

Aluminium Bahrain B.S.C.

Report of the Board of Directors for the financial year ended 31 December 2025

This report is issued by the Board of Directors of Aluminium Bahrain B.S.C. ("Alba") for the financial year ended 31 December 2025, in fulfilment of its statutory and regulatory obligations under the requirements of the Central Bank of Bahrain ("CBB") and the Ministry of Industry and Commerce ("MOIC"). It provides a consolidated overview of Alba's governance, compliance, and control environment, together with key matters relevant to Alba's regulatory standing, risk profile, and corporate governance practices. The report reflects the Board's commitment to the highest standards of transparency, accountability, and regulatory compliance, and supports the discharge of its responsibilities in accordance with applicable laws, regulations, and recognised governance best practices.

This report is submitted separately from, and in addition to, Alba's Corporate Governance Report and Annual Report.

Principal Activities and Corporate Presence

Alba is a Bahrain Public Joint Stock Company incorporated in the Kingdom of Bahrain and registered with the Ministry of Industry and Commerce under Commercial Registration (CR) No. 999 and has its ordinary shares are listed on the Bahrain Bourse, with Global Depositary Receipts (GDRs) listed on the London Stock Exchange – Main Market.

The principal activities of Alba are the construction and operation of aluminium smelting facilities, the production and sale of aluminium products within and outside the Kingdom of Bahrain, and the undertaking of all related and ancillary activities that support, complement, or enhance Alba's operations, assets, and profitability.

In support of its international operations and strategic objectives, Alba maintains a number of overseas branches and subsidiaries approved by the Board of Directors, including:

- A branch in Switzerland, established in 2011 and registered as Aluminium Bahrain B.S.C.
- A wholly owned subsidiary in the United States, Aluminium Bahrain US, Inc.
- A captive insurance subsidiary in Guernsey, AlbaCap Insurance Limited, established in 2019.
- A branch in Singapore established in 2020.
- A branch in the Kingdom of Bahrain, formerly operating as Alba Club W.L.L., which transitioned into a branch in 2023.
- A 70% ownership in Alba Daiki Sustainable Solutions W.L.L established in Bahrain as a joint venture entity with Daiki Aluminium Industry Co. Ltd.

This structure reflects the Board's oversight of Alba's domestic and international footprint and supports Alba's operational, commercial, and risk management activities in line with its strategic objectives and regulatory obligations.



Share Capital Structure

Shareholders

2025 (%)

Bahrain Mumtalakat Holding Company B.S.C. (c)	69.38
Saudi Arabian Mining Company (Ma'aden)*	20.62
Others – Public	10.00
	100.00

*In February 2025, Saudi Arabian Mining Company (Ma'aden) acquired a 20.6% stake in Alba from Saudi Basic Industries (SABIC) after receiving regulatory approvals, becoming its new strategic shareholder.

Financial Performance and Shareholder Returns

In 2025, Alba delivered a strong operational and financial performance, reflecting disciplined execution, resilient operations, and a continued focus on value creation. Alba maintained a robust balance sheet and solid liquidity position, supporting its ability to navigate market volatility and sustain long-term growth. These results underscore the effectiveness of Alba's strategic direction, prudent financial management, and comprehensive risk management framework. In line with the Board's commitment to enhancing shareholder value and subject to the necessary approvals, the Board is pleased to recommend a cash dividend to shareholders, reflecting confidence in Alba's financial strength and future prospects.

Alba including its subsidiaries and branches (together the "Group") made a Profit of BHD 218.7 million for the financial year of 2025 versus a Profit of BHD 184.5 million for the financial year of 2024.

Results and Retained Earnings

The Movements in Retained Earnings of the Group were:

Retained Earnings Movement

FY 2025

	BD '000
Balance at 31 December 2024	1,702,849
Profit for the year 2025	218,688
Loss from resale of treasury shares	-862
Final dividend approved and paid for 2024	-37,629
Interim dividend approved and paid for 2025	-14,933
Balance at 31 December 2025	1,868,113



Appropriations

- On 5 August 2025, the Board of Directors of Alba approved and recommended the distribution of an interim cash dividend of Fils 10.55 per share (excluding treasury shares), amounting to a total of BHD 14,933,224, which was duly paid through Bahrain Bourse to eligible shareholders on 19 Aug 2025.
- On 17 February 2026, the Board of Directors further approved and recommended the distribution of a final cash dividend of Fils 43.51 per share (excluding treasury shares), amounting to a total of BHD 61,612,237, subject to shareholders' approval.

The above appropriations are subject to the approvals of Alba's shareholders at the Annual General Meeting which will be held on 12 March 2026.

Board of Director's Remuneration

The remuneration of the Board of Directors is determined in accordance with the Board and Board Committee Members' Remuneration, Fees and Allowances Policy approved by the shareholders. The Board confirms that Directors' remuneration during the year was determined and paid strictly in accordance with the approved Board and Board Committee Members' Remuneration, Fees and Allowances Policy.

BD'000

Name	Fixed Remunerations				Variable Remunerations				End-of-Service Award	Aggregate Amount (Does not Include Expense allowance)	Expenses Allowance
	Remunerations ¹ of the Chairman and BOD	Total Allowance for Attending Board and Committee Meetings	Others ²	Total	Remunerations of the Chairman and BOD	Incentive Plans	Others ³	Total			
First: Independent Directors											
Khalid Al Rumaihi	60	33	-	93	-	-	-	-	-	93	-
Shaikh Isa bin Khalid Al Khalifa	40	19	-	59	-	-	-	-	-	59	-
Tim Murray	40	17	-	57	-	-	-	-	-	57	3,413

Bruce Cox	40	19	-	59	-	-	-	-	-	59	3.156
Roselyne Renel	40	13	-	53	-	-	-	-	-	53	1.2
Second: Non-Executive Directors											
Omar Syed	40	19	-	59	-	-	-	-	-	59	-
Ahmed Al Shaikh	32	13.8	-	45.8	-	-	-	-	-	45.8	1.438
Khaled Al Rowais	32	16.8	-	48.8	-	-	-	-	-	48.8	2.440
Rasha Sabkar	32	12.8	-	44.8	-	-	-	-	-	44.8	-
Omar Al Amoudi	8	3.2	-	11.2	-	-	-	-	-	11.2	1.2
Ahmed AlDuriaan	8	3.2	-	11.2	-	-	-	-	-	11.2	1.125
Jihad Al Hakamy	8	3.2	-	11.2	-	-	-	-	-	11.2	.9
Hala Mufeez	40	17	-	57	-	-	-	-	-	57	-
Third: Executive Directors (not Applicable)											
Total	420	190	-	610	-	-	-	-	-	610	14.872

¹ as per Policy for the Board Directors and Board Committee Members' Remuneration Fees, Attendance Fees and Per Diem Allowance.

² It includes in-kind benefits – specific amount - remuneration for technical, administrative and advisory works (if any)

³ It includes the board member's share of the profits - Granted shares (insert the value) (if any).

Executive Management Remuneration and Incentive Payments

The Board reviewed and approved the remuneration, incentives, and performance-based payments for Alba's executive management. Such payments were determined based on the achievement of predefined financial and operational performance objectives, individual performance assessments, and the Alba's overall results, ensuring alignment with Alba's long-term strategy, shareholder interests, and sound risk management practices.

Corporate Secretary

Mrs. Sohaila Abdul Rahman has been the Corporate Secretary since July 2025.

Executive Management Team

Mr. Ali Al Baqali, Chief Executive Officer
 Dr. Abdulla Habib, Chief Operations Officer
 Mr. Amin Sultan, Chief Power Officer
 Mr. Waleed Tamimi, Chief Supply Officer
 Mrs. Sohaila Abdul Rahman, Chief Legal & Corporate Governance Officer
 Mr. Hisham Al Kooheji, Chief Marketing Officer
 Mr. Ricardo Santana, Chief Financial Officer
 Mr. Fahad Danish, Chief Human Resources Officer

Alba Executives' Remuneration

Executive Management	Total Paid Salaries & Allowances	Total Paid Remuneration (Bonus)*	Any Other Cash-in-Kind Remuneration	BD's
				Aggregate Amount
Top 8 remunerations for executives: (Chief Executive Officer, Chief Marketing Officer, Chief Power Office, Chief Operations Officer, Chief Supply Officer, Chief Legal & Corporate Governance Officer, Chief Financial Officer and Chief Human Resources Officer)	1,289,766	685,894	158,243	2,133,903

*Bonus payment made in 2025 for the 2024 performance year

Board Responsibility and Assurance Statement

The Board of Directors confirms that it has exercised due care and diligence in overseeing Alba's governance, risk management, internal control, and compliance frameworks throughout the year ended 31 December 2025. Based on the information available to the Board and the assurance received from management, Internal Audit, and external advisors, the Board is satisfied that these frameworks are operating in a manner appropriate to the size, complexity, and risk profile of Alba.

The Board further confirms that Alba has maintained an open, transparent, and constructive relationship with the Central Bank of Bahrain, the Ministry of Industry and Commerce, and other relevant regulators throughout the year. Alba has complied, in all material respects, with its regulatory reporting, notification, and disclosure obligations in accordance with applicable laws and regulations.



Detailed information on Alba's corporate governance framework, Board and Committee structures, policies, and practices is set out in the Corporate Governance Report forming part of Alba's Annual Report for the year ended 31 December 2025, which should be read in conjunction with this report.

Appreciation and Acknowledgments

The Board of Directors extends its sincere appreciation to the leadership of the Kingdom of Bahrain for their continued support and commitment to the development and sustainability of the national industrial sector. We also express our gratitude to the Ministry of Industry and Commerce, the Central Bank of Bahrain, and all relevant regulatory authorities for their guidance, cooperation, and constructive engagement throughout the year.

We thank our shareholders for their continued confidence and support, which remain fundamental to Alba's long-term stability and growth. We are equally grateful to our customers, business partners, and stakeholders for their trust and collaboration.

The Board would also like to record its appreciation to Alba's Executive Management and employees for their dedication, professionalism, and unwavering commitment to operational excellence, safety, and performance. Their collective efforts continue to underpin Alba's resilience and success.

Under the leadership of the Chief Executive Officer and the Executive Management team, the Board remains confident in Alba's strategic direction and looks forward with optimism to the continued strengthening of Alba's performance, governance, and value creation for all stakeholders.

This report is approved and issued by the Board of Directors of Aluminium Bahrain B.S.C. in accordance with its statutory duties and responsibilities under the Bahrain Companies Law, the CBB Rulebook, and applicable MOIC requirements.



Khalid Al Rumaihi
Chairman



Isa Al Khalifa
Director

17 February 2026

