



# **Dubai Investments PJSC**

## **Board of Directors Remuneration policy**

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## 1. Purpose

The purpose of this policy is to establish a framework for the remuneration/fees of the Board of Directors and the Board Committees following the regulations set in Securities and Commodities (SCA) Resolution No. 3/RM of 2020 and its amendments. This policy aims to ensure that such remuneration/fees are fair, and aligned with the company's strategic objectives and regulatory requirements.

## 2. Terminology

- **Board:** The Board of Directors of the Company
- **Board Committee:** A Committee of the Board
- **SCA:** Securities and Commodities Authorities
- **Board Remuneration:** Compensation tied to the company's financial and operational success.
- **Executive member:** A member of the Board, who holds an executive position in the Company and receives a monthly or annual salary.
- **Company:** Dubai Investments PJSC
- **NRC:** Nomination and Rewards Committee.
- **Net Profit:** The profit for the year as per the annual financial statements of the Company.
- **Fixed Fees:** A lump sum remuneration of AED 200,000 per board member applicable in non-profitable years or when Board remuneration is less than AED 200,000.
- **Base Fees:** the standard fee paid to Board committee members for their participation in the committee.
- **Additional Expenses, Fees, or Bonuses:** Payments made to Board members for special efforts, or additional tasks beyond regular duties.
- **Sitting Fees:** The type of Allowance paid for attending Committee meetings.

## 3. Mechanism for Calculating Board Remuneration

- **Benchmarking:** Ensure periodic benchmarking of proposed remuneration as per SCA requirement.
- **Remuneration Structure:** The remuneration of the Board Chairman and members shall consist of a percentage of the net profit for the year after deducting depreciation and transfer to reserves, not exceeding 10% of such net profits.

- **Fixed Fees:** As an exception, the Board Chairman and members may be paid fixed fees not exceeding AED 200,000 at the fiscal year-end, subject to the Company's Articles of Association and General Assembly's approval, in these cases:
  - If the Company does not achieve profits.
  - If profits are achieved but the member's share of such profits is less than AED 200,000 (not allowing a combination of remuneration and fixed fees).
- **Additional Payments:** Additional expenses, fees, or bonuses may be paid to Board members for special efforts, or additional tasks performed beyond regular duties.
- **Board meetings:** Attendance allowances for Board meetings are not permissible.

## 4. Remuneration recommendation

- **NRC recommendation:** the NRC assesses and recommends remuneration packages for board members according to Company performance and directors' performance.
- **Board Review:** The recommended remuneration package will then be reviewed by the Board.
- **General Assembly Approval:** Finally, the Board recommendation will be approved by the General Assembly.

## 5. Additional Provisions

- Fines that may have been imposed on the Company by the Authority or the Relevant Competent Authority due to violations by the Board of the Law or the Articles of Association during the ended fiscal year shall be deducted from the remuneration.
- The General Assembly may resolve not to deduct such penalties or part of it, if it finds that such penalties are not due to any omission or error by the Board of Directors.
- **Committee Participation:** Board members may receive Sitting Fees and/or Base fees for participation in committees such as the NRC, Audit, Risk, and Investments Committee. The amount of any Sitting Fees and /or Base fees shall be proposed by the NRC, and approved by the Board of Directors, and will depend on the number of Board Committees meetings, the attendance of Board Committees meetings by the member, and the position/role of the Member on such Board Committees (i.e. whether she/he is the chair or simply a member of the Board Committee).

- Members who:
  - a) sit on the board of directors of a company that is part of the same group of companies as the Company; or
  - b) provide a special effort or additional work to that company; may, subject to applicable law or accounting requirements, be paid such additional Allowances as proposed by the NRC and approved by the Board, directly by the Company or from the group company, at the discretion of the Board.

Upon determination and approval of the amount of the Remuneration at the General Assembly, the Company shall pay each Board member his/her respective Remuneration.

Executive Members may be paid an annual or monthly Salary against their executive duties. The salary of Executive Members shall be proposed by the NRC and approved by the Board and shall be determined with consideration to:

- a) the skills and experience of the Executive Member.
- b) the level of his/her contribution to the Company's business; and
- c) being reasonable and proportionate to the Company's performance in the short and long term.

The Executive Member is entitled to a total salary as determined by the NRC and approved by the Board. Such payment received by the Executive member is a salary and subsequently is not included for the purposes of the calculation of the Board Remuneration.

## **6. Disclosure**

- Board remuneration shall be disclosed annually in the company's financial statements and corporate governance report.