responsible products that have been selected based on the criteria of low toxicity, durability, use of recycled materials, reduced energy and/or water consumption.
- Regularly communicate our sustainability program to all our stakeholders and encourage them to support it.



- Our transport division continues to recycle used car parts, tyres and oil to prevent polluting the environment by conserving landfilled space. Further, with the inclusion of electric, Hybrid & Natural Gas vehicles there will be less fuel consumption and lower CO2 emissions.

2. Statement of ownership and transactions of Board of Directors (Board) Members their spouses and their children in the Company securities during 2023 according to the following schedule:

S/N	Name	Position/ Relationship	Shares Held as at 31/12/2023	Total Sale Transactions	Total Purchase Transactions
1.	Mr. Hamad Salem Mohamed Binlouteya Alameri	Chairman	Nil	Nil	Nil
2.	Sheikh Ahmed Mohammed Sultan Suroor Aldhahiri Sheikha Sheikha Suroor Al Dhaheri	Vice Chairman & MD Wife	500,000 5,493,160	Nil Nil	5,287,535 Nil
3.	Mr. Alaa Mohamed Atta Khalil Eraiqat	Board Member	120,000	Nil	Nil
4.	Mr. Ali Rashed Mohammed Rashed Alrashdi	Board Member	Nil	Nil	Nil
5.	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Board Member	43,631,170	Nil	Nil
6.	Mr. Khalaf Sultan Rashed Saeed Al Dhaheri	Board Member	NIL	Nil	Nil
7.	Mr. Darwish Ahmed Darwish Ahmed AlKetbi	Board Member	600,000	Nil	Nil
8.	Mr Hamad Matar Mohammed Alshamsi	Board Member	Nil	Nil	Nil
9.	Ms. Rauda Abdulla Aldhaheri	Board Member	Nil	Nil	Nil

3. Board Formation:

A. Statement of the current Board formation according to the following schedule:

SN.	Name	Category (Executive, Non-Executive, and Independent)		Experience & Qualifications	Period as BM from date of first election	Membership & positions in other joint-stock companies	Positions in any other important regulatory, government or commercial entities.
1	Mr. Hamad Salem Mohamed Binlouteya Alameri	Chairman	Independent Non-Executive	Master's Degree in Business Administration and Bachelor's Degree - Civil Engineering	Since February 2023	- Alpha Dhabi Holding Company -National Marine Dredging Co -Pure Health Holding - Aldar Real Estate Co	-
2	Sheikh Ahmed Mohammed Sultan Suroor Aldhahiri	Vice Chairman & Managing Director	Non-Independent /Executive	Bachelor's Degree in civil Engineering	Since 2004	Vice Chairman: Abu Dhabi Aviation Bod Member: 1)Etisalat 2)FAB 3)Al Dhafra Insurance Co.	-
3	Mr. Alaa Mohamed Atta Khalil Eraiqat	Board Member	Non-Independent	Has +21 years banking experience @	Since 2008	Board Member of ADCB	Board Member of Abu Dhabi Chamber



			/Non-executive	both local & International levels		CEO of ADCB	of Commerce & Industry
4	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Board Member	Independent /Non-executive	Bachelor's Degree in business Administration	Since 2013	-	BoD Member: 1)Al Otaiba Investment Grp 2) Emirates General Contr. 3)United Emirates General Construction Est.
5	Mr. Darwish Ahmed Darwish Ahmed Alketbi	Board Member	Independent /Non-executive	Master's Degree in International Business	Since 2016	-	-
6	Mr Khalaf Sultan Rashed Saeed Al Dhaheri	Board Member	Independent /Non-Executive	Master's Degree in Finance & Business Administration	Since 2019	-	-
7	Mr. Hamad Matar Mohammed Alshamsi	Board Member	Independent /Non-executive	Bachelor's Degree in Political Science	Since 2022	-	-
8	Mr Ali Rashed Mohammed Rashed Alrashdi	Board Member	Independent /Non-executive	Bachelor's Degree in Financial Economics and a Degree In International Relations And Business	Since February 2023	Board Member – Al Seer Marine Supplies & Equipment Co.	Chairman – Emircom Board, Board Member – Reset Energy, Lahour Time Square, AD Co-operatives & MW Energy Ltd
9	Ms. Rauda Abdulla Aldhaheeri	Board Member	Independent /Non-Executive	Bachelor's Degree - Engineering	Since 2022	Board Member Al Dhafra Insurance	-

B. **Statement of percentage of female representation in the Board in 2023 (in case of non-representation, please state that there is no representation):**

11.1%.

C. **Statement of reasons for the absence of any female candidate for the Board membership.**

N/A

D. **Statement of the following:**

1. Total Remuneration Paid to Members of the Board of Directors in 2023 for the 2022 Fiscal Year

BOD remunerations are determined according to the Company's Articles of Association subject to Article 171 of the Federal Companies Law No. (32) of 2021. The BOD Members' remunerations consist of:



a percentage from the net profits as described in Article 37 of the Company's Articles of Association. The Company may pay additional fees, expenses or a monthly salary to such extent as may be decided by the Board for any Director, if such member works in any Committee, exerts special efforts or carries out additional works to serve the Company beside his normal duties as a Board Member. In all cases, the remuneration of the members of the Board of Directors does not exceed 10% of the net profit after deduction of depreciations and reserves.

Total remuneration approved by the General Assembly and paid in 2023 to Members of the Board of Directors for the fiscal year ending on 31 December 2022 was AED14,000,000 (Fourteen million Dirhams).

2. Total remuneration proposed to be paid to Members of the Board of Directors for the year 2023, which shall be presented in the Annual General Assembly for approval:

The Board of Directors proposes to distribute a total remuneration to Board Members for the year 2023 in the amount of 16,500,000 dirhams, and this will be presented during the next General Assembly meeting for approval.

3. Details of allowances for attending sessions of Committees derived from the BOD, which were paid to the BOD Members for the fiscal year 2023:

a. Audit Compliance & Corporate Governance Committee Meetings/Attendance Jan-Feb 2023

	Mr Khalaf Sultan Al Dhaheri	Mr Ala'a Eraiqat	Mr Ahmed Al Mehairi
Number of Meetings	1	1	1
Allowance Per Meeting	10,000	5,000	5,000
TOTAL PAID	10,000	5,000	5,000

Audit Compliance & Corporate Governance Committee Meetings/Attendance March-Dec 2023

	Mr Khalaf Sultan Al Dhaheri	Mr Ala'a Eraiqat	Mr Ali Alrashdi
Number of Meetings	3	3	3
Allowance Per Meeting	30,000	15,000	15,000
TOTAL PAID	30,000	15,000	15,000

b. Supervision and Follow Up Committee Meeting/Attendance - January to December 2023

Number of Meetings	Mr Khalaf Al Dhaheri	Mr Ala'a Eraiqat	Mr Ahmed Al Mehairi/Mr Ali Alrashdi
2	There are no allowances paid to the Supervision and Follow-Up Committee.		

c. Board Executive Committee (BEC) Meetings/Attendance: January-December 2023

	Sheikh Ahmed AlDhahiri	Hamad Al Alshamsi	Mohamed Al Otaiba	Darwish Ahmed	Rauda Al Dhaheri
Number of Meetings	11	11	11	11	11
Allowance Per Meeting	10,000	5,000	5,000	5,000	5,000
TOTAL PAID	110,000	55,000	55,000	55,000	55,000



4. **Details of additional allowances, salaries or fees received by a Board Member other than allowances for attending Committee meetings and their reasons.**

Additional fees were paid to the Managing Director in 2023 for the fiscal year ending on December 31, 2022 in the amount of 3 million dirhams (only three million dirhams), due to his additional responsibilities as he supervises the operations of the company's various business units, financial performance, investments, and projects. He provides market insights and strategic advice to the Board of Directors. He also chairs management executive meetings on a weekly basis.

C Number and dates of BOD meetings held during 2023 as well as attendance frequency by all Members; in person and by proxy.

Meeting Date	Number of Attendees	By proxy	Absent Members
BOD Meeting 1 7 th February 2023	Sheikh Saif Bin Mohammed Butti Hamed Alhamed Sheikh Ahmed Bin Mohammed Sultan Bin Suroor Al Dhahiri Mr. Alaa Mohamed Atta Khalil Eraiqat Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Khalaf Sultan Rashed Saeed Al Dhaheri Mr. Ahmed Khalifa Mohamed Obeid Al Mehairi Mr. Hamad Mattar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	Nil	NIL
BOD Meeting 2 27 th February 2023	Sheikh Ahmed Bin Mohammed Sultan Bin Suroor Al Dhahiri Mr. Alaa Mohamed Atta Khalil Eraiqat Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Khalaf Sultan Rashed Saeed Al Dhaheri Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	Nil	Sh. Saif Bin Mohammed Alhamed & Mr Ahmed Al Mehairi (resigned)
BOD Meeting 3 9 th May 2023	Mr Hamad Salem Mohamed Binlouteya Al Ameri Sheikh Ahmed Bin Mohammed Sultan Bin Suroor Al Dhahiri Mr. Alaa Mohamed Atta Khalil Eraiqat Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Khalaf Sultan Rashed Saeed Al Dhaheri Mr. Hamad Matar Mohammed Salmeen Alshamsi Mr. Ali Rashed Mohammed Rashed Alrashdi Ms. Rauda Abdulla Aldhaheri	NIL	NIL
BOD Meeting 4 8 th November 2023	Mr Hamad Salem Mohamed Binlouteya Al Ameri Sheikh Ahmed Bin Mohammed Sultan Bin Suroor Al Dhahiri Mr. Alaa Mohamed Atta Khalil Eraiqat Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Khalaf Sultan Rashed Saeed Al Dhaheri Mr. Hamad Matar Mohammed Salmeen Alshamsi Mr. Ali Rashed Mohammed Rashed Alrashdi Ms. Rauda Abdulla Aldhaheri	NIL	NIL

D Number of Resolutions taken by Circulation during 2023 with Meeting dates:

No meetings were held by Circulation in 2023.

R



E. Statement of BoD duties and powers exercised by Board Members or the Executive Management pursuant to an authorization by the BOD to the Management, specifying the duration and validity of the authorization:

Issues related to the Company's strategies, policies and business plans require the BOD's prior approval and directives to the Management. Consequently, the Managing Director has been empowered by the Board of Directors to develop and execute ADN's business strategies as follows:

Name of Authorized person	Delegation of Authority	Duration of Authorization
Managing Director	Overseeing ADN business operations, financial performance, investments, and ventures.	5 th June 2025
	Developing and implementing business plans to improve cost-efficiency.	
	Supervising, guiding, and delegating the Executive team in their duties.	
	Liaising with stakeholders and driving strategic company growth.	
	Providing market insights and strategic advice to the Board of Directors.	

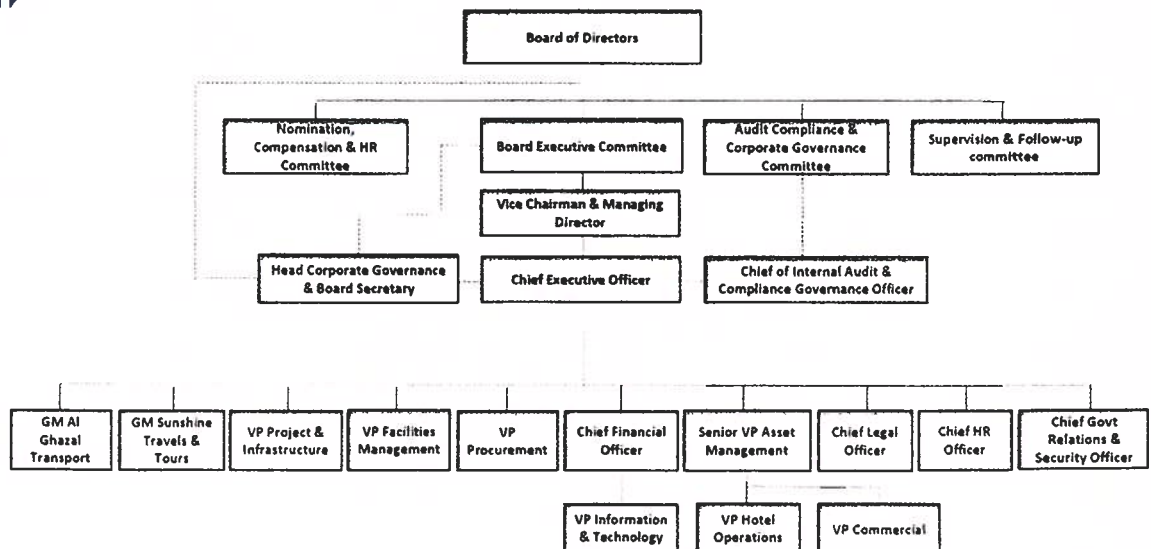
F. Statement of details of transactions made with related parties (stakeholders) and the nature of relationship and transaction type:

No transactions have been made with related parties (stakeholders) to be disclosed.

G. The organizational structure of the Company, including at least the first and second levels, and including the General Director and/or Executive Manager, Deputy General Director, and the managers of the Company such as the Financial Manager.



Abu Dhabi National Hotels Corporate Structure 2023





H. Detailed statement of senior executive staff in the first and second levels according to the Company's organizational structure (as set out in item (3h) above), their positions and appointment dates, and total salaries and benefits paid thereto, using the table below:

S/N	Position	Appointment Date	Total Salaries and Allowances paid for 2023 (AED)	Total Bonuses paid for 2022 (AED)	Any other Cash/in-kind bonuses for 2023 or due in the future
1	Chief Executive Officer	20-Nov-2016	2,480,000	2,000,000	
2	Chief Financial Officer	26-Nov-2018	1,270,000	1,000,000	
3	Chief HR Officer (upto 28/11/2023)	05-Dec-2022	660,630		
4	Chief of Internal Audit & Compliance Officer	01-Dec-2009	840,000	264,000	
5	VP, Projects & Infrastructure (LWD 31/10/2023)	19-Feb-2017	650,000	39,000	
6	GM Al Ghazal Transport	01-Oct-2022	630,000	130,000	
7	VP Hotel Operations	08-Aug-2021	840,000	84,000	
8	VP Commercial	16-Aug-2023	325,000		
9	Chief, Government Relations & Security Officer	27-Feb-2011	623,400	155,850	
10	Chief Legal Officer	11-10-2022	900,000	-	
11	Head - Corporate Governance & Board Secretary	01-Nov-1995	741,500	350,000	
12	VP Procurement	01-Jun-2017	480,000	48,000	
13	VP Facilities Management	01-Aug-2021	660,000	165,000	
14	GM Sunshine Travel & Tours	22-Sep-2019	300,000	75,000	
15	VP Information Technology	22-Mar-2009	424,005	100,160	
16	SVP Asset Management	20-Mar-2023	935,000	-	

4. External Auditor:

A Brief about the External Auditor of the Company to the Shareholders:

For the year 2023, PricewaterhouseCoopers was appointed as external auditors of the Company. The basic task of PricewaterhouseCoopers was to provide assurance services for reviewing and auditing quarterly and annual financial statements according to the International Standards on Auditing (ISA). The Company did not appoint any external auditor other than PricewaterhouseCoopers to provide assurance services for the year 2023.

The external auditors verify the consolidated financial statements of the Company and its subsidiaries, make sure that all financial transactions are originated, recorded and prepared appropriately and correctly in conformity with the accounting standards and ensure compliance with the accounting principles in addressing all the business of the Company and its subsidiaries.



The AC&CG Committee meets with the external auditors to review and discuss the nature, quality and conclusion of their findings. The external auditors present their opinion on quarterly and annual reviews and audits of the financial statements to the AC&CG Committee and attend the General Assembly Meeting to answer and explain all the questions and inquiries that may be asked by the stakeholders as to transparency, credibility and neutrality, as well as whether there were any obstacles or interventions from the Company's BOD during their work.

In the General Assembly meeting held on 15th March 2023, a decision was made to appoint M/s. PricewaterhouseCoopers to audit the Company's financial statements for the 2023 fiscal year. PricewaterhouseCoopers fees were determined at AED 970,000 (Nine hundred Seventy thousand Dirhams only).

PricewaterhouseCoopers offices has been operating in the UAE for more than 30 years and it is one of the major professional service providers in the UAE. UAE offices have 3,500 employees including 164 Partners and 262 directors. It offers services to several public and private sectors including financial services, insurance, energy, building and contracting, real estate, utilities, consumer's products and sale, communication and entertainment all over the world.

b. Statement of fees or costs of auditing or services provided by the external auditor, using the table below:

Name of Auditing Firm & Partner	PwC – Rami Serhan
Number of years served as an external auditor for the Company	3 Years
Total fees for auditing the financial statements of 2022 (in AED)	AED 970,000
The fees and costs of the special services other than the auditing of the financial statements in 2023 (in AED), if any, and in case there are no other fees, this shall be expressly stated	25,000
The details and nature of other services provided (if any), and in case there are no other services, this shall be expressly stated	PwC was appointed to perform agreed upon procedures in respect of unclaimed dividends of ADNH
A statement of the other services performed by an external auditor other than the Company's auditor in 2023 (if any), and in case there is no other auditor, this shall be expressly stated	EY was appointed to do the Corporate Tax assessment for ADNH group entities. RSM has performed due diligence assignment for the acquisition for the 50% stake in M Five services.

c. Statement of qualified opinions made by the company's external auditor in the interim and annual financial statements for 2023. In the absence of any qualified opinions, this shall be stated clearly.

External auditors have given an unqualified opinion for all quarterly reviews and annual audits.

5. Audit Compliance & Corporate Governance Committee (AC&CGC):

A. The Audit Committee Chairman's acknowledgement of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness.



"Khalaf Sultan Rashed Saeed Al Dhaheri, Chairman of the Audit Compliance & Corporate Governance Committee, acknowledges his responsibility for the Committee system in the Company, review of its work mechanism and ensuring its effectiveness".

B. AC&CG Committee consists of the following Members:

	Name	Position
Audit Compliance & Corporate Governance Committee	Mr. Khalaf Sultan Rashed Al Dhaheri	Chairman
	Mr. Ala'a Mohamed Atta Khalil Eraiqat	Member
	Mr. Ali Rashed Mohammed Rashed Alrashdi	Member
	Ms. Naseem Hussein Ahmed Al Hamed	Committee Secretary

Statement of AC&CG Committee functions and the duties assigned thereto:

1. Developing and applying contractual policy with the external auditor; submitting a report to the BOD defining the issues that should be decided and providing its recommendations on the steps to be taken;
2. Following up and monitoring independence and objectiveness of the external auditor and discussing the nature, scope and effectiveness of audit with the external auditor according to the approved auditing standards;
3. Controlling the safety of and reviewing the financial statements and (annual, biannual and quarterly) reports as a part of its normal business within the year and particularly focusing on:
 - Any changes in accounting policies and practices;
 - Highlighting the areas subject to the BOD discretion;
 - Essential modifications resulting from the audit;
 - Business continuity assumption;
 - Compliance with such accounting standards as may be prescribed by the SCA;
 - Compliance with the listing and disclosure rules and other legal requirements in relation to preparation of the financial reports
4. Coordinating with the BOD, Executive Management, Chief Financial Officer and equivalent manager inside the Company to facilitate performance of the Committee tasks and the Committee shall meet with the external auditor of the Company once a year at least;
5. Considering any other significant and extraordinary items that may or should be included in such reports and accounts and giving the necessary importance to any issues raised by the CFO, the equivalent manager, the Compliance Officer or the External Auditor;
6. Reviewing the financial control, internal control and risk management systems of the Company.
7. Discussing the internal control system with the management and ensuring that it has established an effective internal control system;
8. Considering the findings of the main investigations into the internal control issues assigned to the BOD or made by the Committee after approval of the BOD;
9. Ensuring that there is coordination between the head of internal control department and the external auditor; making sure that the resources needed by the internal control body are available and monitoring the effectiveness of such body;
10. Reviewing the financial and accounting policies and procedures in the Company;
11. Reviewing the external auditor's letter, action plan and any essential questions asked by the auditor to the BOD concerning the accounting records, the financial accounts or the control systems and answering and approving the same;
12. Ensuring that the BOD has timely answered the essential questions asked in the external auditor's letter;
13. Developing controls that would enable the Company's employees to report any potential violations in the financial reports or internal control or any other issues with confidentiality and defining the steps that ensure independent and fair investigations into such violations;
14. Monitoring extent of the Company's compliance with the professional behavior;
15. Ensuring that the rules related to the tasks and authorities assigned to the Committee by the BOD are applied;



16. Filing a report to the BOD including, with full transparency, all the Committee's actions, findings, recommendations and implemented tasks and responsibilities; and
17. Considering any other subjects as may be determined by the BOD.

C. Number and dates of meetings held by the Audit Committee during the year 2023 to discuss issues related to the financial statements and any other issues, and a statement of the attendance frequency in person by the Committee's Members:

Audit Compliance & Corporate Governance Committee	Meeting No.	Meeting Date	Number of Attendees	Absent members
	1.	7th Feb 2023	Mr Khalaf Sultan Rashed Al Dhaheri Mr. Ala'a Mohamed Atta Khalil Eraiqat Mr. Ahmed Khalifa Mohamed Al Mehairi	NIL
2.	8 th May 2023	Mr Khalaf Sultan Rashed Al Dhaheri Mr. Ala'a Mohamed Atta Khalil Eraiqat Mr. Ali Rashed Mohammed Rashed Alrashdi	NIL	
3.	7 th Nov 2023	Mr Khalaf Sultan Rashed Al Dhaheri Mr. Ala'a Mohamed Atta Khalil Eraiqat Mr. Ali Rashed Mohammed Rashed Alrashdi	NIL	
4.	28 th Dec 2023	Mr Khalaf Sultan Rashed Al Dhaheri Mr. Ala'a Mohamed Atta Khalil Eraiqat Mr. Ali Rashed Mohammed Rashed Alrashdi	NIL	

6. A. The Nomination Compensation and Remuneration Committee (NC&HR Committee)

A. The Nomination Compensation and Remuneration Committee Chairman's acknowledgement of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness.

"Hamad Matar Mohammed Salmeen Alshamsi, Nomination and Remuneration Committee Chairman acknowledges his responsibility for the Committee system in the Company, review of its work mechanism and ensuring its effectiveness".

B. NC&HR Committee consists of the following Members:

NC & HR Committee	Name	Position
	Mr. Hamad Matar Mohammed Salmeen Alshamsi	Chairman
Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor AlDhahiri	Member	
Mr Darwish Ahmed Darwish Al Ketbi	Member	
Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Member	
Ms. Rauda Abdulla Aldhaheri	Member	
Ms. Naseem Hussein Ahmed Al Hamed	Committee Secretary	

Statement of NC&HR Committee functions and the duties assigned thereto:

1. Ensuring independence of the independent members on regular basis;
2. Preparing the remuneration, benefit, incentives and salary policies for the BOD members and the Company's employees and reviewing the same on annual basis; consistently verifying that the remuneration and benefits given to the senior executive management are reasonable and consistent with the Company's performance.



3. Defining the Company's needs of talents at the level of the senior executive management and employees and the criteria for selecting them.
4. Preparing, controlling the implementation of and, on annual basis, reviewing the Company's HR and Training policy;
5. Organizing and following up the process of nominations for BOD membership according to the applicable laws and regulations of the corporate governance.
6. Developing a policy for nominations of the BOD membership that aims to ensure gender diversity and encourage women to run for the BOD membership.

C. Statement of number of meetings held by the Committee during the year 2023 and their dates and statement of all Committee Members' attendance.

Nomination, Compensation & HR Committee	Meeting No.	Date of the Meeting	Number of Attendees	Names of absent members
	-	-	-	-

7. Supervision and Follow-Up Committee - Insiders' Transactions.

A. Chairman's acknowledgement of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness.

"Mr. Khalaf Sultan Rashed Saeed Al Dhaheri, Supervision and Follow-up Committee Chairman, acknowledges his responsibility for the Committee system in the Company, review of its work mechanism and ensuring its effectiveness".

B. Supervision and Follow-up Committee of insiders' transactions consisted of the following Members:

Supervision and Follow Up Committee	Name	Position
	Mr. Khalaf Sultan Rashed Saeed Al Dhaheri	Chairman
	Mr. Ala'a Mohamed Atta Khalil Eraiqat	Member
	Mr. Ali Rashed Mohammed Rashed Alrashdi	Member
	Ms. Naseem Hussein Ahmed Al Hamed	Committee Secretary

Statement of Insiders' Trading Supervision and Follow-Up Committee functions and the duties assigned thereto:

The Insiders' Trading Supervision and Follow Up Committee is responsible for managing, following up and supervising transactions and ownerships of the insiders as well as keeping their register, referring regular statements and reports to ADX.

C. Summary of the Committee's activities in 2023.

Insiders' names were uploaded on ADX website.

The Committee followed up with the BOD's Secretary on notifying the insiders of the transaction prohibition periods and made sure that the Chairman, BOD members and all the employees were informed of the prohibition imposed on trading in the Company's securities until the disclosure of the financial statements.



8. Any Committee or other Committees approved by the Board of Directors: Board Executive Committee

A. Chairman's acknowledgement of his responsibility for the Committee system at the Company, review of its work mechanism and ensuring its effectiveness.

"Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri, Chairman of the Board Executive Committee acknowledges his responsibility for the Committee system in the Company, review of its work mechanism and ensuring its effectiveness".

B. Name of Committee: Board Executive Committee (BEC)

C. Names of Members of Board Executive Committee, and statement of its functions and duties assigned thereto:

Name	Capacity
Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri	Chairman
Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Member
Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Member
Mr. Hamad Matar Mohammed Salmeen Alshamsi	Member
Ms. Rauda Abdulla Aldhaheri	Member
Ms. Naseem Hussein Ahmed Al Hamed	Committee Secretary

The Board Executive Committee meets regularly to follow up on the directives issued by the Board of Directors and to guide the Executive Management of the company in line with the strategic objectives and policies established by the Board of Directors, the provisions of the Law and Legislation related to the company's work and activities.

Responsibilities of the Committee include, but are not limited to the following:

1. Recommending the Group's Strategic Plans and Long-Term Business Objectives for Board's approval;
2. Reviewing the annual financial plan/budget and monitoring its performance at least on a quarterly basis.
3. Recommending to the Board the establishment by the Company of new legal entities and recommending to the Board the liquidation, sale and any other action with regard to disposing of any legal entities/businesses owned by the Group.
4. Approving contractual commitments in line with the Company's Delegation of Authority (DoA).
5. Approving capital expenditures in line with the Company's DoA.
6. Approving business transactions as per the DoA of the Company.
7. Monitoring implementation of strategic projects and significant transformation initiatives.
8. Overseeing the financial and operational performance of the Company and referring/submitted reports to the Board in such regard.
9. Overseeing the operations of the Company's business and providing directions and guidance to the Executive Management.
10. Carrying out any other works assigned to the Committee by the Company's Board.
11. Addressing areas or topics specifically referred to the Committee by the Board from time to time.
12. The Committee may seek advice and assistance from any of the Company's departments (finance department, legal department, engineering/projects department, etc.) and external advisors to perform its duties.
13. The Committee may recommend to the Board certain matters for investigation by the Audit, Compliance & Corporate Governance Committee.
14. The Committee may appoint sub-committees and delegate certain authorities to the said sub-committees as it deems appropriate and necessary.
15. The Committee recommends to the Board the annual KPIs to be met by the Chief Executive Officer of the Company subject to Board's approval to the same.



D. Statement of number of meetings held by the Committee during 2023, stating the frequency of attendance in person by all the members of the Committee:

	Meeting No.	Date of the meeting	Number of Attendees	Absent members
Board Executive Committee	1.	2 nd February 2023	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	NIL
	2.	20 th March 2023	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	NIL
	3.	11 th April 2023	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	NIL
	4.	8 th May 2023	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	Nil
	5.	8 th June 2023	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	Nil
	6.	20 th June 2023	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	Nil
	7.	11 th July 2023	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Nil



			Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	
8.	6 th September 2023		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	Nil
9.	10 th October 2023		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	Nil
10.	20 th November 2023		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	Nil
11.	20 th December 2023		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi Mr. Hamad Matar Mohammed Salmeen Alshamsi Ms. Rauda Abdulla Aldhaheri	Nil

9. Internal Control System:

A. The BOD's acknowledgement of its responsibility for the Internal Control System in the Company and its review of the functioning mechanism of internal control and ensuring its effectiveness:

The BOD acknowledges its responsibility for the Company's internal control system as well as its review and effectiveness and the BOD has established an internal audit department that is directly reporting to it. Moreover, the internal audit Committee of the BOD is responsible for application of the internal control system, and it has set objectives, functions and powers of the Internal Audit Department.

A report is prepared at the end of each task performed by the Internal Audit Department. This report is issued to the audited entity and is circulated to the Chairman, Executive Management, and all members of the Audit Committee. The Audit Committee regularly receives a summary of the issues addressed by reports circulated during the year by the Internal Audit Department and the steps taken on those matters by the responsible body.



B. Name of Department Director, his Qualifications and Date of Appointment:

The Head of Internal Audit Department is Mr. Mehmood Ahmed who is a Chartered Accountant and Certified Internal Auditor who has been working in the internal audit profession for over 20 years. He joined the Company on 1st December 2009.

C. Name of Compliance Officer, his Qualifications and Date of Appointment:

Mr. Mehmood Ahmed has also been appointed as Compliance Officer, to ensure that an appropriate degree of independence is maintained in the performance of the functions of the Internal Audit Department.

The Head of the Internal Audit Department has unrestricted access to the BOD as he reports to it. He was appointed by the Company on December 1st, 2009.

D. How the Internal Control Department handles any significant issues in the company, or issues disclosed in the annual reports and accounts (in case there are no significant issues, it should state that the Company did not have any significant issues):

The Internal Audit Department deals with any major problems in the Company by presenting them to the Audit Committee which takes the necessary decisions to address such problems and ensure that they are not repeated in the future. It is worth mentioning that the Company did not encounter any major problems during 2023.

E. Number of Reports Issued to the Board of Directors.

The Internal Audit Department presented nineteen (19) Reports during the year 2023.

10. Details of violations committed during 2023, explaining their causes, how to address them and avoid their recurrence in the future:

The Company did not commit any violations during the fiscal year ended on 31 December 2023, with respect to regulatory requirements for Corporate Governance rules.

11. Statement of cash and in-kind contributions made by the Company during the year 2023 toward the local community development and environmental conservation. (In case there are no contributions, it should be stated that the Company did not make any contributions):

The company has maintained its commitment to provide a safe working environment for its employees and all its labor. To ensure compliance with the highest standards, the Company's Executive Management and its subordinates conduct an active internal audit and inspection program to ensure that there are no violations. The Executive Management is also keen to work with all stakeholders and competent authorities to protect and preserve the environment.

No contributions were made during the year 2023.



12. General Information:

A. Statement of the Company share price in the Market (closing price, highest price and lowest price) at the end of each month during the fiscal year 2023:

ADNH Share price - 2023			
Date	Closing price	Highest	Lowest
31 January	5.28	6.1	3.87
28 February	5.72	6.3	5
31 March	4.68	5.89	4.54
30 April	4.45	4.72	4.26
31 May	4.91	5.83	4.49
30 June	5.28	5.3	4.3
31 July	8.48	8.65	5.28
31 August	9.95	10.52	8.45
30 September	10	10.74	9.9
31 October	0.961	10.1	0.938
30 November	0.859	0.987	0.844
31 December	0.935	0.94	0.838

B. Statement of the Company's comparative performance with the general market index and sector index to which the company belongs during 2023:

Comparison with General and Sector Index			
Date	Closing price	General Index	Sector Index
31 January	5.28	9,811.56	6,197.01
28 February	5.72	9,844.81	6,527.94
31 March	4.68	9,430.25	6,756.59
30 April	4.45	9,789.17	6,865.81
31 May	4.91	9,406.57	7,220.80
30 June	5.28	9,550.40	7,362.21
31 July	8.48	9,787.13	8,173.98
31 August	9.95	9,810.21	9,208.18
30 September	10	9,785.32	8,931.91
31 October	0.961	9,343.88	8,300.92
30 November	0.859	9,559.57	7,753.77
31 December	0.935	9,577.85	7,836.13



C. Statement of shareholders' ownership distribution as of 31/12/2023 (individuals, companies, governments) classified as follows: local, GCC, Arab, foreign:

S/N	Shareholder Category	Percentage of Shares Held				%
		Individual	Companies	Government	Total	
1	Local	4,894,352,717	6,985,432,079	-	11,879,784,796	99.0%
2	Arab	58,881,610	10,642,797	-	69,524,407	0.6%
3	Foreign	18,109,947	32,580,850	-	50,690,797	0.4%
	Total	4,971,344,274	7,028,655,726	-	12,000,000,000	100.0%

E. Statement of shareholders who hold 5% or more of the Company's capital as of 31/12/2023:

S/N	Name	Number of Shares Held	% of the Shares Held of the Company's Capital
1.	Mamoura Diversified Global Holding	2,099,989,840	17.50%
2.	Emirates International Investment Company LLC	1,234,803,310	10.29%
3.	Masaa Co LLC	854,400,000	7.12%

E. Statement of shareholders' distribution by the size of equity as of 31/12/2023:

S/N	Share(s) Owned	Number of Shareholders	Number of Shares Held	% of the Shares Held of the Capital
1.	Less than 50,000	395	4,900,732	0.04%
2.	From 50,000 to less than 500,000	348	72,088,456	0.60%
3.	From 500,000 to less than 5,000,000	217	346,769,852	2.89%
4.	More than 5,000,000	141	11,576,240,960	96.47%
	Total	1,101	12,000,000,000	100%

F. Statement of measures taken regarding controls of investor relationships and an indication of the following:

- An Investor Application form is made available on the Company's website to facilitate the process of submitting applications from shareholders for transactions related to their shares.
- Communication between the competent Departments of the company (Legal and Finance departments) is activated regarding facilitating and accelerating the transactions and requests of shareholders and considering any complaints received from them.

Name and contact information of the Investors' Relations Manager

Name	Contact Details
Mr Rami Naim	- Office Tel: 02-4087440 -Mob.: +971 545844421 -Email: rami.naim@adnh.com P.O.Box: 46806

Page relating to Investor Relations includes:

- The Company's Annual Financial Statement
- Management Discussion Reports



- Corporate Governance Report
- Minutes of the Annual General Assembly Meetings
- Contact Details of the Investor Relations Section
- Daily share price
- Announcements on Unclaimed dividends

The link of the Investor Relations webpage on the website of the Company.

<https://www.adnh.com/contents/page/investor-relations/20656>

G. Statement of Special Resolutions presented to the General Assembly held in 2023 and the procedures taken with respect thereto:

a) The Company's Annual General Assembly was held on **15th March 2023** to discuss the items of the meeting's agenda duly notified.

Special Resolution taken during the Annual General meeting is as follows:

1. Confirm and approve the Board of Directors' appointment of Mr Mr Hamad Salem Mohamed Binlouteya Al Ameri and Mr. Ali Rashed Mohammed Rashed Alrashdi as Chairman and Board Member respectively in place of Sheikh Saif bin Mohammed Bin Butti Al Hamed and Mr. Ahmed Khalifa Mohamed Obeid Al Mehairi who resigned.
2. Issuance of Bonus Share amounting to AED200 million which resulted in increase of share capital from AED1billion to AED1.2 billion.

b) The Company held a General Assembly on **17th October 2023** to discuss the items of the meeting's agenda duly notified.

Special Resolutions taken during the meeting are as follows:

1. Approval to split the Company's shares according to a split ratio of one to ten, so that the nominal value of the share becomes ten Fils instead of one Dirham per share and the number of the Company's shares becomes 12 billion instead of 1.2 billion shares.
2. Approval to amend Article 6 of the Company's Articles of Association to read as follows:
"The Company's issued share capital shall be 1,200,000,000 (one billion and two hundred million Dirhams) divided into 12,000,000,000 (twelve billion shares) of nominal value of 10 fils each, fully paid. All shares are cash shares of same class and equal in respect of rights and obligations."

H. Name of Rapporteur of the Board Meetings.

The Rapporteur is M/s Naseem Al Hamed and was formally appointed as Acting Board Secretary in December 2014. This appointment was confirmed in March 2015.

I. Statement of significant events that took place in the Company in 2023.

1. Issuance of Bonus Share amounting to AED200 million which resulted in increase of share capital from AED1billion to AED1.2 billion.
2. Split of company's shares according to a split ratio of one to ten, so that the nominal value of shares become AED 0.1 (ten fils) instead of AED 1 per share.
3. Increase in Market Capitalization from AED 3.8 billion as of 31 December 2022 to approximately AED 11 billion during December 2023.



4. In December 2023 Abu Dhabi National Hotels announced that it will be taking over from Emaar Hospitality Group the management of five hotels effective 1st January 2024, from being part of Emaar Hospitality Group's management portfolio to being directly managed by Abu Dhabi National Hotels on franchise model under other luxury international hotel brands which include Kempinski and Marriott Brands. The hotels and the new brand names are as follows:

Hotel Old Name	Hotel New Name
Address Boulevard	Kempinski The Boulevard Dubai
Address Dubai Mall	Kempinski Central Avenue Dubai
Address Dubai Marina	JW Marriott Hotel Marina
Vida Downtown	The Heritage Hotel, Autograph Collection
Manzil Downtown	Hotel Boulevard, Autograph Collection

J. Statement of Related Party Transactions that may have taken Place in 2023 equivalent to 5% or more than the Company's Capital.

None.

K. Statement of the Emiratisation percentage in the Company in 2021, 2022 and 2023

Objectives - Recruitment, Placement and Development:

- To focus on Emiratisation plan through attracting young UAE nationals, develop and retain them to hold key positions in ADNH in accordance with their capabilities and subject to organizational opportunities.
- To ensure that UAE Nationals are given priority to fill positions at all levels in the Company.
- To train more young UAE nationals through Khebrati program.

In line with the guidelines and directives of the Higher Authorities, ADNH set up an Emiratisation program. The program focused on providing UAE Nationals with the opportunity to train, develop and retain them to hold key positions in ADNH.

During the year 2023, out of a total number of 101 employees in ADNH Head Office 26 are UAE Nationals including 19 under the "Khebrati" program as well as 3 Developpees. These represent 25% of the total number of employees in ADNH Head Office".

During the year 2022, out of a total number of 103 employees in ADNH Head Office 31 are UAE Nationals including 19 under the "Khebrati" program as well as 3 Developpees. These represent 30% of the total number of employees in ADNH Head Office.

During the year 2021, out of a total number of 75 employees in ADNH Head Office 17 are UAE Nationals including 10 working under the "Khebrati" program as well as one Developpee. These represent 23% of the total number of employees in ADNH Head Office".



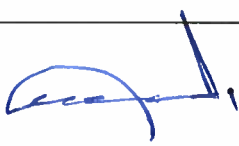

K. Statement of innovative projects & initiatives implemented by the Company, or which were under development during 2023:

In line with the Board of Directors' directives and guidance on development plans for hotels and properties, the company has initiated the following projects and successfully completed them as per the planned schedule, in coordination with both the hotel management and various departments within the company. Below is a summary of the initiatives:

- Development of hotel, serviced apartments and villas project in Al Marjan Island - Ras Al Khaimah.
- Development of luxurious residential villas in the Venetian Village overlooking the sea at The Ritz-Carlton Grand Canal hotel, rooms renovations and villas re-configurations.



- Rooms renovation as well as addition of two villas at the Park Hyatt - Saadiyat island.
- Addition of new meeting room and a multi-purpose hall as well as construction of a FIFA-standard football field with training ground specifications, along with accompanying facilities and services in Le Meridien hotel - Abu Dhabi.
- Additionally, nearly three indoor and air-conditioned badminton courts within the hotel premises have been constructed. The company is currently in the process of renovating and enhancing the outdoor areas adjacent to the football field and badminton courts to add a touch to the hotel.
- Renovation of The Bravo Restaurant at the Sheraton Hotel, Abu Dhabi. Additionally, renovation work has commenced at the beachfront restaurant - Al Mayas and is due for completion during the first quarter of 2024.
- Renovation of swimming pools, the health club, and the gym at the Radisson Blu Al Ain was completed. Additionally, construction work has commenced in the central area of the hotel's garden surrounding the chalets and is envisaged to be completed during the first quarter of 2024.
- The final phase of developing and refurbishing the rooms in The Address Marina Hotel has been completed.
- Re-configuration of the old Club Lounge area into new luxurious suites at The Address Dubai Mall Hotel has been completed
- Re-configuration of The Club Lounge area into new luxurious suites at The Address Boulevard Hotel has been completed. Additionally, floors 70 and 71 in the tower were converted to two luxurious residential units, each exceeding 600 square meters. offering panoramic views of the entire city, including the Burj Khalifa.
- A new design for the Al Manzel Downtown Hotel's Em Sharif restaurant was developed and completed in the first quarter of 2023. The implementation was finished in the second quarter of 2023. Additionally, a study for the comprehensive development of the hotel lobby, including furnishings has been completed.
- Soft refurbishment of The Vida Downtown Hotel has been completed.

Signature of Chairman - Board of Directors	Signature of Chairman - Audit Compliance & Corporate Governance Committee	Signature of Chairman – Nomination & remuneration Committee	Signature of Director – Internal Control Department
			
Date: 30/1/2024	Date: 24/1/2024	Date: 24/1/24	Date: 24/1/24