



ALUMMINIUM BAHRAIN B.S.C (ALBA) CORPORATE GOVERNANCE GUIDELINES

Board Approved

17 February 2026



1 INTRODUCTION

- 1.1 Aluminium Bahrain B.S.C. ("**Alba**") is committed to maintaining the highest standards of corporate governance, transparency, accountability and integrity, recognising that robust governance is fundamental to sustaining long-term value for shareholders and protecting the interests of all stakeholders.
- 1.2 This Corporate Governance Guidelines (the "**Framework**") sets out the overarching governance principles, structures and processes applicable to Alba, in accordance with:
- the Central Bank of Bahrain ("**CBB**") Rulebook, Volume 6 – Capital Markets, High-Level Controls (Corporate Governance) Module ("**CBB HC Module**");
 - the Corporate Governance Code issued by the Ministry of Industry and Commerce (as incorporated into the **CBB HC Module**);
 - the Commercial Companies Law of the Kingdom of Bahrain (as amended from time to time); and
 - Alba's Memorandum and Articles of Association and applicable internal policies.
- 1.3 This Framework is intended to operate alongside, and not replace, Alba's Board of Directors Charter and Board Committee Charters, which are set out in separate documents.
- 1.4 The Framework shall be reviewed periodically to ensure continued alignment with applicable laws, regulations and best practices.

2 PILLARS OF CORPORATE GOVERNANCE

Alba's corporate governance framework is underpinned by the following core principles:

- **Transparency:** ensuring timely, accurate and meaningful disclosure of material information relating to Alba's performance, governance, ownership and risk profile, enabling informed decision-making by shareholders and other stakeholders.
- **Accountability:** establishing clear roles, responsibilities and lines of authority, such that the Board, its committees, executive management and employees are accountable for their decisions and actions.
- **Fairness:** treating all shareholders equitably, including minority shareholders, and ensuring that stakeholders are treated in a fair and non-discriminatory manner.
- **Responsibility and Integrity:** promoting ethical conduct, compliance with applicable laws and regulations, and responsible decision-making in the best interests of Alba and the Kingdom of Bahrain.



3 BOARD OVERSIGHT

- 3.1 The Board of Directors (the "**Board**") has ultimate responsibility for Alba's corporate governance framework and for ensuring that Alba is managed in a prudent, transparent and accountable manner. While the Board may delegate specific responsibilities to Board Committees and executive management, it retains overall accountability for governance, strategy, risk management, internal controls and compliance across the Alba group.
- 3.2 Alba is headed by an effective, informed and collegial Board that exercises collective responsibility for Alba's long-term success. The Board sets Alba's strategic direction, approves material investments and transactions, oversees management performance and ensures that robust systems of governance, risk management, internal control and compliance are embedded throughout the organisation and operate effectively in practice.
- 3.3 The Board operates as a deliberative and decision-making body, promoting open discussion, constructive challenge and informed debate. The Chairman provides leadership to the Board, ensures balanced participation by all Directors and safeguards the independence of judgment of the Board as a whole. Board meetings are held regularly throughout the year with sufficient frequency to enable the Board to discharge its oversight responsibilities effectively, and Directors are expected to devote adequate time, attention and preparation to the performance of their duties.
- 3.4 In line with applicable regulatory requirements and governance best practice, the Board maintains an appropriate balance between executive, non-executive and independent Directors. Independence of judgment is preserved through the separation of leadership roles, periodic assessments of Director independence, and the active involvement of independent Directors in matters where objectivity, impartiality and enhanced scrutiny are particularly critical, including conflicts of interest, related-party transactions, remuneration, nominations and audit and risk oversight.
- 4 While Alba operates within a controlled-shareholder environment, the Board acts at all times in the best interests of Alba as a company. Directors do not represent individual shareholders or stakeholder groups, but collectively safeguard the interests of all shareholders, including minority shareholders.

5 COMMITTEES OF THE BOARD

- 5.1 To support the effective discharge of its responsibilities, the Board has established specialised committees, each operating as an extension of the Board's fiduciary duties and collective accountability. Committees enable focused oversight, deeper analysis and informed recommendations on matters requiring specialist attention, without diluting the Board's ultimate responsibility.



- 5.2 The Board Audit & Risk Management Committee (BARMC) supports the Board in overseeing the integrity of Alba’s financial reporting, the effectiveness of internal controls, enterprise risk management, compliance with applicable laws and regulations, and the independence and performance of internal and external auditors. BARMC provides assurance to the Board that principal financial, operational and compliance risks are identified, monitored and managed within the risk appetite approved by the Board.
- 5.3 The Nomination, Remuneration & Corporate Governance Committee (NRCGC) supports the Board in matters relating to Board composition, Director independence, succession planning, remuneration governance and the ongoing effectiveness of Alba’s corporate governance framework. NRCGC plays a central role in safeguarding governance quality, particularly in a controlled-company environment, by ensuring that independence, merit and long-term value creation remain at the forefront of Board and executive decision-making.
- 5.4 The Executive & ESG Committee (ExESG) supports the Board by providing focused oversight on selected executive-level and strategic matters delegated by the Board, including (as applicable) oversight of Alba’s ESG agenda, sustainability strategy, stakeholder priorities and the integration of ESG considerations into corporate strategy, risk oversight and performance monitoring. ExESG supports coherent decision-making across strategy, performance and ESG commitments, ensuring that sustainability and stakeholder impacts are considered in a structured and accountable manner.
- 5.5 Each committee operates under a clear mandate approved by the Board and reports regularly to the Board on matters within its remit. The Board retains ultimate responsibility for decisions taken and ensures that committee recommendations are considered within the context of Alba’s overall strategy, risk profile and governance obligations.

6 DIRECTORS’ AND OFFICERS’ DUTIES AND CONDUCT

- 6.1 Directors and members of executive management owe fiduciary duties of loyalty and care to Alba and must at all times act honestly, in good faith and in the best interests of Alba. These duties require the exercise of independent judgment, the avoidance of improper influence and the prioritisation of Alba’s interests over personal or third-party considerations.
- 6.2 Alba has embedded structured mechanisms to identify, disclose and manage actual or potential conflicts of interest. Directors and executives are required to make timely disclosures of interests and to recuse themselves from deliberation or decision-making where a conflict exists. Related-party transactions are subject to enhanced scrutiny and approval processes to ensure fairness, transparency and compliance with applicable regulatory requirements.
- 6.3 Ethical conduct is a cornerstone of Alba’s governance culture. Directors, executives and employees are expected to adhere to Alba’s Code of Conduct and supporting policies, which establish clear standards of integrity, professionalism and compliance across all activities of Alba.



7 RISK MANAGEMENT, INTERNAL CONTROLS AND COMPLIANCE

- 7.1 The Board is responsible for overseeing Alba’s enterprise-wide approach to risk management and for ensuring that effective internal control and compliance systems are in place. This includes determining Alba’s risk appetite, approving key risk frameworks and satisfying itself that principal risks are identified, assessed, monitored and mitigated on an ongoing basis.
- 7.2 Internal control systems are designed to safeguard assets, support the reliability and integrity of financial and operational information, and ensure compliance with applicable laws, regulations and internal policies. These controls are subject to continuous monitoring and independent assurance.
- 7.3 Alba maintains an independent compliance function responsible for monitoring adherence to legal and regulatory requirements, market conduct obligations and internal standards, including anti-bribery and corruption, AML/CFT, sanctions, data protection and disclosure controls. Reporting and escalation mechanisms ensure that material issues are brought promptly to the attention of senior management and the Board.
- 7.4 A confidential whistleblowing mechanism enables employees and other stakeholders to raise concerns without fear of retaliation, reinforcing accountability and ethical behaviour throughout the organisation.

8 APPOINTMENT, ELECTION, TRAINING AND EVALUATION

- 8.1 The Board ensures that the appointment and re-appointment of Directors and senior executives are conducted through transparent, merit-based processes that take into account skills, experience, independence and diversity of perspective. Succession planning is treated as a strategic priority to ensure continuity of leadership and long-term organisational resilience.
- 8.2 New Directors receive a structured induction programme covering Alba’s business, governance framework, key risks and regulatory environment. Ongoing training and development are provided to ensure that Directors and senior management remain effective and informed in a complex and evolving operating landscape.
- 8.3 The performance of the Board, its committees and individual Directors are evaluated periodically, with outcomes used constructively to enhance effectiveness, accountability and governance standards.

9 REMUNERATION

- 9.1 Alba’s remuneration framework is designed to support Alba’s long-term strategy, promote sustainable value creation and align incentives with prudent risk-taking. Remuneration arrangements seek to attract, retain and motivate high-calibre leadership while remaining fair, transparent and aligned with shareholder interests.



9.2 Oversight of remuneration matters is exercised at Board level with a focus on ensuring that compensation outcomes reflect performance, responsibility and risk, and do not encourage excessive or inappropriate risk-taking.

10 SHAREHOLDER RELATIONS AND DISCLOSURE

10.1 The Board recognises the rights of shareholders and is committed to transparent, timely and meaningful engagement with the market. Shareholders are provided with adequate information to enable informed participation in general meetings and major corporate decisions.

10.2 Disclosure practices are designed to ensure accuracy, consistency and compliance with applicable listing and regulatory requirements. Corporate governance disclosures are made on a comply-or-explain basis and reflect the substance of Alba's governance arrangements rather than a purely formalistic approach.

11 CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY

The Board recognises that long-term value creation requires responsible business conduct and the integration of environmental, social and governance considerations into Alba's strategy and operations. Sustainability, stakeholder engagement and ethical conduct are embedded into decision-making at both Board and management levels.

12 REVIEW AND AMENDMENT

This Framework shall be reviewed periodically and updated as necessary to reflect changes in applicable laws, regulations, governance standards and Alba's business requirements. Any material amendments shall be approved by the Board.
