

Corporate Governance Guide

of Jordan Ahli Bank at Group Level



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Introduction and Objectives of the Guide

Jordan Ahli Bank strives to establish a cohesive approach that fosters a productive work environment within a strong governance structure characterized by transparency. This is achieved through the Shared Prosperity Framework, which includes key stakeholders such as customers, shareholders, suppliers, partners, society, employees, and supervisory authorities. Jordan Ahli Bank firmly believes that adhering to good governance practices upholds principles of fairness and transparency, maintaining responsibility, accountability, and clear segregation of duties within a comprehensive governance framework. Good governance practices also enable the Bank to develop and execute a sustainable long-term strategy focused on delivering value to all stakeholders, rather than solely concentrating on short-term objectives. Because the Board of Directors acts on behalf of all shareholders, the significance of corporate governance within the Bank lies in its ability to establish a foundation and set of regulations for future institutional growth and success. This, in turn, fosters trust in the Bank as a reliable investment platform for both depositors and shareholders. Additionally, effective corporate governance enables the Bank to efficiently and effectively contribute to the development of the banking system, which plays a crucial role in overall economic and social progress. In light of the Bank's focus on sustainability and its responsibility towards the environment, society, and governance (ESG), the primary goal is to cultivate a comprehensive understanding of governance. This involves a strong commitment by us to promoting and implementing best practices, in addition to complying with relevant legislation.

Consequently, the Board of Directors of Jordan Ahli Bank has made the decision to adhere to the corporate governance guidelines outlined in the Corporate Governance Guide (Hereinafter referred to as the "Guide"). This Guide has been developed in alignment with the corporate governance directives specified in the banking instructions No. (2/2023) and the instructions set by the Central Bank of Jordan, which adopted the recommendations of the Basel Committee on Corporate Governance. Furthermore, the Bank is committed to complying with the requirements and instructions of regulatory authorities in Jordan, both at a group level and in the countries where the Bank operates. The Board of Directors is dedicated to implementing the Corporate Governance Guide in accordance with the banking industry's conditions and the legislative and legal frameworks that govern the operations of the Bank and its Group. This manual is regularly reviewed and updated as needed.

Scope of Application

This Guide is designed to be applied throughout the Group in accordance with the corporate governance directives for banks and the Group's organizational structure. It also aims to identify and understand the connections and relationships between the various units and the Bank (the parent company), ensuring that corporate governance practices are adequate and effective across the Group. The Guide also emphasizes the need for appropriate policies and mechanisms to address the Group's activities and risks, in accordance with the instructions issued by central banks, regulatory authorities, and the relevant countries where subsidiaries and foreign branches are located. The specific relationship matrix between the units within the Group, as approved by the Bank, is an integral part of this Guide. In case of any conflicts or discrepancies, the Board of Directors will be informed, and the approval of the Central Bank will be sought to address and resolve such issues.

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The introduction and the following parts shall be considered an integral part of the Guide and shall be read with it as one unit:

- | Part One: The provisions and clauses of the Guide and the implications and consequences that arise from these provisions.
- | Part Two: The relationship matrix between the control departments of Jordan Ahli Bank and the Group members (foreign branches and subsidiaries)

Legal Framework and Sources of Guide Preparation

This Guide has been developed by aligning it with the corporate governance instructions for banks issued by the Central Bank of Jordan (No. 2/2023) and relevant circulars. It also takes into account the provisions of the current Jordanian banks and companies laws, as well as the Bank's Memorandum of Association and Articles of Association. The overall framework of the Guide is influenced by the instructions provided by the Basel Committee on Governance, the law of Jordan Securities Commission and its associated instructions, the law of Amman Stock Exchange, and the regulations issued under it. Additionally, the Guide considers the International Financial Reporting Standards (IFRS).

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Definitions	
Phrases and words mentioned in the Guide shall have the meanings assigned to them below unless the presumption or context indicates otherwise	
Term	Description
Central Bank	Central Bank of Jordan.
Supervisory Authorities	Regulatory and legislative authorities supervising the Group's work, such as the Central Bank of Jordan, the Central Bank of Cyprus, the Palestinian Monetary Authority, Jordan Securities Commission, the Corporate Control Department and the like.
Bank	Jordan Ahli Bank.
Bank Group /Group	Jordan Ahli Bank Group represented by the General Administration, Jordan branches, foreign branches (Cyprus Branch and Palestine Branches) and affiliated companies/ wholly owned companies by the Bank.
Board/Board of Directors	Jordan Ahli Bank Board of Directors.
Corporate Governance	The system by which the Bank is directed and managed, which aims to define and achieve the Bank's institutional objectives, safely manage the Bank's operations, protect the interests of depositors, adhere to due responsibility towards shareholders and other stakeholders, and adhere to the Bank's legislation in force and the Bank's internal policies.
Suitability	It provides specific requirements related to honesty, integrity, reputation, competence and qualifications in accordance with the requirements contained in this Guide in persons nominated for membership of the Bank's Board of Directors and senior executive management.
Board of Director	Member of the Board of Directors elected by the General Assembly, whether natural or legal, and who meets the conditions of suitability.
Representative of the Board of Director	The Board of Director representative who is appointed by a Board of Director and meets the conditions of suitability.
Independent Board Member	A member of the Board of Directors who does not hold significant shares and is not controlled by any major shareholders. They possess financial or banking expertise and qualifications and fulfill the requirements outlined in Clause 4 of Chapter Four of this Manual.
Senior Executive Management	It includes the Bank's General Manager or Regional Manager, Deputy General Manager or Deputy Regional Manager, Assistant General Manager or Assistant Regional Manager, Finance Manager, Operations Manager, Facilities/Credit Manager, Risk Manager, Internal Audit Manager, Treasury (Investment) Manager and Compliance Manager, as well as any Bank employee who holds executive powers equivalent to powers of the persons mentioned above and reports directly to the General Manager.
Major Shareholder	The person controlling not less than (5%) or more of the Bank's capital, directly or indirectly.

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Consultant Position	It is a position where there exists a contractual agreement between the vacant seat and the bank for the provision of temporary consultancy services or under an annual contract.
Shared Prosperity Model/Framework:	The framework that is developed within the Bank's stakeholder-focused strategy, in order to deliver long-term value to all stakeholders in a responsible, balanced and sustainable manner that achieves prosperity for all and paves the way for a new type of conscious capitalism, which is seen as a moral imperative for humanity in the twenty-first century.
Stakeholders	Any person with an interest in the Bank, such as depositors, shareholders, employees, creditors, customers or the concerned regulatory authorities. For the purposes of this Guide and the policies of the Bank and the Group, it means the categories that have been identified according to the Bank's sustainable institutional Shared Prosperity Model / Framework. These categories are shareholders, customers, employees, society, regulatory authorities, suppliers and partners.
External Auditor	It includes the audit office, partners in the audit office, and members of the audit team.
Audit Office	The place where the audit team operates and conducts their professional activities. This office is officially registered with the Companies Control Department, which falls under the Ministry of Industry, Trade, and Supply. The registration signifies that the office is recognized as a civil company authorized to practice the auditing profession in accordance with the prevailing legislation.
Audit Managing Partner	The certified partner within the audit office who is responsible for conducting the audit and issuing the audit report on behalf of the office. This audit managing partner possesses the necessary experience, academic qualifications, and professional certification that qualify them to sign the audit report.
Internal Capital Adequacy Assessment Process (ICAAP)	A future process to assess the capital adequacy of all quantitative risk elements that include the risks of the first pillar (credit, market, operating), the risks of the second pillar (liquidity, interest in the bank portfolio, credit concentrations, strategy, reputation and business cycle) and qualitative risk elements (Corporate Governance, Board of Directors, Executive Management, risk management, Internal Audit and Internal Control Procedures) that the bank may be exposed to, whether within the expected or unexpected risks.
Stress Testing	A set of hypothetical scenarios covering all types of risks (credit, market, operation, concentrations, liquidity) aimed at evaluating the Bank's ability to continue under normal and stressful conditions by evaluating the size of unexpected losses that the Bank can be exposed to and their impact on

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	profits and losses, the financial situation of the Bank, the strategic plan, and contingency plans.
Acceptable Risk Document	The document specifying the acceptable levels of risk to which the Bank may be exposed at the level of all banking activities.
Compliance Risks	Risks of legal or regulatory sanctions, material losses, or reputational risks that the Bank may be exposed to as a result of non-compliance with laws, regulations, instructions, orders, codes of conduct, standards and sound banking practices.
Corporate Governance Instructions	Corporate Governance Instructions for Banks No. (2/2023).

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Chapter One: The Corporate Shared Prosperity Framework within the Governance Framework

Ahli Bank of Jordan's "Shared Prosperity Framework" was adopted within a governance framework in order to deliver long-term value to all stakeholders in a responsible, balanced and sustainable manner that achieves prosperity for all, and paves the way for a new type of conscious capitalism that we believe has become a moral imperative for humanity in the twenty-first century. Ahli Bank has developed a framework known as the "Corporate Shared Prosperity Framework," which has been established within the Bank's strategy and in line with the principles of good governance. This concept aims to involve all relevant parties, such as shareholders, customers, employees, regulators, partners, suppliers, the environment, and the local community, in actively working towards a common objective of creating value. The primary goal is to encourage sustainable economic growth, while also focusing on promoting knowledge accessibility and social equality according to a sustainable approach. To reach the desired goals, Ahli Bank believes that corporate governance is based on the key principles of justice, transparency, responsibility, accountability and oversight.

The Shared Prosperity Framework identifies stakeholders as follows:

Shareholders
Customers
Employees
Community and Environment
Regulatory Bodies
Suppliers and Partners

Chapter Two: Board of Directors and committees

1. Composition of the Board of Directors

The composition of the Board of Directors shall take into account the following:

A.	The Board of Directors shall consist of no fewer than eleven members, who are elected by the Bank's General Assembly for a four-year term. It is important to consider the requirements for obtaining the non-objection of the Central Bank of Jordan, as well as the provisions regarding proportional voting and its determinants, which ultimately result in a total of thirteen members.
B.	The Chairman and any member of the Board are prohibited from holding both their position on the Board and any executive or management role within the Bank. Additionally, they are not permitted to hold any advisory positions within the Bank. Furthermore, a minimum of four members on the Board of Directors, which constitutes one-third of the total members, must be independent members.
C.	The Board shall be elected by the General Assembly by secret ballot in accordance with the provisions of the Companies Law. The elected Board of Directors is responsible for managing the Bank's operations for a four-year term, starting from the date of their election. The Board of Directors Charter and Suitability Criteria are considered when selecting members in accordance with the Bank's approved policy for assessing their suitability. The selection process also considers the conditions mentioned in Chapter Four/1 (Suitability) of the Guide, as well as the Capabilities and Qualifications Matrix maintained by the Board's Secretariat. This matrix is regularly updated to

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	facilitate proactive succession planning. In the event of a vacancy in the position of a Board member, the provisions of the current Companies Law are applied. The appointment of the new member shall adhere to the Central Bank's non-objection and be presented at the first meeting of the General Assembly. The Board of Directors is responsible for electing both the Chairman and the Vice-Chairman from among its members. Additionally, the Board appoints authorized signatories, the Board Secretary , and other relevant positions as outlined in the Guide.
D.	The current Board of Directors is entrusted with managing the Bank's affairs until a new board is elected. It is important to ensure that the new board is elected within three months before the conclusion of the term of the previous board.
E.	The diversity and complementarity of skills and experiences among the members of the Board shall be taken into account so as to provide a wide range of visions and views in line with the size of the Bank and the nature of its activity and strategy.
F.	The positions of Chairman of the Board and General Manager shall be separate from each other.
2.	Composition of committees
	The composition of the committees shall take into account the following:
A.	The Board is responsible for forming committees composed of its members. Each committee is required to have a charter that outlines its composition, tasks, powers entitled to , meeting frequency, and quorum. Additionally, the committee appoints a committee secretary who is responsible for documenting all discussions, proposals, objections, reservations, and accurately recording the voting on draft resolutions. These committees are accountable for submitting periodic reports to the Board. It's important to note that the existence of these committees does not relieve the Board as a whole from fulfilling its overall responsibilities.
B.	The Board shall form the following committees as a minimum: Corporate Governance Committee, Risk Management Committee, Compliance Committee, Audit Committee, and Nomination and Remuneration Committee)
C.	It is prohibited for any member of the Board to be the chairman of more than one of the committees mentioned in paragraph B /the provisions of this Clause.
D.	It is prohibited for any member to be the chairman of more than two committees of all the committees emanating from the Board. The committees emanating from the Board of Directors are: - Corporate Governance Committee. - Audit Committee. - Nomination and Remuneration Committee. - Risk Management Committee. - Compliance Committee. - Credit Committee - IT Governance Committee - Strategy and Sustainability Committee
E.	The formation of committees with executive powers, except for the Board Credit Committee specified in the Guide, is strictly prohibited. Furthermore, the delegation of any powers held by the committees, which are established by the Board, to any other authority is also prohibited.

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F.	The number of members comprising a committee and the quorum required for its meetings shall not be fewer than three members, including the committee chairman. It is not allowed to appoint an alternate member during a committee meeting in the absence of the principal member.
G.	It shall be taken into account that the Board has members who are eligible for membership of the Audit Committee, whose majority of members are required to have academic qualifications in accounting or finance or holders of professional certificates in these two fields, and have appropriate practical experience in the fields of accounting, finance, external audit, internal audit or banking
3.	Organization of the work of the Board, committees and meetings
A.	Board meetings shall be held at least six times per year.
B.	The Board of Directors will convene upon the invitation of the Chairman. In the absence of the Chairman, the Vice-Chairman can call for a meeting. Alternatively, if at least a quarter of the board members submit a written request stating the reasons for holding a meeting, the Board shall meet. If the Chairman or Vice-Chairman fails to invite the Board to convene within seven days of receiving the request, the members who submitted the request have the authority to call for the meeting themselves.
C.	The quorum for any committee derived from the Board, with the exception of the Board Credit Committee mentioned in clause (3/e) of this Chapter, shall consist of at least three members, including the Chairman of the committee. It is not permissible to nominate alternative members during committee meetings in the absence of the principal member.
D.	Decisions made by the Board and its committees shall be reached through an absolute majority vote of the members present who have the right to vote on the agenda items being discussed. In the event of a tie vote on a particular agenda item, the opinion supported by the chairman of the session shall prevail.
E.	The quorum required for meetings of the Board Credit Committee is the presence of at least four members. The decisions of this committee will be made by a majority vote of its members, regardless of the number of members present at the meeting.
F.	Subject to the conditions specified in Clause 4 of Chapter Two (Functions of the Board Secretary) of this Guide, Board members have the option to attend meetings in person or through virtual means such as video telephony. For virtual attendance, the Chairman of the Board and the Board Secretary shall ratify the minutes of the Board meeting, including the determination of its quorum. Similarly, in the case of committee meetings, the chairman of the committee and the Board Secretary of the committee are responsible for ratifying the minutes of the meeting and determining the quorum if any members attend virtually.
G.	The agenda for any meeting shall be provided to all Board members as specified in the Board or committee charter and within the designated timeframe and in accordance with the approved meeting procedures. The agenda shall contain comprehensive written information about the topics to be discussed during the meeting, as well as updates on the implementation of previous Board decisions. The responsibility for delivering the agenda lies with the Board Secretary .
4.	Board Secretary

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The Board is responsible for appointing and terminating the services of a board secretary, as well as determining his/her remuneration. The board secretary serves, among other responsibilities, as a link between the Board of Directors and the Executive Management, handling various matters related to corporate governance affairs as a corporate governance liaison officer. The Board Secretary shall have the necessary experience and knowledge to fulfill his/her assigned tasks. Furthermore, the Board Secretary of the Board of Directors also holds the position of secretary for the Audit Committee and other committees emanating from the Board. His/her responsibilities also include the following:

A.	The Board Secretary's duties include coordinating with the Chairman of the Board or relevant committees to organize, plan, and schedule meetings for the Board and its committees. Additionally, the Board Secretary deals closely with the committees that emanates from the Board.
B.	The Board Secretary of the Board of Directors /committees shall attend all meetings of the Board and the committees, record the minutes of the meetings accurately and completely, any reservations raised by any member, record all deliberations, recommendations, objections and reservations, and how to vote on the draft decisions of the Board and the recommendations or decisions of the committees, as the case may be. All records and minutes of meetings and decisions shall be kept under the custody of the Board Secretary of the Board of Directors.
C.	The Board Secretary shall ensure Board/ committee members sign the minutes and decisions of the meetings.
D.	The Board Secretary shall follow up on the implementation of the decisions taken and the discussion of any topics that have been postponed at a previous meeting.
E.	The Board Secretary shall keep records and documents of the meetings of the Board of Directors and the committees in a written or electronic form and in an appropriate manner.
F.	The Board Secretary shall take the necessary measures to ensure that the draft decisions to be issued comply with the legislation, including those issued by the Central Bank.
G.	The Board Secretary shall communicate and follow up the implementation of the decisions taken by the Board of Directors and the committees and the discussion of any topics that have been postponed at a previous meeting.
H.	The Board Secretary shall ensure that members of the Board and committees follow the procedures of the Board and the relevant committee
I.	The Board Secretary shall prepare for the meetings of the General Assembly and all matters related to it and attend the meeting
J.	The Board Secretary shall supervise the work of the Secretariat of the Board and the organizational units within it, especially with regard to the affairs of the Board, committees and corporate governance affairs. He shall also carry out all matters related to the Board and committees in accordance with the manuals and procedures of the Secretariat.
K.	The Board Secretary shall ratify the directors' declarations and provide the Central Bank with the declarations of suitability that are signed by the directors.
L.	The members of the Board and its committees shall be allowed to communicate directly with the Executive Management and the Board Secretary of the Board, and they shall be provided with all means to facilitate their performance of the tasks entrusted to them. It shall be ensured that none

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	of the members of the Board influences the decisions of the Senior Executive Management except through the deliberations that take place in the meetings of the Board or the committees emanating from it.
M.	The Board Secretary shall deliver to the members the agenda of any meeting well in advance, provided that the agenda includes sufficient written information on the topics to be discussed at the meeting.
N.	The Chairman of the Board, in collaboration with the Bank's Board Secretary and the Legal Advisor or Director of the Department, is responsible for conducting discussions with any new member regarding the responsibilities of the Board, particularly in relation to legal and regulatory obligations. The purpose of these deliberations is to provide clarity on the member's roles, authorities, and other aspects of their membership, such as the duration of their term, meeting schedules, committee responsibilities, remuneration, and the potential availability of independent specialized technical advice when required.
O.	The Board Secretary shall cooperate with the Chairman of the Board to ensure that each newly elected member receives relevant legal texts, including laws pertaining to banking operations and instructions issued by the Central Bank related to the Board's work. This includes governance instructions. Additionally, the Board Secretary provides a booklet that explains the rights and functions of the Board member and the responsibilities of the Board Secretary of the Board. These materials can be provided in either paper or electronic format. Furthermore, the Board Secretary shall work with the Chairman to supply each member with a comprehensive summary of the bank's operations upon appointment or upon request.
P.	The Board Secretary, in collaboration with the Chairman of the Board, shall ensure that the needs of Board members are met in terms of professional development and continuous learning. This includes coordinating their participation in orientation programs, specialized courses, and workshops. The Board Secretary works in cooperation with the relevant authority or organization to facilitate these learning opportunities.
Q.	Subject to the provisions of Clause (4/c) of this Chapter, the Board Secretary shall ratify the minutes of the meeting of the Board/ committees and its legal quorum with the Chairman of the Board/head of meeting/chairman of committee.
R.	The Board Secretary shall provide the Central Bank with relevant information concerning the members of the Board and its committees, as well as the members of the Senior Executive Management team. This information shall be communicated to the Central Bank using the approved forms when any updates or amendments are made. Furthermore, the Board Secretary is also required to provide the Central Bank with information regarding the members of the Boards of Directors, as well as the Senior Executive Management of subsidiaries, both within and outside the Kingdom. Similar to the aforementioned information, this data must be provided using the approved forms, and any changes or updates should be communicated to the Central Bank .
5.	Tasks of the Board of Directors

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The member of the Board of Directors shall perform the tasks in accordance with the principle of duty of care, duty of loyalty, duty of candor and disclosure at all times and within the approved governance framework.

I.	At minimum, each member of the Board shall:
A.	Possess adequate knowledge of the legislation and principles related to banking and the operational environment of the Bank and keep abreast of developments in it as well as external developments related to its business.
B.	Attend meetings of the Board, meetings of its committees and meetings of the General Assembly as appropriate.
C.	Allocate sufficient time to carry out their duties as a member of the Board of Directors. The Nomination and Remuneration Committee shall find a clear methodology to verify these duties through, for example, the extent to which the member is linked to the membership of other boards of directors/ bodies/ forums, etc..
II.	At minimum, the Chairman of the Board shall:
A.	Ensure a constructive relationship between the Board and the Bank's Senior Executive Management.
B.	Encourage the expression of opinions, particularly on matters that are being discussed and where there may be differing views among the Board members, and promote discussions and voting on those issues.
C.	Extensively discuss strategic and important issues in the meetings of the Boards.
D.	Ensure that all members of the Board receive and sign the minutes of previous meetings, and receive the agenda of any meeting sufficiently in advance, provided that the agenda includes sufficient written information on the topics to be discussed at the meeting. The agenda shall be delivered by the Board Secretary of the Board.
E.	Ensure that there is a charter that regulates and defines the work of the Board and the members in the form of a guide and an integrated booklet that includes all the matters stipulated in the Memorandum of Association, the Articles of Association and the Companies Law in addition to this Guide.
F.	Guarantee that every newly elected Board member receives copies of the relevant banking laws, Central Bank instructions pertaining to the Board's work (including governance instructions), as well as a booklet outlining the member's rights, responsibilities, and the role of the Board Secretary .
G.	Ensure that the Central Bank is informed of any material information that could adversely affect the suitability of any of its members as well as the suitability of the representative of any legal person.
H.	Ensure that each member is provided with a sufficient summary of the Bank's business upon appointment or upon request.
I.	Engage in discussions, with the aid of the Legal Advisor or Director of the Legal Department and the Board Secretary , with any newly appointed member to clarify the Board's responsibilities, particularly in relation to legal and regulatory obligations. These discussions aim to provide clarity regarding the member's duties, authorities, and other membership-related matters, such as the

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	duration of their term, meeting agendas, committee responsibilities, remuneration, and the availability of independent specialized technical advice when required.
J.	Address the educational requirements of the Board members, ensuring their continuous learning and professional development. This includes facilitating the participation of new members in an orientation program tailored to their banking background. The orientation program should cover essential topics at a minimum, which are as follows:
	- The Bank's organizational structure, corporate governance, and code of conduct. - Institutional objectives, strategic plan and approved policies of the Bank. - The financial conditions of the Bank. - The Bank's risk structure and risk management framework.
III.	The Board shall perform the following functions:
A.	The Board shall supervise the executive management and adopt a policy to monitor and review its performance to achieve the institutional objectives and ensure the safety of all the Bank's operations.
B.	The Board shall establish the strategic goals of the Bank and instruct the Executive Management to develop a strategy to accomplish these objectives. The Board also approves and adopts both the strategy and corresponding action plans that align with the established goals. At the Group level, strategies are presented to the Board at the end of the year according to the applicable procedures.
C.	The Board shall ensure that the Bank has comprehensive policies, plans and work procedures for all its activities in line with the relevant legislation, and that such policies and plans are circulated at all administrative levels and reviewed regularly.
D.	The Board shall define the Bank's corporate values, draw clear lines of responsibility and accountability for all the Bank's activities and establish a high culture of ethical standards, integrity and professional conduct for the Bank's staff.
E.	The Board shall be accountable for adhering to the directives and regulations set forth by the Central Bank and other supervisory and regulatory entities concerning its operations. This responsibility is carried out while considering the interests of stakeholders. The Board also shall guarantee that the Bank is managed in accordance with its internal legislation and policies, ensuring that effective control is consistently maintained over all activities, including those delegated to third parties.
F.	Subject to the provisions of Clause (II/11) of Chapter Four, the Board shall, upon the recommendation of the competent committee, approve the appointment of the General Manager , the Manager of Internal Audit, the Manager of Risk Management Manager and the Compliance and accept their resignations or terminate their services.
G.	The Board shall implement a risk management strategy and oversee its execution, including determining acceptable risk levels and safeguarding the bank against excessive risks. The Board shall also possess adequate understanding of the Bank's operational work environment and associated risks. Additionally, it shall ensure the presence of risk management tools and infrastructure within the Bank that can identify, measure, analyze, evaluate, and monitor all types of risks to which the Bank is exposed.

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H.	The Board shall ensure that adequate and reliable management information systems are in place covering all activities of the Bank.
I.	The Board shall verify that the Bank's credit policy includes evaluating the quality of corporate governance for its public shareholding company customers, so that the customer's risks are evaluated with weaknesses and strengths according to the level of its corporate governance.
J.	As stated in Clause (8) of Chapter Eight of this Guide, the Board shall develop a policy that includes the Bank's responsibility towards environment, society and governance (ESG Policy), provided that the Bank's disclosures in its annual report and/or within the sustainability report include the Bank's initiatives in this regard. The following shall be included at a minimum: - Social initiatives in environmental protection, health and education. - Social initiatives to fight poverty and unemployment. - Promoting medium finance and microfinance. - Participating in initiatives with economic added value to the community.
K.	The Board shall implement measures to establish a distinct separation between the powers/authorities of the major shareholders and the Executive Management, while also developing suitable mechanisms to mitigate the impact of the main shareholders. The Board shall also ensure that the authority of the Senior Executive Management is solely derived from the Board and operates within the confines of the mandate granted to it by the Board.
L.	The Board shall adopt the general organizational structure of the Bank, so that the Central Bank is provided with the general organizational structure when any amendment is made to it, with an explanation of that amendment, taking into account that the general organizational structure includes, at a minimum, the following: - The Board and its committees. - Executive Management and its committees. - Separate departments for risk management, compliance, and internal audit, ensuring that they operate with full independence and without engaging in executive functions. These departments shall have a reporting line directly connected to the relevant committee, while maintaining a dotted line reporting relationship with the General Manager . - Units that are not involved in executive business such as Credit Review and Middle Office staff. - Subsidiaries and foreign branches. The Board shall also, in accordance with the recommendation of the competent committee, approve the sub-organizational structures of the control departments.
M.	As per the scope outlined in this Guide, the Board is responsible for adopting the overall strategy and general policies of the Group. It is also required to establish a corporate governance framework for the Group in accordance with the Corporate Governance Instructions for banks and the Group's structure. This framework shall be implemented across the entire Group, ensuring alignment of subsidiary policies with Corporate Governance Instructions to the fullest extent possible. The Board shall consider any regulatory instructions from the relevant authorities in the countries where subsidiaries and external branches operate. Furthermore, the Board should

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	have a comprehensive understanding of the Group's structure, particularly those with complex arrangements, by identifying the connections and relationships between units and the parent company. The Board shall assess the adequacy of corporate governance within the Group and align the corporate governance strategies and policies of the parent company with any instructions issued by the Central Bank or other regulatory authorities. These relationships shall be defined within an approved matrix that is considered an integral part of this Guide for the Bank Group. In the event of a conflict, the Bank shall obtain the prior approval of the Central Bank to address any conflict.
N.	The Board shall identify banking activities that necessitate the approval of the Board, ensuring that this designation does not exceed limits that undermine the supervisory function of the Board. Moreover, the Board shall refrain from granting executive authorities, including the authority to grant credit to an individual Board members, including the Chairman of the Board.
O.	The Board shall appoint a Secretary of the Board of Directors , terminate his/her services and determine his remuneration. His/her duties all shall include what is stated in Clause 4 of Chapter Two
P.	The members of the Board and its committees shall be allowed to communicate directly with the Executive Management and the Board Secretary of the Board, and they shall be provided with all means to facilitate their performance of the tasks entrusted to them. It shall be ensured that none of the members of the Board influences the decisions of the Senior Executive Management except through the deliberations that take place in the meetings of the Board or the committees emanating from it.
Q.	The Board shall take due diligence measures when deciding on any of the issues related to the Bank's business and taking into account the sound foundations to reach the decision taken in this regard and in order to ensure that its tasks are carried out at the highest professional levels.
R.	The Board shall adhere to the tasks of the Board with regard to disclosure and transparency in accordance with what is stated in Chapter Eight of this Guide.
S.	The Board shall form committees from among its members and adopt a charter for each committee in accordance with what is stated in Clause (3) of Chapter Two of this Guide. It shall be noted that the existence of committees does not exempt the Board as a whole from assuming its responsibilities.
T.	The Board shall approve the Corporate Governance Guidelines
U.	The Board shall provide recommendations to the General Assembly concerning the appointment of the external auditor. This recommendation takes into consideration the responsibilities of the audit committee and aligns with the guidelines outlined in this Guide, specifically the section dedicated to the external auditor.
V.	The Board shall adopt a policy of evaluating the performance and granting financial rewards to the Bank's administrators
W.	The Board shall endorse the annual budget that is prepared by the Executive Management. Additionally, it reviews periodic performance reports that are submitted to it, which highlight any

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	discrepancies between actual performance and the projected amounts, along with the reasons for such deviations.
X.	The Board shall approve the Code of Conduct prepared by the Executive Management, taking into account the provisions of Clause (4) of Chapter Seven of this Guide. The Board shall also verify that this Code of Conduct has been circulated at all administrative levels in the Bank
Y.	The Board shall implement a policy to ensure the suitability of Senior Executive Management members within the Bank. This policy shall encompass minimum standards, prerequisites, and conditions that must be fulfilled by these individuals. The Board periodically reviews this policy and establishes appropriate procedures and systems to ensure that all members of the Senior Executive Management adhere to the suitability criteria and maintain their eligibility.
Z.	The Board shall ensure that the General Manager has integrity, technical competence and banking experience. The Board shall also ensure that the executive management has high integrity in conducting its business, avoids conflicts of interest and implements the approved policies and procedures objectively.
AA.	The Board is responsible for granting approval in various personnel matters related to the Senior Executive Management of the Bank. This includes appointing, transferring, promoting, assigning, accepting resignations, or terminating the services of any member within this management level. These decisions are subject to the provisions outlined in Chapter Four/II of this Guide.
BB.	In accordance with the guidelines provided in Chapter Seven, the Board shall establish a policy that addresses the prevention of conflicts of interest in all forms, including those that may arise from the Bank's association with companies within the Group. The Board will also adopt the necessary procedures to ensure the sufficiency of internal controls and monitoring mechanisms to enforce compliance with this policy and prevent any misuse. This policy will encompass the fundamental principles governing conflict of interest policies and their definitions as outlined in Chapter Seven. Additionally, it will include controls for the transfer of information across different departments to prevent any exploitation for personal gain. This policy shall be approved by the Bank in addition to the main rules and principles specified in Chapter Seven, which shall be read with the policy as a single unit.
CC.	The Board is responsible for establishing an evaluation system to assess its own performance, as well as the work of its committees and individual members. Additionally, the Board will develop procedures for determining the remuneration of its members, which will be based on the approved evaluation system and in accordance with the guidelines outlined in Chapter Five of this Guide.
DD.	The Board shall evaluate the performance of the General Manager annually according to a system prepared by the Nomination and Remuneration Committee and approved by the Board and according to what is stated in Chapter Five of this Guide.
EE.	The Board shall implement a performance measurement system for administrator within the Bank other than the Board members and the General Manager . This system will consider the specific details outlined in Clause (2/b) of Chapter Five.

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FF.	The Board shall implement necessary actions to strengthen the effectiveness of internal audit within the Bank. This includes emphasizing the significance of the internal audit function and integrating it into the Bank's operations. Measures shall be taken to ensure and enhance the independence of internal auditors, granting them a suitable position within the Bank's career progression. Internal auditors shall possess the requisite knowledge, skills, and competence to carry out their tasks effectively. Furthermore, the Board shall ensure their unrestricted access to all records and information, as well as the ability to communicate with any administrator within the Bank. This enables internal auditors to fulfill their assigned responsibilities and prepare their reports without any interference.
GG.	The Board shall verify that the Internal Audit Department is under the direct supervision of the Audit Committee, and that it submits its reports directly to the Audit Committee and a copy thereof to the General Manager . The General Manager may, with the approval of the Chairman of the Audit Committee, assign the Internal Audit Department with assurance or advisory tasks, provided that this assignment does not affect the independence of the Internal Audit Department.
HH.	The Board shall approve the Internal Audit Charter of the Board of Directors based on the recommendation of the Audit Committee, which includes the tasks, powers and work methodology of the Internal Audit Department.
II.	The Board has the responsibility of granting approval for the internal assessment document concerning the Bank's capital adequacy. This document shall be comprehensive and effective, allowing for the identification of all potential risks the Bank may encounter. Furthermore, it shall align with the Bank's strategic plan and capital plan.
JJ.	The Board shall ensure the independence of the Risk Management Department, and grant the department the necessary powers to enable it to obtain information from other bank departments and cooperate with other committees to carry out its tasks.
KK.	The Board is responsible for ensuring that overrides, which involve surpassing acceptable risk levels, are appropriately addressed. This includes holding the concerned Senior Executive Management accountable for such overrides.
LL.	The Board is responsible for overseeing that the Risk Management Department conducts regular stress tests to assess the Bank's resilience against shocks and high-risk situations. The Board shall play a significant role in approving the assumptions and scenarios used in these tests, engaging in discussions regarding the test results, and determining the necessary actions based on those results.
MM.	The Board shall approve a risk management policy / policies covering all the Bank's operations and setting a clear measure and limits for each type of risk and ensuring that all employees, each according to their administrative level, are fully informed and aware of them, while reviewing them periodically.
NN.	The Board shall approve a comprehensive document for all risks acceptable to the Bank.
OO.	The Board shall approve the Bank's Risk Management Framework
PP.	The Board shall approve the Business Continuity Plan
QQ.	The Board shall ensure the independence of the Compliance Department.

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RR.	The Board shall approve the tasks of the Compliance Department in accordance with what is stated in Clause 4 of Chapter Six
SS.	The Board shall approve a compliance policy to ensure that the Bank complies with all relevant legislation.
TT.	The Board is required to establish a policy for external auditing, which shall encompass the minimum conditions specified in Clause (2/a) of Chapter Six. Additionally, this policy shall outline the initial and ongoing requirements for ensuring the independence of the external auditor.

6. Committees of the Board of Directors

1. Corporate Governance Committee.

The committee mentioned shall consist of a minimum of three members. The majority of committee members shall be independent, and it shall include the Chairman of the Board. The Committee's Chairman may invite any member of the Senior Executive Management to attend its meetings, although they do not possess voting rights. The committee is responsible for performing the following tasks:

A.	The committee shall operate in accordance with the charter approved by the Board of Directors, adhering to the specified frequency of meetings and tasks outlined in the charter.
B.	The committee is responsible for overseeing the development of the Corporate Governance Guide and its subsequent approval by the Board. The purpose of this guide is to reflect the Bank's perspective on corporate governance, including its concept, significance, and fundamental principles. It shall align with the applicable legislation and ensure the adoption of best practices in the field of corporate governance. Furthermore, the guide shall be regularly updated as needed.
C.	The committee shall provide the Central Bank with a letter signed by all members of the committee confirming the compliance of the guide with the Corporate Governance Instructions within two months from the date of any amendment.
D.	The committee shall verify the correction of the observations contained in the report of the Internal Audit Department – or any other relevant entity – regarding the Bank 's compliance with the Corporate Governance Manual
E.	The committee shall inform the Central Bank immediately after verifying any violations of the provisions and requirements of the Corporate Governance Instructions
F.	The committee shall submit periodic reports to the Board.
G.	The committee shall fulfill any additional tasks outlined in the approved charter that align with the committee's responsibilities as mandated by the current legislation.

2. Audit Committee

The committee shall operate within the overall framework established for the banking Group at the Jordan Ahli Bank. It shall carry out its tasks in accordance with the approved relationship matrix between the Bank and its Group members, including foreign branches and subsidiaries. The primary objective is to ensure the implementation of necessary measures to harmonize the governance, risk, and compliance (GRC) framework across the Group and comply with regulatory authorities' requirements.

Taking into consideration the provisions of the Banking Law, the majority of the committee members shall be independent members, including the committee chairman. The chairman of the committee shall not

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hold the position of chairman in any other committee established by the Board, nor shall = be a member of the Board Credit Committee. The Chairman of the Board shall not be a member of this committee. The Internal Audit Manager of the Bank shall be invited to attend committee meetings, and they may invite individuals to provide their opinions on specific matters and attend discussions related to those matters (without voting rights). The committee is responsible for carrying out the following tasks as outlined in the approved committee charter:

A.	The Committee shall work in accordance with its charter approved by the Board of Directors and the periodicity of the meeting stipulated in the charter. The frequency of meetings will be determined by the charter, requiring a minimum of one meeting every three months, and additional meetings as deemed necessary by the committee chairman. The committee is authorized to directly obtain any information required from the Executive Management or through the Internal Audit Manager. Additionally, the committee has the right to summon any administrator to attend its meetings when necessary.
B.	Subject to the provisions of the Banking Law regarding the functions and powers of the committee, it shall review the following matters: Scope, results and adequacy of internal and external audit in the Bank and the Group Accounting issues having a material impact on the Bank's financial statements. Control and internal control systems in the Bank Group.
C.	In accordance with the provisions outlined in Clause (2/f) of Chapter Six of this Guide, the committee is responsible for providing the Board with recommendations regarding the selection and appointment of the external auditor. This includes recommendations on terminating their services, determining their fees, and establishing contractual conditions. Furthermore, the committee is entrusted with evaluating the independence of the external auditor and may propose additional tasks or responsibilities to be assigned to them.
D.	The committee shall meet (separate meetings) with the external auditor, the Internal Audit Manager and the Manager of Compliance at least once a year without the presence of any other members of the Senior Executive Management.
E.	The committee shall review and monitor the procedures that enable employees to confidentially report any error in the financial reports or any other matters. The committee ensures that the necessary arrangements are in place for independent investigation and that the results of the investigation are followed up and addressed objectively.
F.	The committee shall verify the Internal Audit Department's compliance with the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors, including conducting an independent external evaluation of the internal audit activity at least once every five years and providing the Central Bank with a copy of such evaluation.
G.	The committee shall be responsible for ensuring that the Internal Audit Department has adequate resources and a qualified workforce. This includes verifying the availability of sufficient resources and an appropriate number of skilled personnel within the department. Additionally, the committee should oversee specialized training programs for the internal audit team, including training in the area of corporate governance.

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H.	The committee shall monitor the rotation of internal audit staff to conduct audits of the Bank's activities, with a maximum duration of three years. In cases where it is not possible to achieve this rotation within certain areas, the committee's approval shall be sought for the justifications for non-compliance, especially in specialized areas such as information technology and cybersecurity audits.
I.	The committee shall ensure that the internal audit staff is not assigned any executive tasks.
J.	The committee shall verify that all activities of the Bank are subject to audit – according to the risk-based approach – including those assigned to external parties.
K.	As stated in Clause (2/c) of Chapter Five of this Guide, the committee shall evaluate the performance of the Internal Audit Manager and determine his remuneration in line with the performance evaluation policy approved by the Board
L.	In accordance with the provisions of Clause 6 of Chapter Seven, the Audit Committee shall inform the Central Bank immediately upon verifying any violation of any of the legislation in force and internal policies regarding transactions with related parties in accordance with the internal audit reports.
M.	The committee shall recommend the adoption of the Internal Audit Charter to the Board of Directors, which includes the tasks of the Internal Audit Department, its powers and its work methodology.
N.	The committee shall approve an audit plan that encompasses the Bank's activities, including those conducted by other control departments and outsourced to external parties. This audit plan is developed by the Audit Department, taking into account the risk level associated with each activity.
O.	As stated in Clause (2/d) and (2/e) of Chapter Six of this Guide, the Audit Committee shall verify the independence of the external auditor during the contracting period initially and continuously and in a manner that ensures that there is no conflict of interest between the Bank and the external auditor. The Board shall ensure this, and verify that the conditions of contracting with the external auditor are included therein. The Audit Committee shall also verify the qualifications and effectiveness of the external auditor and ensure that the engagement letter clearly includes the scope of the audit, the fees, and the contracting period. Any other conditions shall be commensurate with the nature of the bank, the size of its business, the complexity of its operations and its risks.
P.	The committee shall approve the work procedures of the Internal Audit Department in line with the legislation in force and the strategies/ policies approved by the Board, and ensure the implementation of those procedures.
Q.	The committee shall recommend to the Board of Directors the implementation of well-defined sub-organizational structures within the Internal Audit Department. These structures shall accurately represent the administrative hierarchy and establish clear lines of responsibility and authority. The objective is to enable the department to fulfill its tasks with complete independence, emphasizing that its role shall not involve executive functions.
R.	The committee shall approve a detailed description of the tasks of the Internal Audit Department
R1	The committee shall submit periodic reports to the Board.

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S.	The committee shall fulfill any additional tasks outlined in the approved charter that align with the committee's responsibilities as mandated by the current legislation.
3.	Nomination and Remuneration Committee
The committee shall consist of a minimum of three members, with the majority, including the committee chairman, being independent members. The committee will be responsible for carrying out the following tasks:	
A.	The committee shall operate in accordance with the charter approved by the Board of Directors, adhering to the specified frequency of meetings and tasks outlined in the charter.
B.	As stated in Clause (First/2) of Chapter Four of this Guide, the committee shall undertake the tasks of studying the suitability of the persons nominated to join the Board, taking into account the capabilities and qualifications of the nominated persons and making the appropriate recommendation to the Board. In the event of re-nomination of the member, the number of times he attends and the effectiveness of his participation in the meetings of the Board and its committees shall also be taken into account.
C.	In accordance with Clause (First/2) of Chapter Four of this Guide, the committee is required to notify individuals, including representatives of legal entities, who have applied for membership on the Board in writing about the Board's decision when the provisions outlined in this Guide and the governance instructions are not applied to them.
D.	In accordance with Clause (II/2) of Chapter Four of this Guide, the committee shall be responsible for recommending qualified individuals to the Board for consideration as candidates to join the Senior Executive Management.
E.	The committee shall ensure that Board members attend workshops or seminars on banking topics, including corporate governance, risk management and the latest developments in banking.
F.	As per the provisions mentioned in Clause (I/4) of Chapter Four, the Committee shall be responsible for assessing whether a member qualifies as an independent member, considering the minimum requirements outlined in Paragraph (5/e) of the Corporate Governance Instructions. The committee shall conduct this assessment annually and inform the Central Bank of any updates regarding the independence status of any of the independent members.
G.	As per the provisions outlined in Clause (1/b) of Chapter Five, the committee is responsible for conducting an annual evaluation of the overall performance of the Board, its committees, and individual members. The committee follows established and approved criteria during the evaluation process to ensure objectivity. The results of this evaluation are communicated to the Central Bank. Additionally, excluding the members of the Nomination and Remuneration Committee, the Board members themselves are also responsible for evaluating the performance of the Nomination and Remuneration Committee and its individual members on an annual basis.
H.	The committee shall provide information and summaries about the background of some important topics about the Bank to the Board members upon request, and ensure that they are kept informed about the latest topics related to banking.

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I.	In accordance with what is stated in Clause (3) of Chapter Five of this Guide, the Nomination and Remuneration Committee shall develop a policy to evaluate the performance and grant financial remuneration to the Bank's administrators and review it periodically, so that it includes a mechanism for determining the salaries, remuneration and privileges of the General Manager and the rest of the members of the Executive Management. The committee may not delegate this task to the Executive Management, and this policy shall be approved by the Board.
J.	The committee shall make recommendations to the Board of Directors regarding the appointment of the Internal Audit Manager. Additionally, the committee is authorized to accept the resignation of the Internal Audit Manager.
K.	The committee shall submit periodic reports to the Board.
L.	The committee shall fulfill any additional tasks outlined in the approved charter that align with the committee's responsibilities as mandated by the current legislation.
4.	Risk Management Committee.
The committee shall operate within the overall framework established for the banking Group at the Jordan Ahli Bank. It shall carry out its tasks in accordance with the approved relationship matrix between the Bank and its Group members, including foreign branches and subsidiaries. The primary objective is to ensure the implementation of necessary measures to harmonize the governance, risk, and compliance (GRC) framework across the Group and comply with regulatory authorities' requirements.	
This committee consists of at least three members. The majority of the members of the committee, including the chairman of the committee, shall be independent members, and it shall meet at least once every three months and whenever the need arises. It is responsible for the following tasks:	
A.	The committee shall operate in accordance with the charter approved by the Board of Directors, adhering to the specified frequency of meetings and tasks outlined in the charter.
B.	The committee is tasked with ensuring the implementation of a comprehensive risk management strategy for the Bank. This strategy encompasses defining the type and level of acceptable risk for all activities undertaken by the Bank. The committee is responsible for recommending to the Board the adoption of the Risk Appetite Framework, which outlines the acceptable risk levels, and the Risk Appetite Statement across the Bank's activities at the group level.
C.	The committee is responsible for verifying the presence of policies and tools that enable the identification, measurement, analysis, evaluation, and monitoring of risks. These policies and tools are reviewed by the committee and recommended to the Board for approval. The committee shall review these policies and tool at least an annual review to ensure their effectiveness and shall modify them when necessary.
D.	The committee shall ensure the presence of a robust risk management system that guarantees the accuracy and sufficiency of the data used for identifying, measuring, analyzing, evaluating, and monitoring risks. This system should also encompass the ability to assess potential losses resulting from these risks and maintain the required capital to effectively manage and mitigate them.

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E.	The committee shall verify the effectiveness of the work procedures of the Risk Management Department and assess the extent to which the Executive Management adheres to the approved policies and procedures.
F.	The committee shall provide the Board with periodic reports on the risks to which the Bank is exposed, including overrides of acceptable risk levels and procedures for addressing them.
G.	The committee shall keep abreast of developments affecting the risk management of the Bank and the Group and submit periodic reports thereon to the Board.
H.	The committee shall verify the existence of means that help in risk management, including but not limited to: - Risk self-assessment and development of risk indicators. - Preparing a historical database of losses and identifying the sources of those losses and classifying them according to the type of risk. - Providing the necessary equipment, appropriate automated systems and quantitative means.
I.	The committee shall ensure that the Risk Management Department has adequate resources and a suitable number of qualified staff members. Furthermore, it should arrange specialized training programs for these personnel.
J.	As per Clause (2/d) of Chapter Five in this Guide, the Risk Management Committee is responsible for assessing the performance of the Manager of the Risk Management Department. Additionally, the committee is tasked with determining the director's remuneration in accordance with the performance evaluation policy approved by the Board after obtaining the input of the General Manager .
K.	The committee shall approve the work procedures of the Risk Management Department in line with the legislation in force and the strategies/ policies approved by the Board and ensure the implementation of those procedures.
L.	The committee is responsible for recommending to the Board of Directors the implementation of sub-organizational structures for the Risk Management Department. These structures shall clearly outline the administrative hierarchy, lines of responsibility, and authority in a comprehensive manner. They shall facilitate the department's ability to carry out its tasks with complete independence, while ensuring that executive work is not performed within the department.
M.	The committee shall approve a detailed description of the tasks of the Risk Management Department
N.	The committee shall ensure the independence of the Risk Management Department, and grant the department the necessary powers to enable it to obtain information from other bank departments and cooperate with other committees to carry out its tasks.
O.	The committee shall recommend to the Board the adoption of the stress testing policy and ensuring that the Risk Department conducts stress testing periodically to measure the bank 's ability to withstand shocks and face high risks.

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P.	The committee shall recommend to the Board the methodologies implemented for the identification, measurement, and monitoring of various types of risks.
Q.	The committee shall ensure the existence of a business continuity plan at the Group level and approve the results of the business continuity plan testing and ensure the readiness of the alternative site and the disaster recovery site.
R.	The committee shall recommend to the Board the adoption of the hypotheses and scenarios used, discuss the results of the tests, and approve the procedures to be taken based on these results.
S.	The committee shall recommend to the Board the adoption of an internal evaluation document regarding the Bank's capital adequacy. It shall also periodically review this methodology and ensure its proper application. The document shall be comprehensive, effective and capable of identifying all potential risks that the Bank may encounter, while considering the bank's strategic plan and capital plan.
T.	The committee shall recommend to the Board of Directors the appointment of the Manager of Risk Management and also approve his resignation.
U.	The committee shall oversee the development of the database necessary for risk management.
V.	The committee shall ensure the adoption of local and global best practices in the risk management process.
W.	The committee shall submit periodic reports to the Board on the risks to which the Bank is exposed, including violations of acceptable risk levels and procedures for addressing them
X.	The committee shall fulfill any additional tasks outlined in the approved charter that align with the committee's responsibilities as mandated by the current legislation.

5. Compliance Committee

The committee shall operate within the overall framework established for the banking Group at the Jordan Ahli Bank. It shall carry out its tasks in accordance with the approved relationship matrix between the Bank and its Group members, including foreign branches and subsidiaries. The primary objective is to ensure the implementation of necessary measures to harmonize the governance, risk, and compliance (GRC) framework across the Group and comply with regulatory authorities' requirements.

This committee shall be composed of at least three members, including an independent member. The committee shall meet at least once every three months and whenever the need arises. It shall undertake the following tasks:

A.	The committee shall operate in accordance with the charter approved by the Board of Directors, adhering to the specified frequency of meetings and tasks outlined in the charter.
B.	The committee is responsible for guaranteeing the presence of a compliance policy and its associated procedures within the Bank. This is done to ensure the establishment of an efficient compliance function capable of effectively carrying out its responsibilities. Additionally, the committee shall conduct an annual assessment of the Bank's management of non-compliance risks to evaluate its effectiveness.
C.	The committee shall endorse the annual compliance plan throughout the Group and review the regular reports prepared by the Compliance Department. These reports encompass assessing the

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	risks associated with non-compliance, identifying irregularities and deficiencies, and evaluating the corrective actions implemented.
D.	The committee shall recommend to the Board the adoption of compliance monitoring and anti-money laundering and counter-terrorism financing (AML/CFT) policies.
E.	The committee shall supervise the implementation of the Bank's compliance policy and ensure that the Bank's Executive Management resolves all compliance issues promptly and effectively.
F.	The committee shall supervise the work of the Compliance Department, and ensure that appropriate mechanisms are in place to monitor the compliance of all administrative levels in the Bank with all regulatory requirements, legislation in force and international standards, including the recommendations of the Financial Action Task Force.
G.	The committee shall ensure that the Compliance Department has adequate resources and a suitable number of qualified staff members. Furthermore, it should arrange specialized training programs for these personnel.
H.	As per Clause (2/d) of Chapter Five in this Guide, the Compliance Committee is responsible for assessing the performance of the Manager of the Compliance Department. Additionally, the committee is tasked with determining the director's remuneration in accordance with the performance evaluation policy approved by the Board after obtaining the input of the General Manager.
I.	The committee shall approve the work procedures of the Compliance Department so that they are in line with the legislation in force and the strategies/ policies approved by the Board. It shall also ensure that those procedures are applied.
J.	The committee is responsible for recommending to the Board of Directors the implementation of sub-organizational structures for the Compliance Department. These structures shall clearly outline the administrative hierarchy, lines of responsibility, and authority in a comprehensive manner. They shall facilitate the department's ability to carry out its tasks with complete independence, while ensuring that executive work is not performed within the department.
K.	The committee shall create channels of communication between the Compliance Department and Anti-Money Laundering Department and the Board of Directors to ensure the achievement of its objectives. The committee shall provide the Compliance Department and Anti-Money Laundering Department with the requisite authority to obtain information from other departments within the bank. It shall also foster collaboration with other committees to fulfill their responsibilities and implement necessary measures to uphold the values of integrity and ethical professional conduct within the Bank.
L.	The committee shall review the reports of the Compliance Department and AML / CFT and adopt recommendations and corrective actions to be taken to reduce the Bank's exposure to legal and regulatory risks or financial or reputational losses.
M.	The committee shall adopt a detailed description of the tasks of the Compliance Department.
N.	The committee shall recommend to the Board of Directors the appointment of the Compliance Manager and accept his resignation.
O.	The committee shall submit periodic reports to the Board.

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P.	The committee shall fulfill any additional tasks outlined in the approved charter that align with the committee's responsibilities as mandated by the current legislation.
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6. Board Credit Committee

This committee consists of at least five members, and one of its members may be independent, provided that none of its members is on the Audit Committee. The quorum for the meetings of the committee shall be at least four members and its decisions shall be taken by a majority of its members regardless of the number of those present. It shall undertake the following tasks:

A.	The committee shall operate in accordance with the charter approved by the Board of Directors, adhering to the specified frequency of meetings and tasks outlined in the charter.
B.	The committee shall consider exclusively the facilities that exceed the authority of the highest committee in the Executive Management. It is important to note that the Board, among its tasks, determines the banking operations that require its approval in any matter that is outside the authority of the Board Credit Committee
C.	The powers of the committee shall be limited to taking the appropriate decision regarding the facilities that have been recommended for approval by the Executive Management Committee referred to above.
D.	The committee shall determine maximum limits for the powers entrusted to it related to granting, modifying, renewing, structuring, scheduling or settling credit facilities, so that there are clear powers for the Board in this regard
E.	The committee shall submit to the Board the details of the facilities approved by it.

7. IT Governance Committee

This committee shall be composed of at least three members. The committee meets at least quarterly and undertakes the following tasks:

A.	The committee shall operate in accordance with the charter approved by the Board of Directors, adhering to the specified frequency of meetings and tasks outlined in the charter.
B.	The committee shall review the strategic, financial, quantitative and qualitative performance indicators related to the Information Technology proposed by the CEO/ General Manager and make recommendations to raise the efficiency of the Bank's strategic plans and alignment to implement those plans within an effective methodological framework in preparation for approval by the Board of Directors.
C.	The committee shall adopt the strategic objectives for information technology and establish appropriate organizational structures, including steering committees at the Senior Executive Management level, especially the Information Technology Steering Committee. The aim is to ensure that these structures support the accomplishment of the Bank's strategic objectives and maximize the value derived from information technology projects and investments. The committee shall also implement necessary tools and standards to monitor and ensure the achievement of these objectives. Examples of such tools include utilizing the balanced scorecard system for information technology (IT Balanced Scorecards), calculating the return on investment (ROI), and measuring the impact on enhancing financial and operational efficiency.

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D.	The committee shall implement a comprehensive framework for managing, controlling, and overseeing information technology resources and projects. This framework shall align with internationally recognized best practices, particularly the Control Objectives for Information and Related Technology (COBIT). It shall also adhere to the objectives and requirements outlined in the Central Bank of Jordan Instructions No. (65/2016). This is done by achieving sustainable institutional objectives while fulfilling the information and technology objectives matrix associated with it. The framework shall encompass the information technology governance processes outlined in the aforementioned instructions.
E.	The committee shall endorse the matrix of institutional objectives and the corresponding information and technology objectives outlined in the Central Bank Instructions No. (65/2016). It shall consider this data as the minimum requirement and further define the sub-goals that are necessary to achieve them.
F.	The committee shall adopt Enterprise Goals and Alignment Goals contained in the instructions of the Central Bank No. (65/2016) and the amendments contained in Circular No. (10-6-984), consider their data as the minimum requirement and further describe the sub-goals necessary to achieve them.
G.	The committee shall implement a matrix of responsibilities, known as a RACI Chart, for the key operations of information technology governance outlined in the Central Bank Instructions No. (65/2016), as well as the amendments specified in Circular No. (10-6-984). The matrix shall define the entities or parties primarily responsible (Responsible), those ultimately responsible (Accountable), and those to be consulted (Informed) for each operation mentioned in the instructions. The committee shall be guided by the COBIT 2019 standard while developing and implementing this matrix.
H.	The committee shall determine the significance and priority of Enterprise Goals, considering their alignment with Alignment Goals, Governance and Management Objectives, and other relevant Enablers/Components. This assessment shall be based on a qualitative and/or quantitative study conducted at least once a year. The study shall take into account factors that influence the formation of the IT Governance Framework (COBIT 2019 - Design Factors). The committee shall ensure that the framework aligns with the specific needs and strategies of the Bank.
I.	The committee shall oversee the establishment of a comprehensive framework for IT risk management that aligns with and integrates into the overall risk management framework of the Bank, as prepared by the Risk Department. This framework shall take into consideration and address the Bank's strategy for risk control, aiming to minimize risks and safeguard the security and interests of customers. It shall encompass all IT governance processes outlined in the Central Bank Instructions No. (65/2016) and its subsequent amendments, specifically Circular No. (10-6-984).
J.	The committee shall approve the budget of IT resources and projects in line with the strategic objectives of the Bank.
K.	The committee shall oversee and assess the advancement of IT operations, resources, and projects. It shall also review their sufficiency and evaluate their effective contribution towards fulfilling the needs and objectives of the Bank.

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L.	The committee shall review IT audit reports, take the necessary measures to address deviations and recommend them to the Board.
M.	The committee shall site the minutes of the meetings of the Information Technology Steering Committee and take appropriate decisions according to the recommendations made by the Information Technology Steering Committee regarding: - Any unacceptable risks associated with IT, cybersecurity, and information protection within the Committee's mandate—taking into account the specific responsibilities of the Risk Management Committee in this area. - Performance reports and compliance with the requirements of the general framework for the management, control and control of IT resources and projects - Allocating the necessary resources and mechanisms to achieve the tasks of the IT Governance Committee - Any deviations that may adversely affect the achievement of strategic objectives
N.	The committee shall fulfill any additional tasks outlined in the approved charter that align with the committee's responsibilities as mandated by the current legislation.
8.	Strategy and Sustainability Committee
This Committee is composed of at least three members and is responsible for the following tasks:	
A.	Operate according to the Committee Charter approved by the Board of Directors, including the stipulated meeting frequency and duties contained therein.
B.	Monitor and support the consolidation and development of the corporate identity, ensuring that the institution's identity reflects its strategy.
C.	Supervise all elements related to the Bank's strategy and ensure the existence of general policies for the effective implementation of these strategies.
D.	Support the Board in defining strategic objectives in coordination with executive management, which prepares the strategy and makes recommendations— and assist the Board in all matters required to guide executive management in preparing a strategic plan to achieve these objectives.
E.	Ensure the preparation of strategic and operational plans, confirming that strategic objectives are included within them.
F.	Recommend to the Board the strategic directions and initiatives presented, including related reports; follow up on these initiatives and on the achievement of objectives, and report to the Board accordingly.
G.	Support the Board in fulfilling its commitments related to environment, society, and governance (ESG), including setting ESG-related goals, promoting sustainable finance, and enhancing environmental management—all of which play an integral role in enhancing long-term stakeholder value.
H.	Recommend the adoption of a sustainability policy, along with environmental, social, and governance standards, and the frameworks and action plans derived from them.
I.	Review and consider the recommendations and outcomes of the Executive-Level Sustainability Committee, and either make decisions or refer them to the Board as appropriate.
J.	Recommend the adoption of the sustainability strategy.

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K.	Periodically review the agreed strategic sustainability priorities and objectives and recommend adjustments (as needed) to develop sustainability trends, address related risks, and seize opportunities.
L.	Perform any other tasks specified in the Committee Charter and formally approved, falling within the Committee's mandate under prevailing laws and regulations.

Chapter Three: Tasks of the Executive Management

I. Tasks of the Executive Management

A.	The Executive Management is responsible for executing and overseeing the Bank's operations in alignment with the strategies and policies approved by the Board. It shall also establish and manage systems, risk management practices, processes, and controls necessary to effectively handle various types of risks faced by the Bank, to ensure that the approved risk levels set by the Board are not surpassed and to adhere to all relevant laws and internal policies of the Bank.
B.	The Executive Management is responsible for ensuring the presence of comprehensive operational procedures for all activities conducted by the Bank. These procedures shall be in compliance with current legislation and the strategies/policies approved by the Board. The General Manager or the Regional Manager of the Foreign Bank branch (excluding control departments) must approve these procedures, while the competent committee is responsible for approving procedures specific to control departments. Additionally, the Executive Management is tasked with guaranteeing the implementation and adherence to these approved procedures.
C.	The Executive Management shall prepare financial statements.
D.	The Executive Management shall develop the overall organizational structure of the Bank and submit it to the Board for approval. It is also tasked with creating the sub-organizational structures for all units within the Bank and obtaining approval from the General Manager . However, for the sub-organizational structures of control departments of local banks, the Board approves them based on the recommendation of the competent committee as outlined in this Guide. These structures shall clearly outline the administrative hierarchy and provide a detailed representation of lines of responsibility and authority. The general organizational structure, at a minimum, shall include the elements specified in Clause (III/6/L) of Chapter Two, as follows: - The Board and its committees. - Executive Management and its committees. - Separate departments for risk management, compliance, and internal audit, ensuring that they operate with full independence and without engaging in executive functions. These departments shall have a reporting line directly connected to the relevant committee, while maintaining a dotted line reporting relationship with the General Manager . - Units that are not involved in executive business such as Credit Review and Middle Office staff. - Subsidiaries and foreign branches.
E.	The Executive Management shall prepare an annual budget, submit it to the Board for approval, and submit periodic performance reports to the Board showing the deviation between actual

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	performance and the budgeted amounts, along with an explanation of the reasons behind such deviations.
F.	The Executive Management is prohibited from engaging in any actions that could compromise the independence and impartiality of the control departments. The cooperation between these departments, the various units of the Bank, and the Executive Management is vital for carrying out their respective duties effectively. The Senior Executive Management shall be promptly informed of any significant matters that require immediate attention as soon as they are identified by any of the control departments. Furthermore, the control departments are allowed to report these issues to the competent committee as necessary.
G.	The Executive Management shall provide the supervisory authority, external audit, internal audit and any competent authorities, at the time specified by those authorities, with the required information and disclosures necessary to carry out their tasks in an optimal manner.
H.	The Executive Management shall prepare the Bank's Code of Professional Conduct, submit it to the Board for approval and circulate it to all the Bank's administrators.
I.	The Executive Management shall Develop the skills and professional conduct of the Bank's employees to comply with the latest standards of ethics and professional work conduct.
J.	The Executive Management shall ensure that appropriate controls are in place for each activity or process and separate procedures administratively and practically into approval and implementation tasks.

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II. Tasks of the CEO/ General Manager

In addition to what is stated in the legislation in force, the General Manager shall perform the following:

A.	The General Manager shall Develop the strategic direction of the Bank.
B.	The General Manager shall implement the Bank's strategies and policies.
C.	The General Manager shall implement the decisions of the Board.
D.	The General Manager shall provide guidance for the implementation of short- and long-term action plans.
E.	The General Manager shall develop mechanisms to communicate the Bank's vision, mission and strategy to employees.
F.	The General Manager shall inform the Board of all important aspects of the Bank's operations.
G.	The General Manager shall manage the day-to-day operations of the Bank.
H.	The General Manager shall endorse a comprehensive delineation of responsibilities for each organizational unit within the Bank (excluding control departments whose description is to be made by competent committees) and make the description accessible to all employees of the Bank, each according to their specialization.
I.	The General Manager may, with the approval of the chairman of the Audit Committee, assign the Internal Audit Department with confirmatory or advisory tasks, provided that this assignment does not affect the independence of the Internal Audit Department.

Chapter Four: Suitability

I. Suitability of the members of the Board of Directors

1.	The Board shall adopt a policy to ensure the suitability of its members, provided that this policy includes the minimum standards, requirements and conditions that must be met by the nominated member, and that this policy is reviewed whenever necessary, and adequate procedures and systems are established to ensure that all members meet the criteria of suitability and continue to enjoy them.
2.	The Nomination and Remuneration Committee shall undertake the task of studying the suitability of the persons nominated to join the membership of the Board, taking into account the capabilities and qualifications of the nominated persons, and making the appropriate recommendation to the Board. In the event of re-nomination of the member, the number of times he attends and the effectiveness of his participation in the meetings of the Board and its committees shall be taken into account. The Committee shall inform any person (including the representative of the legal person) applying for membership of the Board in writing of the Board's decision that the provisions of the Corporate Governance Instructions of Banks do not apply to him.
3.	Membership conditions and suitability criteria
Whoever holds the chairmanship (or membership) of the Board shall meet the following conditions:	
A.	They shall be at least twenty-five years old
B.	They shall not hold a position as a board member, general manager, regional manager, or employee of any other bank in Jordan, unless the other bank is affiliated with the Bank.
C.	They shall not be a lawyer, legal advisor, bank auditor, or advisor to any other bank in Jordan.

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D.	They shall have a first university degree as a minimum in economics, finance, accounting, business administration or any of the similar disciplines. The Nomination and Remuneration Committee may consider other disciplines (including law and information technology) if combined with sufficient experience related to the business of banks or related activities in line with Clause (1/e) of Chapter Two of the provisions of this Guide.
E.	They shall not be an employee of the government or any public official institution unless they are representatives of such institutions.
F.	They shall have experience in banking, finance, economics or other fields related to banking-related activities for at least five years.
G.	They shall not have any familial relationship, including relatives up to the third degree, with the CEO/General Manager of the Bank. Additionally, they shall not have any immediate family members (first-degree relatives) who are part of the Senior Executive Management team.
H.	They shall not be a member of the boards of directors of more than five public shareholding companies in Jordan, whether in their personal capacity and their representation of a legal entity on these boards.
I.	The member is required to possess a minimum of two thousand qualifying shares of the Bank. These shares shall not be seized, pledged, or subject to any other restrictions that hinder their complete disposal. It is necessary for these shares to be held throughout the membership term and for an additional six months after the termination of membership. During this period, trading or selling these shares is prohibited.

4. Independent Member Terms and Conditions

The Board Nomination and Remuneration Committee shall establish the essential criteria to guarantee the independence of members. It shall assess whether a member meets the qualifications to be considered an independent member and review this status annually. Additionally, any changes to the independence status of independent members shall be reported to the Central Bank. The Nomination and Remuneration Committee shall consider the following minimum conditions when evaluating independence requirements.

A.	An independent member shall be a natural person.
B.	An independent member must not have worked as an employee of the Bank or any of its subsidiaries or as an advisor to the Bank or any of its subsidiaries during the three years preceding his nomination
C.	An independent member shall not have any connections or affiliations with other members of the Board or with individuals serving on the boards of directors of the Bank's subsidiaries. Furthermore, such a member shall not have any relationships with significant shareholders of the Bank up to the second degree of kinship.
D.	An independent member shall not have any connections with any of the members of the Senior Executive Management of the Bank or any of the members of the Senior Executive Management of any of the Bank's subsidiaries up to the second degree and with the CEO/General Manager of the Bank up to the third degree.

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E.	An independent member shall not be a partner or employee of the external auditor of the bank and have been a partner or employee during the three years preceding his nomination.
F.	An independent member shall not hold a significant ownership stake in the Bank, nor be associated with a major shareholder of the Bank or their allies in a manner where their combined ownership matches that of a major shareholder. Additionally, they shall not be a major shareholder in any of the Bank's subsidiaries or in the larger Group that owns the Bank.
G.	An independent member shall not have served on the Board of Directors of the Bank or any of its subsidiaries for a total period exceeding eight years. If a member no longer meets the criteria for independence as specified in this clause, the Bank has the option to seek approval from the Central Bank for the member to continue as an independent member after a minimum cooling-off period of four consecutive years. This request will be made if there are valid justifications for the member to retain their independence.
H.	An independent member, their spouse, immediate family members, or any company where they hold a position as a board member, owner, or significant shareholder, or hold a senior executive management role, shall not have a credit from the Bank that exceeds 5% of the Bank's regulatory capital. Additionally, they shall not act as a guarantor for a credit from the Bank that exceeds the same percentage.
5.	The non-objection of the Central Bank shall be obtained on the nomination of any person (as well as on the nomination of the representative of the legal person, including the temporary representative of any government agency or public or official legal institution) for membership of the Board, provided that the request for non-objection is accompanied by the decision of the Board, the recommendation of the Nomination and Remuneration Committee, which includes its perception of the added value to be provided by the nominated member of the Board, the declaration and its attachment, the declaration of the independent member, the curriculum vitae, scientific certificates, certificates of experience, a certificate of non-conviction, and a copy of the civil status card (passport for non-Jordanians). The Board Secretary shall provide the Central Bank with declarations of suitability of the members of the Board, and the Central Bank may, in the cases it deems necessary, summon any member/candidate of the Board of Directors of any bank for an interview.
6.	The Bank shall obtain the non-objection of the Central Bank to the nomination of any member of the Board before the date of the meeting of the General Assembly of the Bank by a sufficient period of not less than one month. Those who wish to be nominated shall be informed of the need for the non-objection of the Central Bank.
7.	It is known that in the cases it deems necessary, the Central Bank may summon any member/candidate of the Board of Directors of any bank to conduct an interview with them. The Central Bank may also consider any member non-independent according to certain data, despite the fact that all the conditions mentioned in Clause (2) of this Article apply to him.
8.	The Chairman of the Board shall ensure that the Central Bank is informed of any material information that could adversely affect the suitability of any of the members of the Board as well as the suitability of the representative to legal persons.

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9.	The Bank shall take into account the representation of women in the membership of the Board.
10.	It shall be taken into account that the Board has members who are eligible for membership of the Audit Committee, whose majority of members are required to have academic qualifications in accounting or finance or holders of professional certificates in these two fields and appropriate practical experience in the fields of accounting, finance, external audit, internal audit or banking
11.	If the Board finds it necessary and has clear and specific reasons, it has the authority to appoint an advisor. However, this appointment shall align with the nature of the advisor's work and shall not involve any supervisory or executive responsibilities. The appointment shall also be for a specific period of time and shall not interfere with the Board's task of overseeing its work in accordance with the regulations, including the Banking Law. It is important to note that the appointment is subject to the Central Bank's approval.

II. Suitability of the members of the Senior Executive Management

1.	The Board shall adopt a policy to ensure the suitability of the members of the Senior Executive Management of the Bank, provided that this policy includes the minimum standards, requirements and conditions that must be met by the member of the senior executive management. The Board shall review this policy from time to time and establish sufficient procedures and systems to ensure that all members of the Senior Executive Management meet and continue to meet the criteria of suitability.
2.	The Nomination and Remuneration Committee nominates qualified persons to the Board to join the Senior Executive Management.
3.	The Board shall verify that the General Manager has integrity, technical competence and banking experience.
4.	The Bank shall obtain the approval of the Board upon the appointment/ transfer/ promotion/ assignment, acceptance of resignation or termination of the services of any of the members of the Bank's Senior Executive Management.
5.	Subject to the provisions of Clause (II/11) of this Chapter, the Board shall, upon the recommendation of the competent committee, approve the appointment of the General Manager , the Manager of Internal Audit, the Manager of Risk Management and the Manager of Compliance and accept their resignations or terminate their services.
6.	The Board shall approve a replacement plan for the members of the Senior Executive Management of the Bank, and the Board shall review this plan at least once a year.
7.	The Chairman of the Board shall ensure that the Central Bank is informed of any material information that could adversely affect the suitability of any member of the Senior Executive Management.
8.	The Bank shall verify that any major shareholder of the Bank has no relationship, including kinship up to the third degree with the General Manager and the first degree with any other member of the Senior Executive Management.
9.	Membership conditions and suitability criteria

Whoever is appointed to the Senior Executive Management of the Bank shall meet the following conditions:

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A.	They shall not be a member of the board of directors of any other bank, unless the other bank is affiliated with the Bank.
B.	2. They shall be full-time individuals dedicated to overseeing the Bank's operations.
C.	3. They shall hold a first university degree as a minimum in economics, finance, accounting, business administration or any of the disciplines related to the work of the Bank.
D.	They shall have experience in the field of banking business (mostly in the field of the job for which they are nominated) or related work of not less than five years, with the exception of the General Manager or the Regional Manager whose experience in the field of banking business shall not be less than ten years.
E.	They shall not hold significant shares in the bank and shall have no affiliation with the Chairman of the Board, any other board member, or any major shareholder of the Bank. This includes familial relationships up to the third degree in the case of the General Manager and up to the first degree for any other member of the Senior Executive Management.
10.	The Bank shall take into account the representation of women in the membership of the Senior Executive Management.
11.	The Bank shall obtain the non-objection of the Central Bank before appointing/ transferring/ promoting/ assigning any member of the Senior Executive Management, provided that the non-objection request is accompanied by the decision of the Board, the recommendation of the competent committee, the approved general organizational structure, the member's declaration (and its attachment), CV, academic certificates, experience certificates, non-conviction certificate, and a copy of the civil status card (non-Jordanian passport). The Central Bank may summon any person nominated for a position in the senior executive management of any bank for a personal interview before appointment.
12.	The Bank shall obtain the non-objection of the Central Bank to the resignation or termination of the services of any of the General Manager / Regional Manager, the Manager of Internal Audit, the Director of Risk Department and the Manager of Compliance Department, and the Central Bank may call any administrator of the Bank to verify the reasons for resignation or termination of services.

Chapter Five: Evaluating the performance of administrators and financial rewards

1.	The Board and committees
A.	The Board shall ensure that there is a system for evaluating its work and the work of its committees and members, provided that this system includes, as a minimum, the following: - Key Performance Indicators (KPIs) that can be extracted from strategic plans and objectives to be used to measure the performance of the Board and its committees - Communication between the Board and the shareholders and the periodicity of this communication. - Periodicity of the Board's meetings with the Senior Executive Management. - Member attendance of and participation in meetings of the Board and its committees, as well as comparing their performance with the performance of other members. Feedback shall be obtained from the concerned member in order to improve the evaluation process.

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	The extent to which the member develops their knowledge in the business of banks through participation in training programs.
B.	Since the process of evaluating the performance of the members of the Board of Directors is an important tool to ensure the effective performance of the Board and the subordinate committees, it is necessary to follow specific and approved principles in evaluating performance in order for the performance evaluation criterion to be objective. The following aspects shall be taken into account: - The members of the Board should acquire the skills, knowledge and experience that effectively regulate the functioning of the Bank. - The Board should communicate with internal and external stakeholders at specific times. - The structure of the committees established by the Board should be clear, ensuring that committee members have access to the necessary information and tools required to carry out their responsibilities effectively. - The members should focus on important aspects at the right time. - Board members should foster a sense of teamwork, aiming to establish a suitable balance between trust and constructive challenges. - The Chairman of the Board should play a crucial role as a capable leader of the Board of Directors. - The level of progress and ongoing enhancement of the Board of Directors and its members, both collectively and individually, in terms of their performance, should be considered.
C.	The Nomination and Remuneration Committee shall evaluate the work of the Board as a whole and its committees and members separately annually. This committee shall follow specific and approved bases in the evaluation process so that the performance evaluation criterion is objective, and that it informs the Central Bank of the result of this evaluation. The members of the Board (other than the members of the Nomination and Remuneration Committee) shall also evaluate the performance of the Nomination and Remuneration Committee and its members separately annually.
2.	Senior Executive Management and the rest of the Bank's administrators, other than the Board's members
A.	The Board is responsible for conducting an annual performance evaluation of the General Manager using a framework developed by the Nomination and Remuneration Committee and approved by the Board. This evaluation system includes the establishment of key performance indicators. The criteria used to assess the General Manager's performance shall, at a minimum, consider the financial and administrative performance of the Bank relative to the associated risks, as well as the extent to which the General Manager has achieved the Bank's medium- and long-term plans and strategies. Each evaluation component will be assigned a specific weight. The Nomination and Remuneration Committee shall communicate the evaluation results to the Central Bank.

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B.	The Board shall establish a performance evaluation system for the Bank's administrators who are not members of the Board, as well as the General Manager . This system shall consider performance indicators that are tailored to the specific nature of each department's work and their ability to meet their objectives. The minimum requirements for this system include the following: - The performance evaluation system shall assign appropriate weighting to assess compliance performance based on the Risk Management Department and Compliance Department frameworks, as well as the implementation of internal controls and regulatory obligations. - The evaluation of administrators' performance shall not solely rely on gross income or profit. Other factors should also be considered, such as the risks associated with core operations, the accomplishment of departmental objectives and annual plans, and, when applicable, measuring customer satisfaction.
C.	The Audit Committee shall evaluate the performance of the Manager of the Internal Audit Department and determine his remuneration in line with the performance evaluation policy and the remuneration, incentives, and retention policy approved by the Board.
D.	The Risk Management Committee shall evaluate the performance of the Manager of the Risk Management Department and determine his remuneration in line with the performance evaluation policy and the remuneration, incentives, and retention policy approved by the Board, after consulting the opinion of the General Manager
E.	The Compliance Committee shall evaluate the performance of the Manager of the Compliance Department and determine his remuneration in accordance with the performance evaluation policy and the remuneration, incentives, and retention policy approved by the Board, after consulting the opinion of the General Manager .
F.	The performance of the employees of the Internal Audit Department shall be evaluated by the Manager of Internal Audit in line with the performance evaluation policy approved by the Board.
3.	The Nomination and Remuneration Committee shall, in accordance with its tasks, develop a policy for evaluating the performance and granting financial remuneration to the Bank's administrators and review it periodically. Such a policy shall include a mechanism for determining the salaries, remuneration, and privileges of the General Manager and the rest of the members of the Executive Management. The committee may not delegate this task to the Executive Management, and this policy shall be approved by the Board.
4.	The policy for granting financial remuneration shall have the following elements as a minimum: It shall be prepared to attract and maintain administrators with competencies, skills and experience, motivate them and improve their performance. It shall include provisions regarding the remuneration of the Chairman, Board members, and committee members, in accordance with the responsibilities outlined in the Corporate Governance Instructions. The remuneration may vary based on the

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	performance evaluation of the Board, its committees and its members, as well as based on the solvency and performance of the Bank. - It shall be designed to ensure that administrators are motivated to achieve the Bank's objectives without leading to high risks that may adversely affect the Bank's solvency, reputation or exposure to legal risks. - The remunerations shall not be based only on the performance of the current year, but also on the performance in the medium and long term (3-5) years. - It shall incorporate a mechanism for deferring payment of a reasonable portion of the remuneration (excluding salaries). The specific percentage and duration of the deferral will be determined based on factors such as the nature of the work, associated risks, and the activities of the respective administrator. - It shall determine the form of remunerations, such as fees, salaries, allowances, bonuses, stock options, or any other benefits. However, it is essential to consider instructions regarding the ownership of influential interests in this context. - The policy will include a mechanism to revoke the deferred remuneration granted to an administrator if it is discovered later that there were performance issues or if the Bank faces significant risks resulting from decisions made by that administrator within their authority that could have been avoided. - Financial rewards shall not be granted to the administrators of the control departments depending on the results of the work of the departments under their control.
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Chapter Six: The Regulatory Environment

The Board of Directors assumes its responsibilities by relying on a general internal and external control framework based on the foundations, tasks and responsibilities assigned to each of the following:

1.	Internal audit
A.	The Board shall implement necessary measures to strengthen the effectiveness of internal audit by prioritizing the internal audit function and establishing its importance within the Bank. This includes safeguarding and enhancing the independence of internal auditors and providing them with a suitable position within the Bank's job hierarchy. These auditors shall possess the necessary knowledge, skills, and competency to fulfill their responsibilities. The Board will ensure their unrestricted access to all records and information, allowing them to communicate with any administrator in the Bank without interference, enabling them to carry out their assigned tasks and prepare reports effectively.
B.	The Board shall verify that the Internal Audit Department is under the direct supervision of the Audit Committee, and that it submits its reports directly to the Audit Committee and a copy thereof to the General Manager. The General Manager may, with the approval of the Chairman of the Audit Committee, assign the Internal Audit Department with confirmatory or advisory tasks, provided that this assignment does not affect the independence of the Internal Audit Department.
C.	The Internal Audit Department shall undertake the following tasks at the Group level as a minimum:

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	It shall verify the sufficiency of internal control and control systems pertaining to the Bank's operations, as well as at the Group level, which includes its subsidiaries. Additionally, it shall review and document any modifications made to the structure of these systems.
	It shall develop the Internal Audit Charter to be approved by the Board upon the recommendation of the Audit Committee. Such charter shall include the tasks, powers and work methodology of the Internal Audit Department.
	It shall prepare an audit plan that includes the activities of the Bank, including the activities of other control departments and activities assigned to external parties, according to the degree of risk of those activities, provided that it is approved by the Audit Committee.
	It shall review the compliance with the Corporate Governance Guide and the policies and charters related thereto annually, prepare a detailed report thereon and submit it to the Audit Committee and a copy thereof to the Corporate Governance Committee.
	It shall review the validity and comprehensiveness of Stress Testing, in accordance with the methodology approved by the Board.
	It shall guarantee the precision of the procedures employed in the internal audit process to determine the sufficiency of the Bank's capital, also known as the Internal Capital Adequacy Assessment Process (ICAAP)
	It shall audit financial and administrative matters.
	It shall monitor and address any violations and observations outlined in the reports of the supervisory authority and the external auditor. It shall ensure that these issues are appropriately resolved and that the executive management implements suitable controls to prevent their recurrence.
	It shall ensure the availability of necessary procedures for receiving, processing, and managing customer complaints, as well as observations regarding the accounting system, control and internal control, audits, and the submission of regular reports on these matters.
	It shall securely and systematically maintain audit reports and working papers for a period specified in the relevant legislation. These documents shall be readily available for review by both the supervisory authority and the external auditor.
D.	The performance of the employees of the Internal Audit Department shall be evaluated by the Manager of Internal Audit in line with the performance evaluation policy approved by the Board.
E.	The Internal Audit Department shall perform an annual test to verify compliance with the applicable legislation, internal bank policies, and approved procedures in all transactions involving related parties. The department shall submit reports and recommendations regarding these transactions to the Audit Committee. In the event of any violation of legislation or internal policies in this area, the Audit Committee shall promptly inform the Central Bank.
2.	External auditing
A.	The Bank shall prepare an external audit policy to be approved by the Board and amended whenever necessary. This policy shall include, as a minimum, the following:

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1.	A mechanism for nominating and assigning an audit office.
2.	A mechanism for determining the fees of an audit office.
3.	Periodic change of audit office and teams.
4.	The requirements for the independence of the external auditor stipulated in paragraph (d) of this Article as a minimum.
5.	Tasks of the audit office and team.
6.	Relationship of the Audit Committee to the audit office and team.
7.	Additional services outside the scope of audit services that can be assigned to the audit office.
8.	The criteria for selecting the audit office and the responsible partner, taking into account the following requirements as a minimum:
A.	Audit office:
	The number of partners responsible for auditing in the office shall not be less than two.
	The international office or company of which the office is a member shall have the appropriate experience, not less than (10) years in auditing bank accounts.
B.	Managing partner
	Shall be of good conduct and have a good professional reputation.
	Must not have been convicted of a felony or misdemeanor involving moral turpitude or dishonesty.
	Shall have a valid practicing license to practice the profession of auditing and be registered in the register of the Jordanian Association of Certified Public Accountants (JACPA) in accordance with the provisions of the Law Regulating the chartered accountancy profession.
	Must not have been deprived of practicing the profession during the last five years or a final penal judgment has been issued against this managing partner as a result of committing a professional error or a legal violation related to the practice of the profession.
	Shall have at least a first university degree in accounting or any of the disciplines related to the business of banks.
	Shall hold one of the professional certificates in the field of accounting or auditing from one of the internationally recognized professional associations of chartered accountants or auditors recognized by JACPA.
	Shall be of good conduct and have a good professional reputation.
	Shall have practical experience in the field of auditing accounts for a period of not less than (10) years, including (7) years at least in the field of auditing bank accounts, and shall be familiar with banking business and risks and related legislation, including those issued by the Central Bank.
B.	The Bank shall guarantee the regular rotation of the external auditor, with a maximum duration of seven years. However, changing the external auditor during the contract period will only be permitted upon obtaining approval from the Central Bank and with substantial reasons.

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C.	An office that has been previously contracted with may not be re-nominated until at least three years have passed since its last nomination by the Bank.
D.	The Audit Committee is responsible for ensuring the ongoing independence of the external auditor throughout the contract period. The committee shall conduct initial and continuous assessments to prevent any conflicts of interest between the bank and the external auditor. The Board will oversee and guarantee this process. Additionally, the Board will verify that the minimum conditions for contracting with the external auditor include the following: - The external auditor shall not be a member of the Board or the board /board of directors of any of the Bank's subsidiaries. - The external auditor is prohibited from engaging in any long-term technical, administrative, or advisory tasks for the Bank or any of its subsidiaries while carrying out the audit assignment. - The external auditor shall not be a partner with any of the members of the Board /Senior Executive Management of the Bank or any of the members of the board of directors or any of the members of the senior executive management of any of the Bank's subsidiaries. - There shall be no relationship up to the second degree between the managing partner or any member of the audit team with any member of the Board or any member of the Senior Executive Management of the Bank or any of its subsidiaries. - The external auditor shall not directly or indirectly own, deal in, or speculate in the shares of the Bank or the shares of any of the Bank's subsidiaries. - The external auditor shall not combine the audit work on the accounts of the Bank with any additional services outside the scope of the audit services assigned to the audit office.
E.	The Audit Committee shall verify the qualifications and effectiveness of the external auditor and ensure that the engagement letter clearly includes the scope of the audit, fees, contract period and any other conditions commensurate with the nature of the Bank, the size of its business, the complexity of its operations and its risks.
F.	The Audit Committee shall provide the Board with recommendations about appointing an external auditor, ending their services, determining their fees, and setting any terms related to hiring them. The committee shall also review their independence and may assign them additional tasks.
G.	The Bank shall inform the Central Bank of its nomination for the external auditor at least 30 days before the General Assembly meeting for election or re-election.
H.	The Central Bank may meet with the auditor of any bank and, if necessary, coordinate with them regarding reviewing the working papers relating to the task of auditing that bank.
3.	The Risk Management Department
A.	The board shall ensure the independence of the Risk Management Department and grant the department the necessary powers to enable it to obtain information from other bank departments and cooperate with other committees to carry out its tasks.

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B.	The Board shall verify that breaches of acceptable risk levels are addressed, including the accountability of the Senior Executive Management concerned with such breaches.
C.	The Board shall ensure that the Risk Management Department conducts stress tests periodically to measure the Bank's ability to withstand shocks and face high risks, and that the Board has a key role in adopting the hypotheses and scenarios used, discussing the results of the tests, and adopting the procedures to be taken based on these results.
D.	The Risk Management Department shall undertake the following tasks at the group level as a minimum: - It shall implement the risk management strategy in addition to developing policies and work procedures to manage all types of risks. - It shall develop one or more risk management policies that encompass all of its operations. These policies shall establish explicit measures and limits for each type of risk. It is essential that all employees, based on their respective positions, receive comprehensive information and awareness about these policies. The Bank will conduct periodic reviews of the risk management policy/policies and submit them to the Board for approval. - It shall prepare a comprehensive document for all risks acceptable to the Bank and submit it to the Board for approval. - It shall review the Bank 's Risk Management Framework and submit it to the Board for approval. - It shall create an internal assessment document for evaluating the Bank's capital adequacy. It shall review this document regularly to ensure its comprehensiveness, effectiveness, and alignment with the Bank's strategic plan and capital plan, taking into account all potential risks that the Bank may encounter. This document shall be approved by the Board. - It shall develop methodologies for identifying, measuring, analyzing, evaluating and monitoring each type of risk.
	- It shall verify the integration of risk measurement mechanisms with the management information systems used. - It shall prepare a business continuity plan and submit it to the Board for approval, provided that it is reviewed periodically. - Prior to introducing any new product, service, process, or system, the Risk Management Department shall verify its alignment with the Bank's strategy. It shall identify all associated risks, including operational, information security, and cyber risks, and establish new controls, procedures, or necessary amendments in a manner that aligns with the Bank's acceptable risk limits. - It shall provide the necessary information about the Bank's risks, to be used for disclosure purposes. - It shall make recommendations to the Risk Management Committee on the Bank's risk exposures and record cases of exceptions to the risk management policy.

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	It shall monitor the compliance of the Bank's executive departments with the specified levels of acceptable risk.
	It shall submit reports to the Board through the Risk Management Committee and a copy to the General Manager containing information on the actual risk system for all the Bank's activities in comparison with the acceptable risk document. It shall also follow up on the treatment of negative deviations. The Executive Management may request special reports as needed from the Bank's Risk Management Department.
4.	The Compliance Department
A.	The Board shall ensure the independence of the Compliance Department.
	The Board shall approve the tasks of the Compliance Department. These tasks shall include the following as a minimum at the Group level:
	The Compliance Department shall prepare a compliance policy to ensure that the Bank complies with all relevant legislation, and ensure that all employees, each according to their administrative level, are fully informed and aware of it. This policy shall be approved by the Board.
	It shall prepare an annual compliance plan, to be approved by the Compliance Committee.
	It shall monitor the compliance of all administrative levels in the Bank with all regulatory requirements, legislation in force and international standards, including the recommendations of the Financial Action Task Force.
	It shall prepare periodic reports that include assessing the risks of non-compliance, irregularities, deficiencies and corrective actions taken, and submit such reports to the Compliance Committee and copies of them to the General Manager .
B.	It shall manage compliance risks faced by the Bank Group and ensure compliance with applicable laws, regulations and standards and any amendments thereto.
	It shall continuously monitor, test and report group-wide compliance by appropriate and adequate methods.
	It shall adopt plans for training at the Group level, develop and enhance awareness of topics related to the compliance function and professional conduct and answer employees' queries related to compliance.
	It shall act as a liaison between the Bank and the relevant regulatory authorities.
	It shall monitor its operations to effectively combat money laundering and the financing of terrorism. This monitoring shall be conducted in accordance with recognized best practices and within the framework of international sanctions regimes.
	It shall ensure compliance with international laws and sanctions regimes.
	It shall receive customer complaints and strive to resolve them within the designated timeframe. Additionally, it shall provide recommendations to the relevant authorities to implement measures aimed at preventing the recurrence of such complaints.
C.	The Compliance Committee assigns the Compliance Officer to carry out the following tasks: Assist the executive management and staff of the Bank in managing the compliance risks faced by the Bank.

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	- Advise the Executive Management on the applicable laws and legislation and any amendments thereto. - Ensure compliance with the compliance monitoring policy and the implementation of the Group's regulatory compliance program, provide the Committee with the results of compliance checks, indicate any violations of the laws / instructions in force, make the necessary recommendations to address them and reduce their recurrence, and provide the Executive Management with a copy of them and a copy for the company regarding the subsidiaries and according to the approved relationship matrix. - Educate staff on compliance topics and conduct training sessions and induction workshops on the role of the Compliance Department.
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Chapter Seven: Conflicts of Interest

1.	The Board shall adopt a policy governing the avoidance of conflicts of interest in all its forms, including those arising from the Bank's association with companies within the Group, and shall adopt the necessary procedures to ensure the adequacy of internal controls and control to monitor compliance with this policy and prevent abuses. This policy shall include the general principles governing the policy and definitions of conflicts of interest and as described therein. It shall also include, at a minimum, the topics governing the following main rules, which shall be read with the policy as one unit and as follows:
A.	The policy shall prevent activities that result in a conflict between the interest of the Bank and any interest of any administrator in the Bank in any way.
B.	Disclosure shall be immediately upon verification of any matter that has arisen or will give rise to a conflict between the interest of the Bank and any interest of any administrator of the Bank in any way.
C.	The Board member shall not disclose the confidential information of the Bank or use it for their own benefit or for the benefit of others, and the representative of the legal person shall not disclose any confidential information circulated during the meetings of the Board and its committees to any person, including any administrator of this legal person.
D.	Members of the Board are obligated to prioritize the interests of the Bank over their personal interests in any transactions involving companies they have personal stakes in. They are prohibited from leveraging commercial opportunities of the Bank for their personal gain. It is essential to avoid conflicts of interest, and in case of any such conflict, the member shall provide detailed disclosure to the Board, and they are obligated not to attend or participate in the decision-making process related to the matter in question. This disclosure shall be recorded in the minutes of any Board or committee meeting.
E.	Instances that lead to conflicts of interest can include situations where there is a conflict of interest between the personal interests of a board member and the interests of the Bank. Similarly, conflicts of interest can arise between the interests of an Executive Management member and the interests of the Bank. Furthermore, conflicts may arise between the interests of any company within the banking group, subsidiary, or ally of the Bank and the interests of the Bank itself.

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F.	The policy regarding conflicts of interest shall establish the definition of related parties in accordance with the applicable legislation. It shall also outline the conditions for conducting transactions with these parties, ensuring that they do not receive preferential treatment compared to unrelated customers. This policy encompasses all dealings between the Bank and any companies within its banking group.
G.	The policy shall define the scope of transactions involving related parties, encompassing various types of transactions and not solely limited to credit facilities.
H.	The policy shall include procedures followed in the Bank when identifying cases of non-compliance with this policy.
2.	Furthermore, in order to prevent any conflicts of interest between the Bank and the external auditor, the Audit Committee is responsible for confirming the independence of the external auditor throughout the contracting period. This verification is conducted both initially and on an ongoing basis to ensure the absence of any conflicts of interest. The Board of Directors is also responsible for ensuring this independence and confirming that the contract terms with the external auditor align with the provisions stated in Article Two of Chapter Six.
3.	The Board shall adopt controls for the transfer of information between the various departments, preventing their exploitation for personal benefit.
4.	The Board shall adopt a charter of professional conduct prepared by the Executive Management to ensure that the Bank conducts its business with high integrity. This charter shall include, at a minimum, the cases that may result in a conflict of interest. The Executive Management shall circulate it and the Board verifies that it has been circulated at all administrative levels in the Bank.
5.	The Board shall ensure that the Executive Management has high integrity in conducting its business, avoids conflicts of interest, and implements the approved policies and procedures objectively.
6.	The Internal Audit Department shall conduct an test at least once a year to ensure that all transactions with related parties with the bank have been carried out in accordance with the legislation in force, the internal policies of the Bank and the approved procedures, and shall submit its reports and recommendations thereon to the Audit Committee. The Audit Committee shall inform the Central Bank immediately upon verifying any violation of any of the legislation in force and internal policies in this field.

Chapter Eight: Disclosure and Transparency – (Treatment of Shareholders and Stakeholders)

1.	To guarantee the rights of shareholders and all stakeholders and to meet the requirements of disclosure and transparency, the Board shall, as a minimum, provide a mechanism to ensure communication with stakeholders by disclosing and providing meaningful information about the activities of the Bank and providing sufficient information to shareholders through the following: - The General Assembly Meetings. - Annual report and quarterly and semi-annual reports - The Bank's website and the Bank's news published in the newspapers, which include the Bank's achievements.
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	The Shareholders' Affairs Department of the Secretariat of the Board, in which shareholders' inquiries are answered. Newspapers, social sites, communications, email and text messages (by type of information) A section of the Bank's website shall be allocated to providing information about the rights of shareholders. This section shall serve to encourage shareholders to actively participate in and vote during General Assembly meetings. Additionally, the Bank shall publish relevant documents related to these meetings on the website, including the complete text of the meeting invitations and the minutes of the meetings.
2.	The Board is responsible for promptly sharing relevant financial and non-financial information that is of importance to stakeholders.
3.	The Board shall guarantee that the Bank's annual report incorporates a provision explicitly stating its responsibility for the accuracy and sufficiency of the Bank's financial statements and the information presented within the report. Additionally, the Board will ensure the adequacy of internal control and control systems.
4.	The Board shall ensure that the Bank complies with the disclosures set by the International Financial Reporting Standards (IFRS), the International Accounting Standards (IAS), Central Bank instructions and other relevant legislation and that the Executive Management is aware of changes to IFRS.
5.	The Board shall ensure the publication of the Corporate Governance Guide on the Bank's website and through other suitable means to inform the public. Furthermore, the Bank is obligated to disclose in its annual report the presence of a corporate governance guide and the level of its dedication to implementing the guidelines outlined within it.
6.	The Board shall ensure that the Bank's annual report and quarterly reports include disclosures that allow current or potential shareholders to view the results of operations and the financial position of the Bank.
7.	The Board shall ensure that the annual report includes the following as a minimum:
	- A summary of the organizational structure of the Bank. - A summary of the functions of the committees of the Board, and any powers that the Board has delegated to those committees. - Information of interest to stakeholders outlined in this Guide. - Information about each member of the Board in terms of their qualifications and experience, the amount of their contribution to the capital of the Bank, whether they are independent or not, their membership in the committees of the Board, the date of their appointment, and any memberships they hold in the boards of directors of other companies. - Information about the Risk Management Department, including its structure, the nature of its operations and any updates made to it. - The number of times the Board and its committees meet and the number of times each member attends these meetings. - Names of the members of the Board and the Senior Executive Management who resigned during the year.

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	- A summary of the Bank's remuneration policy, with the disclosure of all forms of remuneration of the members of the Board separately, and the remuneration in all its forms granted to the Senior Executive Management separately, for the past year. - Acknowledge by all members of the Board that they have not received any undisclosed benefits, whether in the form of material or non-material gains, personally or for the benefit of any stakeholders, during the previous year, as a result of their involvement with the Bank.
8.	Disclosure by the Bank in its annual report and/or within the sustainability report of the initiatives pursued by the Bank in this regard. This shall include the following as a minimum: - Social initiatives in environmental protection, health and education. - Social initiatives to fight poverty and unemployment. - Promoting medium finance and microfinance. - Participating in initiatives with economic added value to the community.
9.	Semi-annual reports that are shared through e-mail and are available to those who visit or communicate with the Bank at any time
10.	The Board shall also communicate continuously with the shareholders and in accordance with the mechanism specified above.

Chapter Nine: General Provisions

1.	The Chairman of the Board will extend an invitation to the Central Bank, allowing them ample time to nominate their representative, to attend the General Assembly meetings.
2.	The Chairman of the Board shall provide the Central Bank with the minutes of the General Assembly meetings within a timeframe of no more than five working days from the date of the Companies Controller or their representative's approval of the minutes.
3.	The Bank shall inform the Central Bank of its nomination for the external auditor at least 30 days before the General Assembly meeting for election or re-election.
4.	The Central Bank may appoint a third party to evaluate the governance of any bank, at the expense of the concerned bank.
5.	The Central Bank may invite members of the Audit Committee, the Manager of the Internal Audit Department, members of the Compliance Committee, or the Manager of the Compliance Department to discuss any matters relating to their work.
6.	The Central Bank may meet with the auditor of any bank and, if necessary, coordinate with such an auditor regarding reviewing the working papers relating to the task of auditing that bank.