

**INTRODUCTION**

Aldar Properties PJSC (Aldar or the Company) is committed to adhering to the decision of the Chairman of the Securities and Commodities Authority No. (03/RM) of 2020 on the standards of the Corporate Governance Manual of Public Joint Stock Companies. The Company annually issues a Corporate Governance Report, which reflects the Company's commitment on the effective and efficient application of governance rules, and clearly demonstrates joint efforts and synergy among the Company's Board of Directors, Executive Management and employees.

The Board of Directors considers the existence of a strong governance system as one of the cornerstones of the Company's sustainable and long-term growth. The Board of Directors is committed to continuously enhancing the value of the Company for its shareholders, taking into account the interests of all stakeholders, including its employees, suppliers, customers, business partners, as well as the communities in which the Company operates.

Shareholders represent the highest levels of governance and the Company's Articles of Association define the framework through which Aldar Properties PJSC shall operate as a public joint stock company. The Company's governance framework takes into consideration the application of the principles and standards set by both the Securities and Commodities Authority and Abu Dhabi Securities Exchange, as well as the Federal Law No. (20) of 2015 on commercial companies, as amended, in order to develop the Company's policy, requirements and aspirations.

**1. GOVERNANCE APPLICATION IN ALDAR PROPERTIES**

The Board of Directors is accountable to the shareholders for ensuring that the Company's objectives are in line with shareholders' expectations and aspirations. They are also responsible for ensuring the effectiveness of the Company's management in managing the Company's businesses, with the emphasis that the Company's objectives are consistent with the legislative requirements and codes of professional conduct defined by both the Securities and Commodities Authority and Abu Dhabi Securities Exchange.

The first step in implementing an effective governance system was the preparation and development of the governance framework and ensuring its effective implementation. In the context of constant monitoring efforts to measure the effectiveness of the application of the governance system, the Board of Directors periodically reviews the governance framework and amends its elements (where necessary) to ensure its consistency with the regulatory controls and changing business environment.

The following diagram illustrates the governance framework and key elements resulting from the application of the Company's governance system:

SECURITIES AND COMMODITIES AUTHORITY AND ABU DHABI SECURITIES EXCHANGE		
Shareholders		
Nomination and Remuneration Committee	Board of Directors	Audit Committee
Executive Committee		Internal Control Department
		Auditor
Executive Management		

As indicated above, the application of the governance system involves different levels, including: Board of Directors, Executive Management, and the Internal Control System.

The Board of Directors performs periodic reviews regarding the application of standards and systems of governance in the Company, taking into consideration the legal and regulatory requirements and controls of these systems, and the application of the highest international standards in this field. The following is an overview of the governance elements at the levels of Board of Directors, Executive Management, Internal Control System and Compliance Officer.

**1.1 Governance elements related to the Board of Directors**

Key elements of the governance of Company at Board level include a set of regulations that define the overall framework for the objectives, responsibilities and framework of the Board and its Committees, which elements include the following:

- Charter of the Board of Directors
- Charter of the Audit Committee
- Charter of the Nomination and Remuneration Committee
- Charter of the Executive Committee
- Code of Business Conduct
- Delegation of Authority

**1.2 Governance elements related to the Executive Management**

The Executive Management shall implement the Company's strategy and conduct its day-to-day business in accordance with the business plan developed by the Board of Directors. The Executive Management shall have the authority to manage the affairs and business of the Company, taking into consideration the protection of the interests of shareholders, the application of the best international practices and meeting the needs of daily operations practically. In addition to the Delegations of Authority, the key elements of governance at the Executive Management level include a set of regulations that define the overall framework for the objectives, responsibilities and tasks of the Executive Management as follows:

- Charter of the Management Committee
- Charter of the Tender Committee
- Charter of the Risk Management Committee
- Code of Business Conduct

**1.3 Governance elements related to the Internal Control System**

The Board of Directors of the Company has set the rules and regulations of the Company's business in such a way that makes all employees fully aware of the importance of the Internal Control System, contributing to their participation in ensuring the continuity of this system effectively.

The key elements of the Internal Control System include:

- Development and approval of policies, charters and regulations that regulate the Company's activities and works at all departmental and divisional levels.
- External auditor and the Internal Control Department.
- Shareholders of the Company and the General Assembly.
- Company's Social Responsibility.
- Whistleblower Policy.
- Continuous market disclosure.

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## 2. TRANSACTIONS AND TRADINGS OF THE COMPANY'S DIRECTORS AND THEIR DIRECT RELATIVES IN THE COMPANY'S SHARES DURING 2020

The Board of Directors (along with all employees and insiders of the Company) firmly believes in the importance and necessity of compliance with rules and regulations controlling their transactions and tradings in the shares and securities of the Company. In addition to their timely declarations and disclosures based on the adoption of the principles of equal opportunities, they are also prohibited to use any undisclosed internal information for personal interest or to remove a harm that may affect them as a result of any undisclosed material information. This enhances the confidence of investors and shareholders, and encourages them to further consider and study the Company's projects and invest in its shares, assets, current and future projects.

Based on the foregoing, and in the light of the disclosures made by the Board of Directors, the following table shows the shares and securities owned by the Directors and their first-degree relatives (their spouses and children) in the Company's share capital as of December 31, 2020.

Name	Position/Relationship	Shares owned as of December 31, 2020 (Share)	Shares owned by first-degree relatives in the capital of the company (Share)	Total Sales Transactions (Share)	Total Purchases Transactions (Share)
His Excellency/Mohamed Khalifa Al Mubarak	Chairman of Board of Directors	1,275	-	-	-
Mrs. Mariam Saeed Ahmed Ghobash	Vice-Chairperson of the Board	-	-	-	-
Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi	Member	431,466	-	-	-
Mr. Mansour Mohamed Al Mulla	Member	100,000	278,100 (Relation "Mother")	-	-
Mr. Hamad Salem Mohammed Al-Amerii	Member	1,665	-	-	-
Mr. Ali Saeed Abdullah Sulayem Al Falasi	Member	211,580	314,560 (Relation "Wife")	-	-
Mr. Martin Lee Edelman	Member	-	-	-	-

## 3. BOARD OF DIRECTORS

The role of the Board of Directors is to supervise the Company's business affairs. The Board of Directors is responsible for monitoring the effectiveness of the governance framework, controlling and supervising the management and controls applied in the Company. The Board has delegated some of its authorities to its Committees (Audit Committee, Nomination and Remuneration Committee, Executive Committee, as stated below), which operate according to their relevant charters and regulations.

The Board of Directors also delegated tasks of the day-to-day management of the Company to the Chief Executive Officer, in accordance with its specific authority in this regard, for a renewable three-year term. These mandates shall be documented in the Delegations of Authority, which in turn is subject to periodic review to ensure balance and suitability between the level of control, risk management and dynamics of work requirements within the Company with regard to its developments, changes in its activities and operations. A comprehensive and material review was conducted to the Delegations of Authority, which was approved by the Board of Directors at its meeting No. (05/2018) held on 14 May 2018. In addition, some partial amendments and revisions were conducted to the items on the Delegations of Authority by the Board of Directors and its Executive Committee during the meetings held during 2020 according to the requirements and business interests of the Company.

## 3.1 Chairman

H.E. Mohamed Khalifa Al Mubarak undertakes the position of Chairman of the Board of Directors of Aldar Properties PJSC according to the Board of Directors' decision at its meeting No. (02/2019) held on 20 March 2019, following the process of re-election and formation of the Board of Directors of the Company, and was in accordance with the decision issued by the shareholders in the General Assembly meeting that was held on 20 March 2019. The Chairman of the Board shall be responsible for leading the Board and ensuring that he carries out his responsibilities and duties effectively, and the Chairman of the Board shall be considered a key link between the Board and the Executive Management. He continuously works with the Executive Management of the Company. In particular, the Chairman has the following tasks and responsibilities:

- Ensure that the Board acts efficiently, fulfills its responsibilities and discusses all issues on a timely basis.
- Develop and approve the agenda of each Board meeting, taking into consideration any issues that Board members propose to be included in the agenda. The Board Chairman may delegate this responsibility to a certain Board member or the Board secretary under his own supervision.
- Encourage all Board members to participate fully and efficiently in the Board in order to achieve the company interests and ensure performing the Board members' tasks in the best interests of the Company.
- Adopt suitable procedures to ensure efficient communication with the shareholders and the efficient communication of their views to the Board.
- Hold periodic meetings with the non-executive board members without presence of the company executives.
- Facilitate the effective participation of Board members, specifically Non-Executive Board members; establish constructive relations between Executive Board members and Non-Executive Board members; and work to create a culture that encourages constructive criticism.
- Ensure that the Board members receive all the necessary information that is clear, accurate and not misleading, so that they can perform their duties.
- Ensure that the Board is subject to the annual evaluation.
- Ensure evaluating the performance of the management members and Board members at least one-time per annum.
- Ensure the participation of the Board members, upon their appointment, to an induction programme.
- Ensure that the board members receive training programmes.
- Ensure that the Board has the sufficient time for consultation and decision making.
- Represent the Company before third parties according to provisions of the Companies Law and the company bylaws.
- Consider any issues raised by the Board members or the external auditor, consult with the Board members and the Executive Director when preparing the agenda of the Board, and ensure that minutes of meetings are kept.
- Ensure the proper functioning of the Board and its committees in accordance with applicable laws and regulations.
- Ensure that the Board members obtain the approval of the market board of directors on trading in the company shares.
- Ensure that the Board elected vice-chairman.
- Ensure that every Board member, at each Board meeting, is handed over a declaration of interest to avoid conflicts of interest.
- Ensure that the Board members disclose information and actions that should be disclosed in accordance with the legislations applicable in the capital market.
- Notify the General Assembly, during the meeting, of the business and contracts in which any Board member has a direct or indirect interest. Such notification shall include the information provided by the member to the Board and shall be accompanied by a special report from the external auditor of the Company.
- Support and encourage standards of corporate governance and ethical culture within the Board and within the Company.
- Ensure effective communications with stakeholders and stakeholders.

## 3.2 Board Competencies

The Board prepared a list of the matters that are under its control (along with the duties and obligations stated in the Articles and Memorandum of Association, the Federal Law No. (2) of 2015 on the Commercial Companies as amended, and the Decision of the Board of the Authority No. (03/RM) of 2020 on adoption of the Guidelines for Governance of Public Joint Stock Companies), which are of strategic nature, highly critical and beyond the authority delegated to the Executive Management of the Company.

These matters include:

- Taking the necessary procedures to ensure compliance with applicable laws, regulations, and resolutions, as well as the requirements of the supervisory authorities.
- Adopting the strategic approaches and main objectives of the Company, and supervising implementation thereof.
- Taking the necessary procedures to ensure efficient internal auditing of the work flow in the Company, including:
- Setting a clear policy approved by the Board to ensure efficient internal auditing of the work flow in the Company;
- Setting written and detailed regulations and procedures for internal auditing, which determines the duties and responsibilities in compliance with the policy approved by the Board and the general requirements and objectives stipulated in the applicable legislations.
- Establishing an internal auditing department to follow up compliance with the applicable laws, regulations, resolutions, and requirements of the supervisory bodies, the internal policy, regulations, and procedures set by the Board.

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**3. BOARD OF DIRECTORS** continued**3.2 Board Competencies** continued

- Setting written procedures to manage and address conflict of interests and deal with potential cases of such conflict for Board members, the Senior Executive Management, and shareholders, and setting the procedures to be taken in cases of misuse of the Company assets and facilities or misconduct resulting from transactions with Related Parties.
- Ensuring the soundness of administrative, financial, and accounting systems, including the systems related to preparation of financial reports.
- Ensuring the use of appropriate regulatory systems for risk management by outlining potential risk and discussing it with transparency.
- Setting clear and precise standards and procedures for Board membership and putting them in force subsequent to approval by the general assembly.
- Setting a clear delegation policy in the Company to determine delegated persons and the powers assigned thereto.
- Setting a policy regulating the relationship with Stakeholders in a manner ensuring the Company fulfillment of its obligations towards them, preserving their rights, providing them with required information, and establishing sound relations with them.
- Setting a code of conduct for the Board members, the staff, auditor, and persons to whom some of the Company works are assigned.
- Setting procedures to apply governance rules in the Company, review of such procedures, and assessment of compliance thereto on annual basis.
- Establishing appropriate development programmes for all Board members to develop and update their knowledge and skills, ensure effective involvement in the Board and ensure implementing any training or qualification programmes as determined by the Authority or the Market.
- Familiarising a newly appointed Board member with all the Company departments and sections and providing him/her with all the information required to ensure correct understanding of the Company activities and works and full realisation of his/her responsibilities, all that enables him/her to perform their duties duly in accordance with the applicable legislations, all other regulatory requirements, and the Company policies in its field of business.
- Setting procedures to prevent the insiders in the Company from using the confidential internal information to make tangible or intangible gains.
- Setting a mechanism for receiving shareholders' complaints and proposals, including their proposals to add particular issues in the general assembly agenda in a manner that ensures studying such proposals and making the right decisions about them.
- Adopting criteria for granting incentives, bonuses, and privileges to Board members and Senior Executive Management in a manner that serves the Company interest and realises its objectives.
- Setting the Company disclosure and transparency policy and following up its implementation in accordance with the requirements of the supervisory authorities and applicable legislations.
- Setting a clear policy for distribution of the Company profits in a manner that serves the interests of both the shareholders and the Company; such policy shall be displayed to shareholders in the general assembly meeting and mentioned in the Board report.
- Ensuring the availability of resources required to achieve the Company objectives.
- Ensuring the protection of shareholders' interests and the Company assets.
- Ensuring the establishment of a compliance function to follow the compliance with applicable laws, regulations and decisions as well as regulatory requirements, internal policy, regulations and procedures established by the Board.
- Determining the extent of the company-wide risk appetite, including specific targets, maximum limits, or indicators of risk appetite.
- Supervising the Company human resources policies.
- Ensuring the accuracy and validity of the disclosed data, statements, and information according to the applicable policies and regulations in relation to disclosure and transparency.
- Determining and recommending the potential new Board members for election by shareholders.
- Recommending the remuneration policy of the Board for approval by shareholders.
- Evaluating the overall performance and effectiveness of the Board, its committees and members and taking corrective actions as appropriate.
- Ensuring that the Board communicates with stakeholders through the investor relationships function.
- Forming specialised committees on the Board according to the resolutions that determine the duration of these committees and their powers, functions, and responsibilities, as well as the method used by the Board for monitoring these committees. Such resolutions shall determine names, duties, rights and obligations of the members.
- Evaluating the performance and works of the Board and its members.

**3.3 Formation of the Board of Directors**

The Board of Directors of Aldar Properties currently includes seven Members, namely:

	Members	Position
1	His Excellency/Mohamed Khalifa Al Mubarak	Chairman of the Board of Directors
2	Mrs. Mariam Saeed Ahmed Ghobash	Vice-Chairperson of the Board
3	Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi	Member
4	Mr. Mansour Mohamed Al Mulla	Member
5	Mr. Hamad Salem Mohammed Al-Ameri	Member
6	Mr. Ali Saeed Abdullah Sulayem Al Falasi	Member
7	Mr. Martin Lee Edelman	Member

## Notes:

- The current Board of Directors assumed its duties and responsibilities in accordance with the decision issued by the General Assembly meeting of the Company held on 20 March 2019.
- H.E. Mohamed Khalifa Al Mubarak was elected as a Chairman by virtue of the Board of Directors' decision at its meeting No. (02/2019) held on 20 March 2019, by secret voting.
- Mrs. Mariam Saeed Ahmed Ghobash was elected as a Vice-Chairperson by virtue of the Board of Directors' decision in 1 July 2020 which was ratified by the Board at its meeting No. (04/2020) held on 12 August 2020, following the resignation of Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi from his position as Vice-Chairman (he continued to hold his position as a member of the Company's Board and related Committees) effective from 1 July 2020.

In this regard, it should be noted that the membership of the Board of Directors consisted mostly of the independent members since the establishment of the Company according to the decision of the Chairman of the Authority No. (03/RM) of 2020 on the adoption of the Corporate Governance Manual of Public Joint Stock Companies, and the Charter of the Board of Directors approved by the Board of Directors.

All Members of the Board are non-executive and independent. The Board has adopted a policy on the independency of Members, under which the independence of each Member is assessed annually, which falls under the responsibilities of the Nomination and Remuneration Committee, according to the decision of the Chairman of the Authority No. (03/RM) of 2020 on the adoption of the Corporate Governance Manual of Public Joint Stock Companies. Accordingly, the conflict of interests and the emergence of relationships that may arise on independent members, which may lead to a breach of independency, shall be reported and the relevant procedures shall be taken into account if the Board finds any defect or a decline in the capacity of independency.

The following table shows the classification of the Board's Member (executive/non-executive/independent/non-independent) and year of appointment for each Member:

Members	Position	Status		Year of Appointment
		Independent	Executive	
His Excellency/Mohamed Khalifa Al Mubarak	Chairman of Board of Directors	Yes	No	2017
Mrs. Mariam Saeed Ahmed Ghobash	Vice-Chairperson of the Board	Yes	No	2019
Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi	Member	Yes	No	2016
Mr. Mansour Mohamed Al Mulla	Member	Yes	No	2011
Mr. Hamad Salem Mohammed Al-Ameri	Member	Yes	No	2015
Mr. Ali Saeed Abdullah Sulayem Al Falasi	Member	Yes	No	2013
Mr. Martin Lee Edelman	Member	Yes	No	2011

## Notes:

- H.E. Mohamed Khalifa Al Mubarak was elected as a Chairman by the Board of Directors at its meeting No. (02/2019) held on 20 March 2019.
- Mrs. Mariam Saeed Ahmed Ghobash was elected as the Vice-Chairman by virtue of the Board of Directors' decision on 1 July 2020 which was ratified by the Board at its meeting No. (04/2020) held on 12 August 2020, following the resignation of Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi from his position as Vice-Chairman (he continued to hold his position as member of the Company's Board and related Committees) effective from 1 July 2020.

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**3. BOARD OF DIRECTORS** continued

**3.4 Membership of the Directors in other Companies and Corporations**

The following table shows the membership of the Board's Members in other public bodies and companies, and their current positions in the supervisory, governmental, economic and commercial bodies, as of 31 December 2020:

Member	Company/Body	Position
H.E. Mohamed Khalifa Al Mubarak (Chairman)	Executive Council of Abu Dhabi Emirate	Member of the Executive Council
	Department of Culture & Tourism – Abu Dhabi	Chairman of the Board of Directors
	Miral Properties Management	Chairman of the Board of Directors
	Tourism Development & Investment Company	Chairman of the Board of Directors
	Image Nation Company	Chairman of the Board of Directors
	Al Qattara Investment Company	Member of the Board of Directors
	Media Zone Authority	Member of the Board of Directors
Mrs. Mariam Saeed Ahmed Ghobash (Vice-Chairperson of the Board)	Al Jazeera Real Estate Investment and Development Co.	Member of the Board of Directors
	Abu Dhabi Investment Council	Director in the Global Special Opportunities Department
	Abu Dhabi Investment Company "Invest AD"	Vice-Chairperson of the Board
	Emirates Telecommunications Corporation PSC "Etisalat"	Member of the Board of Directors
Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi (Member)	Emirates Development Bank	Member of the Board of Directors
	Zayed University	Member of the University Council
	Mubadala Investment Company PJSC	Group Deputy Chief Executive Officer
	Waha Capital Company PJSC	Chairman of the Board of Directors
	Cleveland Clinic Hospital – Abu Dhabi	Chairman of the Board of Directors
	Cleveland Clinic Hospital – USA	Member of the Board of Trustees
	Tomouh Investment Company L.L.C	Member of the Board of Directors
	Investcorp Company	Member of the Board of Directors
	U.S.-UAE Business Council	Chairman of the Board of Directors
	Global Institute for the Elimination of Infectious Diseases (Glad)	Chairman of the Board of Directors
	First Abu Dhabi Bank	Member of the Board of Directors
	Mubadala Health Care	Chairman of the Board of Directors
	Noon.Com	Member of the Board of Directors
	HUB 71 Platform	Member of the Board of Directors
Mr. Hamad Salem Mohamed Al Ameri (Member)	Trojan Holding Group	Vice-Chairman and Managing Director
	Emirates Refreshments P.S.C.	Chief Executive Officer
	Arabtec Holding PJSC	Member of the Board of Directors
Mr. Mansour Mohamed Al Mulla (Member)	Al-Jazeera Technical Solutions and Investments Co. L.L.C	Member of the Board of Directors
	Mubadala Investment Company PJSC	Chief Financial Officer of Petroleum & Petrochemicals Sector
	OEM	Member of the Board of Directors
	Abu Dhabi Ports	Member of the Board of Directors
	Mubadala Petroleum Company LLC	Member of the Board of Directors
	Gulf Energy Maritime (GEM) P.S.C.	Member of the Board of Directors
Mr. Ali Saeed Abdullah Sulayem Al Falasi (Member)	Resco Company LLC	Member of the Board of Directors
	Hydra Properties L.L.C	Chief Executive Officer
	Royal Group	Member of the Audit Committee

Member	Company/Body	Position
Mr. Martin Lee Edelman (Member)	Mubadala Investment Company PJSC	Counsel

Note:

This information is based on the disclosures made by the Board's Members as on 31 December 2020.

According to the Charter of the Board of Directors, all Members have vast experiences in business and management, particularly in the real estate sector. The following table shows the educational qualifications and experiences of the Board's Members:

Members	Educational Qualifications	Experience period in the Field of Business and Management (in years)	Experience Field						
			Real Estate and Constructions	Oil, Energy and Facilities	Banks, Finance and Insurance	Telecommunications	Government and nonprofit, public and other organizations	Healthcare and Pharmaceutical Industries	Media
H.E. Mohamed Khalifa Al Mubarak	<ul style="list-style-type: none"> <li>Dual specialization in Economics and Political Science from North Eastern University, USA.</li> </ul>	14+	✓		✓		✓		✓
Mrs. Mariam Saeed Ahmed Ghobash	<ul style="list-style-type: none"> <li>Bachelor's degree in Economics from Wharton, from Pennsylvania State University in the United States of America.</li> </ul>	13+	✓		✓	✓	✓		
Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi	<ul style="list-style-type: none"> <li>Master of Public Policy with a specialization in Business Administration and Government from Harvard University, USA.</li> <li>Bachelor of Science in International Affairs from Georgetown University, USA.</li> </ul>	21+	✓	✓	✓	✓	✓	✓	
Mr. Hamad Salem Mohamed Al Ameri	<ul style="list-style-type: none"> <li>MBA from the Canadian University.</li> <li>Bachelor of Civil Engineering from the American University in Dubai (AUD).</li> </ul>	16+	✓	✓	✓		✓		
Mr. Mansour Mohamed Al Mulla	<ul style="list-style-type: none"> <li>Bachelor of Business Administration from Portland State University, Oregon, USA.</li> </ul>	20+	✓	✓	✓		✓		
Mr. Ali Saeed Abdullah Sulayem Al Falasi	<ul style="list-style-type: none"> <li>MBA from the University of Sharjah.</li> <li>Bachelor of Science – Production and Operations Management from the California State University.</li> <li>Bachelor of – Accounting from UAE University.</li> </ul>	25+	✓		✓		✓		
Mr. Martin Lee Edelman	<ul style="list-style-type: none"> <li>PhD in Legal Science from Columbia University, USA.</li> <li>Bachelor in Political Science from the Princeton University.</li> </ul>	47+	✓				✓		

**3.5 Women Representation in the Board of Directors during 2020**

In its current formation, the Board of Directors includes one woman (one member), represented in the joining of Mrs. Mayram Saeed Ahmed Ghobash to the Company's Board of Directors, through the process and procedures for re-election and formation of the Company's Board of Directors in accordance with the decision issued by the Company's shareholders at the General Assembly held on 20 March 2019.

The new Directors are subject to an orientation programme, during which their rights, duties and responsibilities are defined as Directors. The new Directors joined this orientation programme, which aims to obtain comprehensive information from the management and to conduct field visits to the Company's sites.



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**3. BOARD OF DIRECTORS** continued**3.6 Orientation Programme**

In addition, the Company has provided all tools and means of communication that would provide the Directors with comprehensive information regarding the Company and its activities, so that the Directors can properly perform their responsibilities, as well as provide them with the latest developments communicated by the Executive Management during the Board's meetings. The Directors also receive periodic information from specialists inside and outside the Company regarding major business, sector developments and core issues associated with their functions as Directors.

**3.7 Eligibility to obtain an Independent Consultation**

According to the Charter of the Board of Directors, each Director shall be entitled to seek an independent external consultation based on non-conflict of interests after consultation with the Board or its Committees. The cost of such external consultations shall be borne by the Company as determined by the Board or its Committees.

**3.8 Remunerations of the Directors and Allowances of Attendance at the Meetings of the Board and its Committees**

Article (28) of the Articles of Association of Aldar Properties provides that:

"The remunerations of the Directors shall be a percentage of the net profit of the Company, provided that it shall not exceed 10% of such profits for the fiscal year. The Company may pay additional expenses, fees or remunerations or monthly salary determined by the Board of Directors to any of its Members if such Member works in any Committee, makes special efforts or performs additional works to serve the Company above his normal duties as a Directors.

Fines imposed on the Company due to violations by the Board of Directors of the Law or the Company's Articles of Association during the ended fiscal year shall be deducted from the remunerations of the Board. The General Assembly shall be entitled not to deduct such fines if it knew that such fines were not imposed due to default or omission by the Board of Directors."

Article (48) of the Articles of Association defines the distribution method of net profits. The net annual profits of the Company are distributed after deduction of all general expenses and other costs as follows:

- Ten percent (10%) shall be deducted and allocated to the legal reserve. This deduction shall be stopped when the total reserve amounts to 50% of the Company's paid-up capital. If the reserve decreased, the deduction shall be resumed. The legal reserve may not be distributed to the shareholders. If the reserve exceeded 50% of the Company's paid-up capital, such excess may be used to distribute profits to the shareholders in the years when the Company does not achieve net profits enough for distribution.
- The General Assembly shall determine the percentage of the net profit to be distributed to the shareholders after deduction of the legal reserve, provided that if the net profits in a year are not enough for distribution, such profits may not be claimed from profits of subsequent years.
- The Directors shall receive a remuneration to be determined by the General Assembly annually, provided that such remunerations shall not exceed 10% of the net profit of the financial year ended after deducting both depreciation and legal reserve.
- The remainder of the net profit or any part thereof shall be distributed to the shareholders, carried out to the next year or allocated for the establishment of an optional reserve as determined by the Board.
- The Company may distribute annual, semi-annual or quarterly profits to the shareholders in accordance with the policy and/or decisions of profit distributions proposed by the Board of Directors and approved by the General Assembly.

**• Total remuneration of the members of the Board of Directors for the year 2019**

Based on the decision issued by the General Assembly of the Company at its meeting held on 18 March 2020, the total remuneration received by the Members of the Company's Board of Directors for the fiscal year ending 31 December 2019 amounted to AED 13,950,000.00 (Thirteen Million Nine Hundred Fifty Thousand Dirhams). This amount includes the fees for attending the meetings of the Committees emanating from the Board of Directors during the year 2019.

**• Total proposed remunerations of the Directors for 2020**

Based on the decision issued by the General Assembly of the Company at its meeting held on 24 March 2021, the total remuneration received by the Members of the Company's Board of Directors for the fiscal year ending 31 December 2020 amounted to AED 20,700,000.00 (Twenty Million and Seven hundred Thousand Dirhams). This amount includes the fees for attending the meetings of the Committees emanating from the Board of Directors during the year 2020 amounting to AED 1,200,000.00 (One Million and Two hundred Thousand Dirhams) as detailed in the following paragraph.

**• Allowances of Attendance at the Meetings of the Board and its Committees for 2020**

The Board members are not entitled to fees for attending the meetings of the Board of Directors. Regarding the fees for attending the meetings of the Committees emanating from the Board of Directors during the year 2020, the total amount of such fees is AED 1,200,000.00 (One Million and Two hundred Thousand Dirhams) as detailed in the following table:

Name	Committee	No. of meetings	Attendance
His Excellency/Mohamed Khalifa Al Mubarak	-	-	-
Mrs. Mariam Saeed Ahmed Ghobash	Executive Committee	6	100,000.00
	Nomination & Remuneration Committee	5	100,000.00
Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi	Executive Committee	6	200,000.00
Mr. Hamad Salem Mohammed Al-Ameri	Executive Committee	6	100,000.00
	Audit Committee	5	100,000.00
Mr. Mansour Mohamed Al Mulla	Audit Committee	5	200,000.00
	Nomination & Remuneration Committee	5	100,000.00
Mr. Ali Saeed Abdullah Al Falasi	Audit Committee	5	100,000.00
Mr. Martin Lee Edelman	Nomination & Remuneration Committee	5	200,000.00
<b>Total</b>			<b>1,200,000.00</b>

**• Allowances, salaries or additional fees that a member of the Board has received other than the Committees' attendance allowances and their reasons during the year 2020**

The Board of Directors did not receive any additional allowances or salaries during the year 2020.

**3.9 Meetings of the Board of Directors**

The Board held six (6) meetings during 2020 to discuss strategic and operational matters related to the Company and to take the necessary decisions thereon. The following table shows the dates of these meetings:

Meeting	Date Held
01/2020	08 January 2020
02/2020	12 February 2020
03/2020	13 May 2020
04/2020	12 August 2020
05/2020	11 November 2020
06/2020	23 December 2020

Note:

- In addition to the Board's meetings, the Executive Committee held six (6) meetings during 2020 to discuss strategic and operational matters and to submit recommendation thereon to the Board (See clause 6.3 for more information on the Executive Committee). In addition, some decisions were passed by the Board by circulation (see clause 3.10 for further details).

Attendance of the above-mentioned meetings was as follows:

Director	Meeting 01/2020	Meeting 02/2020	Meeting 03/2020	Meeting 04/2020	Meeting 05/2020	Meeting 06/2020	No. of Personal Attendances
His Excellency/Mohamed Khalifa Al Mubarak	✓	✓	✓	✓	✓	✓	6
Mrs. Mariam Saeed Ahmed Ghobash	✓	✓	✓	✓	✓	✓	6
Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi	✓	-	✓	✓	✓	✓	5
Mr. Mansour Mohamed Al Mulla	✓	✓	✓	✓	✓	✓	6
Mr. Hamad Salem Mohammed Al-Ameri	✓	✓	✓	✓	✓	✓	6
Mr. Ali Saeed Abdullah Al Falasi	✓	✓	✓	✓	✓	✓	6
Mr. Martin Lee Edelman	✓	✓	✓	✓	✓	✓	6

Note:

- All apologies for attendance submitted by the Directors for some meetings are considered and taken into account at the beginning of each meeting according to the Company's Memorandum of Association and Articles of Association, and in line with the applicable laws and regulations in this regard.
- The attendance of the Directors at these meetings is represented by their personal attendance.

**3. BOARD OF DIRECTORS** continued

**3.10 Resolutions passed by circulation**

During 2020, the Board of Directors passed eight (8) resolutions by circulation, taking into consideration the relevant controls stipulated in Article (24) of the Company's Articles of Association and the decision of the Chairman of the Authority No. (03/RM) of 2020 on the adoption of the Corporate Governance Manual of Public Joint Stock Companies, where:

- The majority of the Board of Directors agreed that the cases for which the resolutions were passed are considered emergency.
- The Directors have been given the resolutions in writing, with all necessary documents, for review and approval.
- The resolutions passed by the Board were approved in writing by majority, and were presented at the next meeting of the Board to be included in the minutes of such meeting.
- The passed resolutions by circulation shall not be considered as a meeting of the Board of Directors. Therefore, the minimum number of the Board's meetings specified in the Company's Articles of Associations has been complied with (see clause 3.9 which explains that).

**3.11 Business Transactions with related Parties**

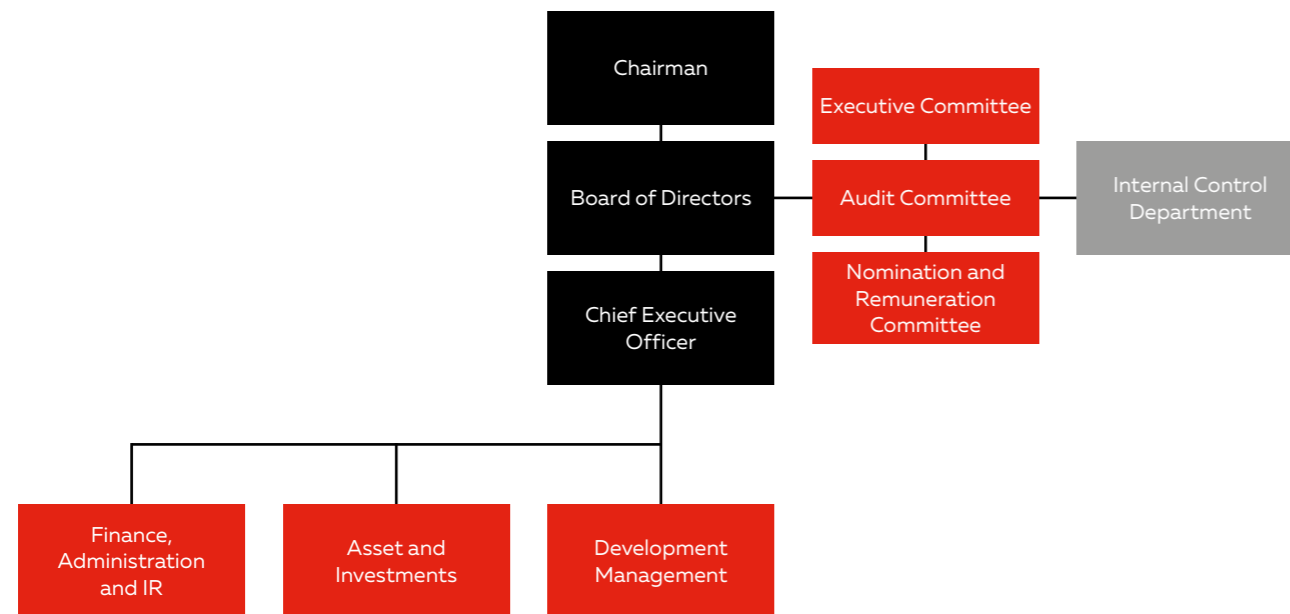
The following table shows the transactions done with related Parties during 2020:

Related Party	Nature (Type) of the Transaction	Transaction value (in AED Thousand)
Abu Dhabi Government	Revenues	1,739,765
Major shareholder and its affiliates	Revenues	34,745
Finance income from project finance	Finance Revenues	8,880
Finance income from joint ventures	Finance Revenues	7,553
Banks controlled by the Government and major shareholder	Finance Revenues	13,490
	Finance Costs	79,307

**4. ORGANIZATIONAL STRUCTURE AND EXECUTIVE MANAGEMENT**

**4.1 Organizational Structure of the Company**

Since its inception, Aldar Properties has been developing and implementing an efficient and effective organizational structure at all departmental and divisional levels in order to ensure a high-level of coordination and management interaction, and to ensure a high-level of disclosure, transparency and interaction with markets, which is reviewed continuously by the relevant Committees. The following diagram represents the Company's organizational structure:



**4.2 Executive Management Team**

The Executive Management Team (which includes the Chief Executive Officer and Executive Officers of its departments and divisions) work according to their authorities specified by the Board of Directors, and within the approved strategic plan. They are responsible for managing the day-to-day operations of the Company and key business issues, in line with the strategic plan framework of the Company. The Chief Executive Officer periodically meets with the Executive Management Team directly. It should be noted that in the absence of the Chief Executive Officer for any reason, the Management Committee shall continue all operations and activities of the Company, as this Committee holds its meetings weekly.

The following table shows the Members of the Executive Management Team, and their appointment dates, salaries and remunerations received during 2020:

Position	Date of Appointment	Total Salaries and Allowances during 2020 (in AED)	Annual Bonus during 2020 (in AED)	Vesting of previous year RSUs during 2020 (in AED) (C)	Any Other Remunerations in cash for 2020 or will be payable in the future
Chief Executive Officer	April 15, 2006 (A)	2,573,964.00	4,041,100.00	2,763,026.00	See Note (D)
Chief Financial & Sustainability Officer	1 November 2011	2,093,520.00	1,633,100.00	1,840,905.00	See Note (D)
Chief Development Officer	1 November 2020	415,100.00 (B)	0.00	0.00	See Note (D)
Chief Investment Officer	17 April 2016	2,107,692.00	1,338,400.00	1,478,235.00	See Note (D)

Notes:

- (A) The Chief Executive Officer occupied his position as from 12 November 2017 according to the Board of Directors' decision at its meeting No. (06/2017) held on 12 November 2017, as he was the Chief Executive Officer for Management of the Company's Development Projects until that date.
- (B) The "Chief Development Officer" joined the company as from the date 1 November 2020, and consequently the above-mentioned total salaries and remunerations has been calculated since that date.
- (C) The amounts in AED are combined figures based on the 30% individual contribution plus 30% company contribution as per the Long-term incentive plan vesting criteria.
- (D) The eligible Executive Management Team members are part of a Long-term incentive plan, where applicable company matched RSUs will vest over a period of four years as follows and as per the adherence to LTI Policy requirements:  
 Chief Executive Officer: 962,167 RSU, Chief Financial Officer: 388,883 RSU, Chief Investment Officer: 318,667 RSU, based on estimated share price of AED 3.6 per RSU; Chief Development Officer: 436,364 RSU based on board approved share price of AED 3.3 per RSU.

**4.3 Responsibilities and Authorities of the Executive Management**

The Chief Executive Officer has the authority to act within the framework of the operational plan and the budget of operating income and expenses discussed and approved by the Board, according to the authorities granted thereto under the Delegations of Authority. The Chief Executive Officer may delegate some of his duties to the Executive Management Team, according to the current policies of the Board, Delegations of Authority and legal requirements which determines the powers of such delegation. The validity of responsibilities and duties vested in the Chief Executive Officer is three (3) renewable years.

Following are the duties and responsibilities assigned by the Board of Directors to the Chief Executive Officer and the members of the Executive Management Team:

**A. Leadership, Business Strategy and Management**

- Providing integrated management of the Company, including the provision of adequate and comprehensive information about the Company to customers, suppliers, shareholders, financial institutions, employees and media.
- Development of the Company's projects and operations, taking into account the responsibilities of the Company towards its shareholders, customers and employees.
- Putting recommendations to the Board of Directors on the development of performance strategies, operations and day-to-day management.
- Management of the Company in line with the strategies, business plans and policies approved by the Board of Directors.
- Management of operations and daily affairs, taking into consideration the matters on which the Board of Directors reserves the right to decide.
- Ensuring coordination and integration between the Company's divisions and departments, and establishment of institutional culture, Code of Business Conduct, and integrity in the Company, including the matters related to its bids, contracts and other practices.
- Periodic review of the organizational structure of the Company, and making the necessary amendments in this regard.
- Directing the Members of the Executive Management in their daily management tasks, and supervising their performance.
- Consulting the Board of Directors in matters of strategic or sensitive nature, or which are essential matters, to draw the Board's attention to it and take the necessary decisions.

For the year ended 31 December 2020

**4. ORGANIZATIONAL STRUCTURE AND EXECUTIVE MANAGEMENT** continued**4.3 Responsibilities and Authorities of the Executive Management** continued**B. Risk Management and Internal Control**

- Ensuring compliance by the employees with the Code of Business Conduct.
- Risk management.
- Effective application and management of all essential aspects of risk management, Internal Control and compliance, to support policies adopted by the Board of Directors.
- Compliance with the legislative and legal requirements of the Securities and Commodities Authority, Abu Dhabi Securities Exchange, and Federal Law No. (02) of 2015 on commercial companies, as amended.

**C. Financial Supervision and Assets Management**

- Studying the efficiency and cost effectiveness of all operations of the Company.
- Ensuring the integrity of data, records and financial system.
- Protecting funds and assets managed by the Company, and ensuring the efficient utilization thereof.
- Ensuring the credibility, accuracy and reliability of financial and administrative information related to the Company's activity.
- Development of annual Financial Statement for approval by the Board of Directors.
- Ensuring that the financial reports of the Company reflect a true and fair financial position of the Company and the results of its businesses and operations.
- Verification of all investments and major expenditure of the Company's capital, and development of appropriate proposals and recommendations thereon and submission thereof to the Audit Committee, the Executive Committee and/or the Board of Directors for approval.

In addition, the Board of Directors instructed to form a number of Management Committees, which include a number of Members of the Executive Management Team. The Board has delegated to them a set of authorities and powers that will support and enhance the Executive Management functions, which positively reflect on the daily activities and operations of the Company. Each of these Committees shall be subject to a special charter specifying their members and the way of their appointment, their powers, responsibilities, function, the mechanism of action, reporting and periodic performance assessment, etc. Such charters are periodically reviewed by the Board of Directors to ensure the efficiency and effectiveness of these Committees. The Board of Directors conducted a comprehensive review of all the charters of these Committees at its meeting No. (07/2018) held on 14 November 2018.

These Committees are as follows:

- **Management Committee:** chaired by the Chief Executive Officer, and includes in its membership a number of the Members of Executive Management Team. The meetings of the Committee are held on a weekly basis and when necessary. This Committee specializes in ensuring that the Company's practices, business and operational activities comply with the charters and policies adopted by the Board of Directors, and that they are exercised and carried out in a manner that ensures the interest of the related parties, including customers, shareholders, investors, suppliers, employees, etc. In addition, it reviews and assesses the performance of various divisions, ensures the achievement of key performance indicators and issues the necessary recommendations to the Board and/or its Committees, where necessary according to the Delegation of Authority with regard to the framework of governance, Delegations of Authority, policies and procedures of the Company, work plan, the Company's vision, values, objectives, strategy, initiatives and key performance indicators, business environment plans, as well as the Company's needs of human resources and benefits, allowances and incentives granted thereto, in addition to the investment control process adopted by the Company and issues, recommendations and opportunities related thereto, acquisitions and available investment opportunities, matters related to the subsidiaries and joint projects, and other competencies delegated to the Committee from time to time as per the business requirements.
- **Tenders Committee:** It is divided into two Committees as follows:
  - **Tenders Committee (A):** chaired by the Chief Executive Officer, and includes in its membership a number of the Members of the Executive Management Team. The meetings of the Committee are held on a weekly basis and when necessary.
  - **Tender Committee (B)** is chaired by the Executive Director of Human Resources, Culture and Performance, and it includes in its membership a number of the management team of the Company, and the Committee holds its membership number of its meetings on a weekly basis and when necessary

This Committee specializes in considering the activities and practices related to contracts and procurement management and lists of service providers and bidders, making the necessary recommendations regarding the awarding of tenders and commissioning works related to the management of development projects, management of assets and contracts, according to the limits, controls and standards established in the Delegations of Authority, and other competencies delegated to the Committee from time to time as per the business requirements.

- **Investment Committee:** chaired by the Chief Executive Officer and includes in its membership Members of the Executive Management Team. The meetings of the Committee are held on a weekly basis and when necessary. This committee specializes in the review, approval and/or recommendation (according to the Delegations of Authority) on issues related to the investment control, opportunities and strategic investments of the Company, liquidity issues, and other competencies delegated to the Committee from time to time as per the business requirements.
- **Risk Management Committee:** chaired by the Chief Executive Officer, and it includes in its membership a number of the Members of Executive Management Team. The meetings of the Committee are held quarterly and when necessary (see clause 9.0 of this Report for more information on this Committee).

Members of these Committees acknowledge their responsibilities for reviewing their work mechanisms and ensuring their effectiveness.

**5. EXTERNAL AUDITOR**

Deloitte was appointed as an external auditor of Aldar Properties for the year ending 31 December 2020 under a decision issued by the Ordinary General Assembly of the Company at its meeting held on 18 March 2020. Deloitte is considered as one of the leading external audit firms with extensive experience in the field of audit. It is accredited by the Ministry of Economy and operates independently from the Board of Directors and the Executive Management of the Company. Deloitte has offices in Abu Dhabi, Dubai, Sharjah, Ras Al Khaimah and Fujairah.

The following table shows the services provided by the external auditor during 2020 and the fees charged for these services:

Name of Audit Firm	Deloitte
Name of Partner Auditor	George Najem
Number of years spent as an external auditor of the Company	Two Years
Number of years spent by the Partner Auditor in auditing the Company's Accounts	Two Years
Total audit fees for the financial statements for the year ended on December 31, 2020 (In AED)	894,000

Other services provided by the External Auditor during 2020 and fees charged therefore

Service	Amount (in AED)
Other audit works	122,550
Other consulting works	1,397,341
<b>Total</b>	<b>1,591,891</b>

In addition, during 2020, Aldar Properties received financial and accounting consultation services FROM OTHER External Auditors (rather than the Appointed one) as follows:

	Company	Amount (in AED)
1	Meralis	98,000
2	PWC	646,767
3	Ardent	49,579
4	Ernst & Young	580,777
	<b>Total</b>	<b>1,375,123</b>

The Company's auditor did not submit any reservations regarding the interim and/or annual financial statements of the Company during 2020.

For the year ended 31 December 2020

## 6. BOARD OF DIRECTORS COMMITTEES

The Board of Directors has formed three (3) Committees to contribute to the implementation of its functions, and has delegated powers and responsibilities to them to ensure the implementation of its decisions. The following are the Board of Directors' Committees:

- Audit Committee.
- Nomination and Remuneration Committee.
- Executive Committee.

Each Committee has a charter defining its objectives, responsibilities, structure, framework and reporting mechanism. The charters of these Committees are periodically reviewed to be updated and amended to ensure the efficiency and effectiveness of these Committees. The Board restructured all Committees to ensure the compatibility and harmony of their functions and responsibilities with the decision of the Chairman of the Authority No. (03/RM) of 2020 on the adoption of the Corporate Governance Manual of Public Joint Stock Companies. In addition, the Board restructured these Committees at its meeting No. (02/2019) held on 20 March 2019, following the Board of Directors election process by the Shareholders at the General Assembly meeting held on 20 March 2019.

### 6.1 Audit Committee

Mr. Mansour Muhammad Al-Mulla, Chairman of the Audit Committee, acknowledges his responsibility for ensuring the Committee's operational effectiveness and efficiency in accordance with its mandate.

The Audit Committee assists the Board of Directors in discharging its responsibilities with respect to risk management, Internal Control Systems, accounting policies, financial reporting and internal and external audits. The Audit Committee ensures that the main objectives of the Company are achieved effectively and efficiently, within a tight framework of internal controls, risk management and governance.

The Audit Committee consists of three non-executive independent members. The charter of the Audit Committee requires that all members of the Committee shall be familiar with financial aspects, and at least one of its members shall have experience in accounting and finance. On the other hand, the Chairman of the Committee shall hold periodic meetings with members of the Executive Management and the Director of Internal Control Department to ensure that the members of the Committee are informed of the main issues. The Committee shall also meet with the external auditor, without the presence of the members of the Executive Management, as the Committee deems appropriate.

The following are the members of the Audit Committee:

Audit Committee members	Position
Mr. Mansour Mohamed Al Mulla	Chairman of the Committee
Mr. Ali Saeed Abdullah Sulayem Al Falasi	Member
Mr. Hamad Salem Mohamed Al Ameri	Member

#### Notes:

- The Audit Committee was restructured pursuant to the decision issued by the Board of Directors at its meeting No. (02/2019) held on 20 March 2019.
- Mr. Mansour Mohamed Al Mulla was elected as Chairman of the Audit Committee pursuant to the decision of the Audit Committee at its meeting No. (03/2019) held on 7 August 2019.

The Audit Committee's Charter defines the responsibilities of the Audit Committee as follows:

#### A) Financial reports

- Considering any significant and unusual items that are or should be included in the annual, semi-annual and quarterly financial reports and statements, paying due attention thereto, discussing them with members of the Executive Management and the external auditor, and making recommendations thereon to the Board of Directors for approval.
- Ensuring a mechanism of continuous disclosure to the Securities and Commodities Authority and Abu Dhabi Securities Exchange.
- Ensuring the integrity of the Company's financial statements and reports (annual, semi-annual and quarterly), reviewing them as part of their normal work during the year and focusing on:
  - Any changes in accounting policies and practices.
  - Highlighting aspects which are subject to the management's discretion.
  - Significant amendments resulting from the audit.
  - Presumption of business continuity.
  - Compliance with accounting standards established by the Securities and Commodities Authority and Abu Dhabi Securities Exchange.
  - Compliance with rules of listing, disclosure and other legal requirements related to financial reporting.

#### B) Company's governance

- Supervising and controlling the internal application of the governance framework and ensuring full compliance with the relevant legal and legislative systems.
- Regular periodic review of the Company's management compliance with the governance framework approved and adopted by the Company's Board of Directors.
- Review of the Governance Report sent annually to the Securities and Commodities Authority and Abu Dhabi Securities Exchange, and making recommendations to the Board of Directors in this regard.

#### C) Internal Control System and Risks Management

- Appointment of any external party to perform internal audit functions according to the business requirements, determining their fees, considering their resignation and termination applications.
- Periodic review of the Company's Internal Control Systems, to assess their efficiency and effectiveness.
- Discussing the Internal Control System with members of the Executive Management, evaluating its effectiveness and efficiency in performing its mission and tasks in a manner that contributes to the development of the Internal Control Systems of the Company.
- Discussing and reviewing the policies and procedures of the Company with members of its Executive Management, to ensure performing its mission effectively, in a manner that contributes to the development of such policies and procedures.
- Monitoring and following up the implementation of risk management framework and Internal Control Systems according to its policy and working strategies, assessment and evaluation of efficiency and effectiveness of such policies and strategies by auditing the records and databases, network security and control systems of the operational and strategic units of such departments.
- Reviewing the results of the audits on internal control issues (including fraud cases within the Company).

#### D) External Auditor

- Development and application of the external auditor appointment policy, submission of the report and recommendations to the Board of Directors identifying issues on which it considers necessary to take actions and making recommendations on the steps to be taken.
- Coordinating with the Company's Board of Directors, members of the Executive Management in order to perform its duties. The Committee shall meet with the external auditor at least once every reporting period.
- Discussing the nature, scope and effectiveness of audits, taking into account their compliance with the approved auditing standards.
- Monitoring and ensuring the independency and objectivity of the external auditor and discussing the nature and scope of audits and its effectiveness according to the approved auditing standards.
- Discussing with the external auditor the appropriateness of the accounting policies applied in the financial statements.
- Reviewing the performance of the external auditor and making recommendations to the Board of Directors in this regard.
- Reviewing the external auditor's objectives and work plan and any essential questions raised by the auditor to the Board of Directors or members of the Executive Management on the accounting records, financial accounts or control systems, and ensuring that they have been reviewed and discussed, that the necessary actions were taken thereon, and that responses were timely provided thereon.
- Discussing any problems that the external auditor may face during his audit, including restrictions that may limit the scope of work or obtaining information needed to complete the work.
- Ensuring coordination between internal and external auditors, availability of resources necessary to manage internal control, and review and control of the efficiency of such management.

#### E) Internal Control Department

- Reviewing the activities, resources and organizational structure, Charter of the Internal Control Department, reviewing and approving annual audit plan.
- Considering the process of selecting and appointing the Director of Internal Control Department and the internal audit providers, their resignation or termination.
- Reviewing the reports submitted to the Committee by the Director of the Internal Control Department and the responses received by the Company's management thereon, ensuring that the findings and recommendations submitted by the internal auditor and suggestions and responses issued by the concerned members of senior management have been received and discussed and the necessary actions were taken thereon, and discussing with the Director of the Internal Control Department any difficulties encountered in carrying out audit functions such as restrictions on the scope of his work or difficulty in obtaining the information necessary to exercise its responsibilities.
- Evaluating functioning of Internal Control Department, particularly with regard to planning, follow-up and reporting, the performance of the Director of the Internal Control Department and timely advice and guidance.
- Ensuring that the Internal Control Department has adequate employees and the appropriate authority and position within the Company.
- Meeting with the Director of Internal Control Department at least once a year to ensure that there are no outstanding issues.
- Reporting to the Board of Directors on all matters considered by the Committee.



**6. BOARD OF DIRECTORS COMMITTEES** continued

**6.1 Audit Committee continued**

**F) Compliance**

- Reviewing the employees' compliance with the Code of Business Conduct.
- Managing the appointment, resignation or dismissal of the Compliance Officer.
- Reviewing the appropriateness of practices and procedures for compliance with applicable laws, regulations and systems.
- Reviewing and assessing:
  - Effectiveness of the compliance system with inclusion and disclosure requirements and other legal and legislative requirements related to the Company's activities (including internal rules, regulations and systems).
  - Developments and updates in legislative and legal systems, which may substantially affect the Company.
  - Efforts made by the Company's management to ensure compliance with the Code of Business Conduct.
- Obtaining regular updates from members of the Executive Management (and the General Counsel or the Compliance Officer when required) on compliance matters, as well as investigating and considering issues that affect the integrity of the Company's Executive Management Team, including cases of conflict of interests or violation of the Code of Business Conduct, according to the policies and regulations of the Company.

**G) Other Responsibilities and Competencies**

- Creating channels of free and open communication between: Audit Committee, external auditors, internal auditors and Company's management.
- Consideration of any other matters or subjects as directed by the Board of Directors in this regard.

**H) Employees' reports and disclosures**

- Development of policies, procedures and controls that enable the employees to report any potential violations in the financial reporting, internal control or other matters in secret, identifying the steps to conduct independent and fair investigations on such violations, and conducting periodic reviews of such policies and procedures.
- Assessing the procedures of investigations to ensure the independency and impartiality of investigations.
- Reviewing the investigation procedures taken by the Company's management in dealing with the reported violations, and correcting any deviations therein.

The Audit Committee, at its meeting No. (04/2013), reviewed the whistle blower policy of reporting violations, followed up the development and implementation of the relevant regulations to ensure their effectiveness, and submitted a recommendation to the Board of Directors in this regard, which in turn approved it at its meeting No. (06/2013) held on 6 November 2013.

The Audit Committee held five (5) meetings during 2020 as follows:

Meeting No.	Date
01/2020	11 February 2020
02/2020	18 May 2020
03/2020	10 August 2020
04/2020	17 August 2020
05/2020	09 November 2020

The above-mentioned meetings' attendees were as follows:

Member	Position	Meeting 01/2020	Meeting 02/2020	Meeting 03/2020	Meeting 04/2020	Meeting 05/2020	No. of Attendances
Mr. Mansour Mohamed Al Mulla	Chairman of the Committee	✓	✓	✓	✓	✓	5
Mr. Ali Saeed Abdullah Sulayem Al Falasi	Member	✓	✓	✓	✓	✓	5
Mr. Hamad Salem Mohamed Al Ameri	Member	✓	✓	✓	✓	✓	5

Note:  
• The attendance of the Members at these meetings is represented by their personal attendance.

**6.2 Nomination and Remunerations Committee**

Mr. Martin Lee Edelman, Chairman of the Nomination and Remunerations Committee, acknowledges his responsibility for the Committee's system in the Company, his review of its work mechanism, and verification of its effectiveness.

The Nomination and Remuneration Committee reports to the Board on human resources management and compensation policies that reflect best practices, and makes recommendations on the succession plans of the Board, taking into account the challenges and opportunities facing the Company and the skills and experience needed in the future.

The Nomination and Remuneration Committee consists of three (3) independent non-executive members. The Chairman of the Committee holds periodic meetings with the Executive Management and the Executive Director of Human Resources Department, to ensure that the members of the Committee are familiar with the substantive matters falling within the competencies of the Committee.

The Nomination and Remuneration Committee includes the following members:

Members of Nomination and Remunerations Committee	Position
Mr. Martin Lee Edelman	Chairman of the Committee
Mr. Mansour Mohamed Al Mulla	Member
Mrs. Mariam Saeed Ahmed Ghobash	Member

Notes:  
• The Nomination and Remunerations Committee was restructured by the Board of Directors' decision issued at its meeting No. (02/2019) held on 20 March 2019.  
• Mr. Martin Lee Edelman was elected as a Chairman of the Nominations & Remunerations Committee by virtue of the Board of Directors' decision at its meeting No. (02/2019) held on 11 March 2019.

The Charter of the Nomination and Remuneration Committee defines the responsibilities of the Committee as follows:

- Ensuring the independence of the independent members. If the Committee found that a member had lost the requirements for independence, it shall present the matter to the Board to take the necessary actions in this regard in accordance with applicable laws and regulations.
- Development of the policy for the granting of remunerations, benefits, incentives and salaries of the Directors and employees, and reviewing it annually. The Committee shall ensure that the remunerations and benefits granted to the Senior Executive Management are reasonable and proportionate to the performance of the Company.
- Identifying the Company's needs of competencies at the level of Senior Executive Management and employees, and the basis of their selection.
- Development, monitor, follow-up and periodically review the human resource and training policy.
- Development and approval of the policy and mechanism of nomination for the Board of Directors, organization and follow-up of the procedures for nomination for the Board of Directors according to the applicable laws and regulations.
- Review of the required skills for the membership of the Board of Directors, and preparation of a description of the capabilities and qualifications required for membership of the Board.
- Review of the structure of the Board of Directors and making recommendations regarding changes that may be made to the Board of Directors for approval.
- Any other competencies and functions determined by the Board of Directors from time to time.

Based on the decision of the Board of Directors at its meeting No. (04/2013) held on 1 July 2013, the Board decided that the Nomination and Remuneration Committee shall hold at least one meeting annually to perform its responsibilities and to fulfill its legislative requirements in accordance with the applicable laws and regulations of the Securities and Commodities Authority. Therefore, the Nomination and Remuneration Committee held Five (5) meetings during 2020 as follows:

Meeting No.	Date Held
01/2020	11 February 2020
02/2020	15 April 2020
03/2020	11 August 2020
04/2020	02 November 2020
05/2020	10 November 2020

The above-mentioned meetings' attendees were as follows:

Member	Position	Meeting 01/2020	Meeting 02/2020	Meeting 03/2020	Meeting 04/2020	Meeting 05/2020	No. of Attendances
Mr. Martin Lee Edelman	Chairman of the Committee	✓	✓	✓	✓	✓	5
Mr. Mansour Mohamed Al Mulla	Member	✓	✓	✓	✓	✓	5
Mr. Mariam Saeed Ahmed Ghobash	Member	✓	✓	✓	✓	✓	5

Note:  
• The attendance of the Members at these meetings is represented by their personal attendance.

For the year ended 31 December 2020

## 6. BOARD OF DIRECTORS COMMITTEES continued

### 6.3 Executive Committee

Mr. Waleed Ahmed Salem Al-Muqarrab Al-Mehairi, Chairman of the Executive Committee, acknowledges his responsibility for the Committee's system in the Company, his review of its work mechanism, and verification of its effectiveness.

The Executive Committee plays an advisory role in the Board of Directors. It provides assurance and control of the Company's strategy and sets priorities for projects and performance.

The Executive Committee consists of three (3) independent non-executive members. The Chairman of the Committee holds periodic meetings with the Executive Management to ensure that the members of the Committee are familiar with the substantive matters.

The Executive Committee includes the following members:

Members of the Executive Committee	Position
Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi	Chairman of the Committee
Mr. Hamad Salem Mohamed Al Ameri	Member
Mrs. Mariam Saeed Ahmed Ghobash	Member

Notes:

- The Executive Committee was restructured pursuant to the decision issued by the Board of Directors at its meeting No. (02/2019) held on 20 March 2019.
- Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi was appointed as Chairman of the Executive Committee under the decision of the Board of Directors at its meeting No. (01/2019) held on 8 April 2019.

The Charter of the Executive Committee defines its responsibilities as follows:

- In the field of investment strategy and policy adoption:**
  - Supervision of the investment strategy and policies at the Company level.
  - Approval of decisions related to investments and development projects according to the limits and restrictions prescribed in the Delegations of Authority.
  - Review and approval of the policies and strategies of the development projects and asset management.
  - Approval of the strategy of the Procurement Department and awarding tenders related to the substantial tenders according to the limits and restrictions prescribed by the Delegations Authority.
- In the field of supervision and review:**
  - Review and approval of key performance indicators of the development projects, and following up the level of performance therein.
  - Monitoring the performance of investments and tenders.
  - Review of requirements related to the need to increase the capital, and making appropriate recommendations in this regard.
  - Review of the effects of investments.
  - Review of the main objectives and key financial ratios established by the competent management Committees.

The Executive Committee held six (6) meetings during 2020 as follows:

Meeting	Date
01/2020	12 March 2020
02/2020	09 April 2020
03/2020	12 July 2020
04/2020	26 October 2020
05/2020	11 November 2020
06/2020	13 December 2020

The above-mentioned meetings' attendees were as follows:

Member	Position	Meeting 01/2020	Meeting 02/2020	Meeting 03/2020	Meeting 04/2020	Meeting 05/2020	Meeting 06/2020	No. of Attendances
Mr. Waleed Ahmed Salem Al Moqarrab Al Mehairi	Chairman of the Committee	✓	✓	✓	✓	✓	✓	6
Mr. Hamad Salem Mohamed Al Ameri	Member	✓	✓	✓	✓	✓	✓	6
Mrs. Mariam Saeed Ahmed Ghobash	Member	✓	✓	✓	✓	✓	✓	6

Notes:

- The attendance of the Members at these meetings is represented by their personal attendance.

## 7. INSIDER AFFAIRS COMMITTEE, AND THE POLICY OF TRADES OF INSIDERS AND MEMBERS OF BOARD OF DIRECTORS IN THE COMPANY'S SHARE

### 7.1 Trading Policy of Insiders

The Board of Directors has developed a policy of insiders in the Company's shares in accordance with the decision of the Chairman of the Authority No. (03/RM) of 2020 on standards of the Corporate Governance Manual of Public Joint Stock Companies and By law No. (5/2009) of the Abu Dhabi Securities Exchange. This policy enables the Board of Directors and the employees to fulfill their legal obligations when they have material information that may affect the Company's share price in the financial market. It includes a breakdown of the controls regulating to the trades of the insiders, and sets limits on the securities issued by Aldar Properties.

This policy prohibits trading if there is a reasonable possibility of exploiting undisclosed or unpublished information related to the business of the Company and if it has an effect on the trading price. This policy applies to the Board of Directors, Executive Management and all employees who have access to material information and data. It is worth mentioning that the Company is fully committed to conduct a periodic review of the list of its insiders and to update it through the Abu Dhabi Securities Exchange website (the latest update was in November 2020) in line with the Company's strategic and operational projects and plans.

Under this policy, trading by insiders in the Company's shares is prohibited during the trading prohibition periods imposed by the Securities and Commodities Authority and Abu Dhabi Securities Exchange. The Members of the Board of Directors, Executive Management and employees of the Company and the subsidiaries shall inform the Market Department before submitting their applications to Abu Dhabi Securities Exchange for insider trading, regardless of the value and type of the transaction (sale or purchase).

Aldar Properties reserves the right to prohibit or restrict any trading if it considers that there is a possibility of exploitation of unpublished (undisclosed) information in respect of the Company's business, which may affect the trading price of the shares. In addition, an additional prohibition period may be imposed, during which no trading by insiders is allowed, whether they are Members of the Board of Directors, Executive Management or employees of the Company or its subsidiaries, such as the prohibition period that took place in conjunction with the period spent in the merge negotiations and discussions between Aldar Properties and Sorouh Real Estate.

The Members of the Board of Directors are aware of their commitments regarding the requirements for disclosure of their trading in the Company's shares, and are committed to all requirements prescribed by Securities and Commodities Authority and Abu Dhabi Securities Exchange.

### 7.2 Committee of Insider Affairs and Trading in the Company's Share and Securities and its Duties

In implementation of the decision of the Chairman of the Authority No. (03/RM) of 2020 on the adoption of the Corporate Governance Manual of Public Joint Stock Companies, the Management of the Company formed a committee specialized in the affairs of insiders and their trading in the Company's shares and securities.

#### 7.2.1 Insider Affairs and Trading Committee

The Insider Affairs and Trading Committee includes the following members:

- Chief Financial Officer
- General Counsel
- Head of Internal Control Department

Committee members acknowledge their responsibility for the Committee's system in the Company, their review of its work mechanism, and verification of its effectiveness.

For the year ended 31 December 2020

## 7. INSIDER AFFAIRS COMMITTEE, AND THE POLICY OF TRADES OF INSIDERS AND MEMBERS OF BOARD OF DIRECTORS IN THE COMPANY'S SHARE continued

### 7.2 Committee of Insider Affairs and Trading in the Company's Share and Securities and its Duties continued

#### 7.2.2 Duties and Competencies of the Committee

The Insider Affairs and Trading Committee has the following duties and competencies:

- Development of a special and integrated register that includes the insiders' names and details, including persons who may be considered as temporary insiders and those who have access to the Company's internal information prior to publication. The record also includes the prior and subsequent disclosures of the insiders.
- Management, follow-up and supervision of the insiders' transactions and ownerships, and maintaining their record.
- Quarterly review of the records and lists of the insiders for continuous update, and consultation with the Executive Management on any updates required to such records and lists according to the requirements of the business of the Company.
- Submission of periodic reports and statements to the Securities and Commodities Authority and Abu Dhabi Securities Exchange.
- Ensuring continuous update of the list of insiders on the Abu Dhabi Securities Exchange website, and making any updates to such list as soon as it occurs.
- Continuous communication with the insiders, and raising awareness of their trading in the Company's shares and securities, including informing and reminding them of the trading prohibition periods, according to the regulations and rules prescribed by both the Securities and Commodities Authority and Abu Dhabi Securities Exchange, to ensure compliance therewith and avoid any violations.
- Periodic review of the insider trading policy and raising recommendations on any amendments thereto to the Board for approval on time.
- Any other competencies or tasks delegated to the Committee from time to time by the Management of the Company.

During the year 2020, the Committee reviewed the Charter governing its work and regulating its competencies and responsibilities. In addition, the Committee reviewed the insider trading policy to ensure that it complies with the applicable laws and regulations. The Committee plays an important and effective role in managing the insiders' affairs and raising awareness among them, by educating them with the controls and procedures that govern them and the internal and organizational policies and charters to which they are subject, and informing them of the trading prohibition periods imposed by the relevant authorities and the need not to directly or indirectly exploit any internal or material information for personal interest by trading in the Company's securities. Furthermore, the Committee continuously works and coordinates with Abu Dhabi Securities Exchange to ensure the continuous update of the Company's insiders list through the e-services of the Abu Dhabi Securities Exchange, ensuring continuous compliance with the applicable laws and regulations.

### 7.3 Transactions and trading of the Members of Board of Directors and their Direct Relatives in the Company's Shares during 2020

Please refer to clause (2) of this report.

## 8. INTERNAL CONTROL SYSTEM

### 8.1 Board of Directors' Responsibility for the Internal Control System

As explained in clause (3) of this report, the Board of Directors is responsible for supervision of the Company's Internal Control System and reviewing its adequacy, effectiveness and efficiency. In addition, the Board formed the Audit Committee and the Internal Control Department to contribute to the performance of governance responsibilities that fall under its responsibility, with regard to the Risk management and the Internal Control Systems. In addition, the Board of Directors authorized and delegated the Audit Committee to be functionally responsible for the Internal Control Department under an official authorization issued by the Board of Directors in this regard. The results of such authorization shall be presented to the Board according to the regulations and legislation prescribed by the Securities and Commodities Authority, which contributes to increase the effectiveness of this Department, and thus reflects positively on the Board of Directors in exercising its authorities and responsibilities.

### 8.2 Head of Internal Control Department

The Internal Control Department is headed by Mr. Haider Najim pursuant to a decision issued by the Board of Directors at its meeting No. (05/2013) held on 6 August 2013. Mr. Haider Najim conducts internal audits and reviews independently and regularly. In addition, he advises the Executive Management to ensure the adequacy, effectiveness and efficiency of the Company's internal control and governance processes. Mr. Haider Najim has over 22 years of experience in internal and external auditing. It should be noted that Mr. Haider Najim holds a bachelor's degree in commerce from McGill University, Montreal, Canada. In addition, he is a Certified Public Accountant (CPA) licensed by the State of Delaware in the USA, and obtained certificates of Certified Internal Auditor (CIA) and Certified Fraud Examiner (CFE).

### 8.3 Compliance Officer

The Compliance Officer has been appointed by virtue of a decision issued by the Board of Directors. He is responsible for ensuring compliance by the Company and its employees with the issued laws, regulations and decisions, as well as other internal policies and measures. This step was under the decision of the Chairman of the Authority No. (03/RM) of 2020 on the adoption of the Corporate Governance Manual of Public Joint Stock Companies.

The Director of Internal Audit Department, Mr. Haider Najim, undertakes the functions of the Compliance Officer of the company by virtue of a decision issued by the Board of Directors at its meeting No. (04/2020) held on August 12, 2020. (Please refer to paragraph 8.2 hereof to see an overview of Mr. Haider Najim)

### 8.4 Company's Deal with Material Issues or Problems Disclosed in the Annual Accounts and Reports

The Board of Directors has established standards and principles of internal control in the Company, which aim at providing objective, independent and reliable advice, as well as providing an ideal environment for internal control that meets the requirements of the Board of Directors and contributes to enhancing the role of the Board of Directors, the Audit Committee and the Executive Committee, in order to contribute to the proper performance of their duties, functions and responsibilities. It should also be noted that the responsibilities of the Internal Control Department are governed by the Charter approved by the Audit Committee and the Board of Directors, in accordance with the decision of the Chairman of the Authority No. (03/RM) of 2020 on the adoption of the Corporate Governance Manual of Public Joint Stock Companies. This Charter is the mandate through which the Internal Control Department operates, and contributes to achieving the objectives of the Company and keeping up with its aspirations.

The Internal Control Department reports to the Audit Committee and, as mentioned above, works under its supervision, which enables it to operate independently and objectively, and allows it to distinctively interact with the Chief Executive Officer and the Executive Management Team, making it easier to identify performance improvement initiatives and business development, as well as providing guarantees that the Company's objectives are effectively achieved. To ensure a high degree of independence in the Internal Control Department's implementation of its activities and performance of its duties, the Head of Internal Control Department communicates directly with the Members of the Board of Directors. Functionally, he is accountable to the Audit Committee. Administratively, he is accountable to the Chief Executive Officer.

When the Company faces certain material issues, urgent matters or issues disclosed in the annual financial statements or any other means of disclosure, the role of the Internal Control Department in this regard is as follows:

- Inclusion of such issues and matters into the audit planning phases.
- Providing advice and advisory services (as necessary) to contribute to the identification and resolution of such issues and matters.
- Ensuring systematic follow-up of steps and actions taken to address such issues and matters.
- Submission of periodic reports to the Board of Directors and the Audit Committee on the development of such issues and matters.

### 8.5 Reports issued by the internal control department of the Company's Board of Directors.

The Internal Control Department carries out its activities and tasks entrusted to it, under the direct supervision of the Audit Committee, in an effective and constructive manner, which contributes to creating an ideal work environment characterized by agreement, effectiveness, compliance, discipline, efficiency in performance and productivity, and encourages attracting qualified professional staff with expertise and efficiency. The Internal Control Department conducts its audit and prepares its reports in accordance with the internal audit standards and applicable laws and regulations, where this department exercises its duties with integrity and impartiality without any interference or influences that may affect the quality and efficiency of its reports. The Internal Control Department reports to the Audit Committee regularly (and when necessary) to present, discuss and submit a recommendation in this regard to the Board of Directors to take the appropriate decisions in respect thereof. It is worth noting in this regard that the Internal Control Department prepared and presented 16 reports to the Audit Committee during the year 2020, and the necessary decisions have been issued in respect thereof.

## 9. RISK MANAGEMENT

Aldar considers that effective risk management is a good management practice. The Company is committed to providing a risk management system to protect shareholders' investments, the rights of the stakeholders, the assets of the Company, and the prevention of violations of the applicable laws and regulations. The Board of Directors is responsible for approval of the risk management policy, determining their risk, risk appetite and tolerances, review of the effectiveness of risk management. The Risk Management Committee applies, in direct coordination with the Executive Management and the Audit Committee, the framework of risk management in the Company, and ensures the continuity of the effective performance thereof. The Committee provides advice to the Board of Directors regarding the efficiency and effectiveness of risk management activities and efforts. In addition, the Audit Committee enhances the role of the Board of Directors in fulfilling its obligations and duties related to risk management, in accordance with a decision issued by the Board of Directors at its meeting No. (04/2013) held on 1 July 2013, under which the Risk Management Committee shall be a functional subordinate of the Audit Committee, as expressly stated in the Charter of the Audit Committee and the Charter of the Risk Management Committee, approved and adopted at the above-mentioned meeting.

For the year ended 31 December 2020

**9. RISK MANAGEMENT** continued

The Risk Management Committee has established special risk management standards, developed a risk record, and adapted them to conform to the highest standards in this field. The risk management system ensures consistency of methods of assessing, controlling and communicating risks, and ensures that management efforts are consistent with the strategic objectives and business of the Company.

The Risk Management Policy of Aldar Properties is one of the most important components of the risk management system. A Risk Management Committee was established in 2013 to serve as a management committee, whose functions are as follows:

- Identification and assessment of risks that may face the Company's business.
- Considering the practices of mitigation of current risks.
- Development of the Company's risk management framework, which includes:
  - Risk identification and assessment.
  - Risk register/record.
  - Determining risk tolerance.
  - Prioritisation of risks.
  - Risk mitigation and management.
  - Supervision, follow-up and reporting.

This Committee is presided by the Chief Executive Officer, and includes members of the Executive Management. The Committee held two meetings during 2020. The Risk Management Committee also:

- Reviewed and discussed the Charter of the Risk Management Committee.
- Strengthened the risk management framework and policies.
- Developed and updated the Company's risk register.

In addition, the Company appointed Mrs. Caroline Depirou to undertake the task of the risk management officer. She holds a master's degree in management and has nearly 20 years of experience in both the public and private sectors in France and the GCC countries. Her expertise is focused on risk management programmes and projects, compliance and corporate governance. Besides focusing on business continuity and crisis management, Caroline supported several companies to establish their own risk management function while she was working for PricewaterhouseCoopers in Paris. She headed risk and business continuity management at Qatari Diar and Tamkeen, a subsidiary of the Executive Affairs Authority in Abu Dhabi, before joining Aldar Properties in 2019.

**10. COMMUNICATION WITH SHAREHOLDERS**

The Company applies a market disclosure policy, based on corporate governance standards and related requirements and procedures aimed at providing all shareholders and investors in the market with accurate information in a timely manner. The policy adopted by the management of the Company shows the actions that the Board directed to implement and is keen to adhere to, to ensure continuous compliance and disclosure according to the requirements of the Securities and Commodities Authority and Abu Dhabi Securities Exchange.

In addition, as the Company is keen to apply the highest degree of disclosure, transparency and credibility in the information disclosed, only the following position-holders are authorized to disclose any public statements on behalf of the Company, or any other statements attributable thereto:

- Chairman and Members of the Board of Directors
- Chief Executive Officer
- Executive Management Team
- Company Secretary

From time to time, the Company holds meetings with analysts and investors to provide them with necessary information. In such cases, no information shall be disclosed unless it was disclosed to the market previously or at the same time. Aldar Properties does not make any comments about market expectations or rumours, unless they are related to an official question issued by regulatory bodies such as the Securities and Commodities Authority and Abu Dhabi Securities Exchange.

The General Assembly is the primary opportunity for shareholders to meet face-to-face with the Board of Directors and Executive Directors. The shareholders receive notices of the meetings, specifying the time and place of the meeting, in addition to the subjects on the agenda of this meeting. The notice is accompanied by a form of power of attorney and instructions on how to fill it in an envelope sent by the Company to the shareholders by registered mail, in order to encourage as many shareholders as possible to participate in the meetings.

During the meetings, the attendees are given the opportunity to ask questions, and the chairman of the meeting shall discuss as many issues and subjects as possible during the available time. The members are encouraged to be present after the meeting to discuss with shareholders. In addition, the external auditor shall attend the General Assembly meeting to answer any questions raised.

**11. CODE OF PROFESSIONAL CONDUCT**

The success of the Company depends on its reputation in implementing projects, integrity in its dealings and professional ability. It adheres to the highest standards of professional and legal conduct, taking into consideration all applicable laws and regulations in conducting its business.

Professional and ethical conduct is a duty and commitment for the Board of Directors and the employees, and an integrated part of their working environment. The required conduct is summarised in the Company's Code of Business Conduct applied by the Company and approved by the Board of Directors. It should be noted that the Board of Directors, at its meeting No. (06/2013) held on 6 November 2013, has reviewed and approved this Code of Business Conduct.

**12. EMPLOYEES DISCLOSURE MECHANISM**

In accordance with the Code of Business Conduct, the Company has developed a disclosure policy for employees, to ensure employees are able to disclose their fears and concerns about any inappropriate conduct without being subjected to persecution, harassment or discrimination, as well as to ensure the confidentiality of the investigations. The Audit Committee, at its meeting No. (04/2013) held on 6 November 2013, has reviewed the whistle blower policy, as stated in paragraph (H) of clause (6.1) above.

This disclosure mechanism allows employees to express their concerns in a responsible and confidential manner, without disclosing their personal data (as they wish), and without fear of being subjected to discrimination. In addition, the Company takes appropriate measures to independently investigate any matters relating to this mechanism.

**13. CONFLICT OF INTERESTS**

The Company requires the Directors and Senior Executives to report any conflict of interests that may be involved in their acts and to refrain from participating in discussion of or voting on such matters whenever necessary, in addition to the general guidelines contained in the Company's Articles of Association, Code of Business Conduct and the Charter of the Board of Directors, in accordance with the decisions, laws and regulations issued by the Securities and Commodities Authority and other regulatory and legislative bodies. A series of procedures for compliance with laws with regard to conflict of interest management have been developed. The Company urges the Directors to raise any issue that may lead to a conflict of interest before the Chairman and the Directors.

**14. VIOLATIONS COMMITTED BY THE COMPANY DURING 2020**

The Company did not commit any material violations with respect to the regulations during the year ended on 31 December 2020.

**15. COMPANY'S SUSTAINABILITY AND SOCIAL RESPONSIBILITY**

Through its social responsibility, the Company aims to create a sustainable value for shareholders, employees, suppliers, customers, business partners and the communities in which it operates, by maintaining the sustainability of business and supporting the local community of UAE and other communities, taking into account the social, environmental, ethical and economic aspects in all the activities of the Company.

The Company also aims at fulfilling all social, environmental and corporate responsibilities imposed by the regulations and legislation in the environment through which it operates. For this purpose, Aldar Properties integrates the environmental and social considerations into its decision-making and operational processes, helping to understand both direct and indirect impact of its operations, which in turn lead to better decisions, improving the effectiveness of the work and adding value to the Company's works, by reducing risks, improving operational efficiency and creating an ideal working environment.

The Company's social responsibility policy is implemented by focusing on the following aspects:

- Governance – through the Code of Business Conduct and accountability.
- Employees – by creating an ideal working environment.
- Environment – by the management of the impact of the Company's operations on the environment.
- Suppliers – by working with a group of experienced suppliers and service providers to enhance the Company's social responsibility.
- Customers – by providing them with expertise and added value.
- Community – by supporting and investing in the local communities through which the Company operates.

Sustainability has become a main integral part of our corporate strategy. Through its sustainability strategy, Aldar seeks to create shared value for the parties and stakeholders. The Company's sustainability agenda is in line with the UAE Vision 2021, the UAE Green Agenda 2015-2030, Abu Dhabi Economic Vision 2030 and the United Nations Sustainable Development Goals 2030 to which the United Arab Emirates adheres. As one of the leading real estate development and management companies, the Company continues to focus on achieving a positive impact on society and the environment. The Company looks forward to fulfilling all social and environmental responsibilities and corporate governance obligations imposed by local and international regulations, laws and legislations in the field of the environment through which it operates.



For the year ended 31 December 2020

**15. COMPANY'S SUSTAINABILITY AND SOCIAL RESPONSIBILITY** continued

Social responsibility has been categorized into community and corporate initiatives to focus and effectively strengthen Aldar's efforts. During the year 2020, Aldar Properties has participated in a number of activities and events in the context of its efforts to contribute to the building of local communities and preserving its environment. These activities include the following:

- Aldar commits to be carbon neutral.
- Aldar invests in Abu Dhabi's first Social Impact Bond by Ma'an – The Authority of Social Contribution – to make a significant impact on social challenges. The investment was for a pilot programme that enable People of Determination with necessary skills for the workplace.
- Developed new Group policies, some of which are: Environment Policy, Human Rights Policy, Sustainability Policy, CSR Policy, and Sustainable Procurement Policy. Our commitment is to integrate management processes to identify, assess and mitigate ESG issues in our Group operations.

**A Summary of Aldar CSR Activities of the year 2020 is as follows:**

**Empowering UAE Talent**

- Sandoq Al-Watan Fund: Aldar has provided AED 30 million as support to Sandoq Al-Watan Fund during the year 2020. This initiative aims to achieve sustainable development, a decent life and a promising future for all citizens of the United Arab Emirates. It also embodies the importance which Aldar gives to its social responsibility, and its pioneering role in encouraging national projects.
- Some of the main initiatives of the Fund sponsored by Aldar:
  - Supporting the UAE Coder and Mawhibatna Programmes
  - Funding the Centurium Prize to support innovation and local research talent
  - Direct donation to support purchase of 10,000 laptops for students to facilitate distance learning

**Supporting People of Determination**

- Aldar signs a strategic partnership agreement with UAE Special Olympics. The agreement includes the provision of office space and support services that are valued at AED 500,000.
- Aldar invests in Ma'an's social impact bond that supports People of Determination with the amount of AED 2,000,000.

**Supporting the Nation's Youth**

- Aldar committed to offer one of its buildings to the Federal Youth Authority – which acts as a co-working space with state-of-the-art facilities – where the youth can work in. Value: AED 2,000,000

**Supporting the Nation During Covid-19**

- Aldar employees donated AED 1 million to "Together We Can" campaign launched by Ma'an
- Aldar launched targeted programmes worth up to AED 190 million in March 2020 to support tenants, homebuyers and the wider community.
- Series of initiatives targeting retail partners reaching over AED 90 million with a particular focus on SMEs and start-ups.
- AED 60 million has been allocated to support residential buyers and tenants through market beating home finance products, rent to own units and monthly payment plans.
- Aldar Academies has been allotted AED 50 million, including 20% discount applied to nearly 7,500 students at its schools, around AED 10 million investment in technology including provision of laptops and distance learning education platform and a AED 6 million hardship fund was established for Aldar Academies.
- AED 20 million allocated to various other initiatives including national sanitation efforts and waiving all administrative fees associated with transacting with Aldar.

**16. GENERAL INFORMATION**

**16.1 Company's Share Performance during 2020**

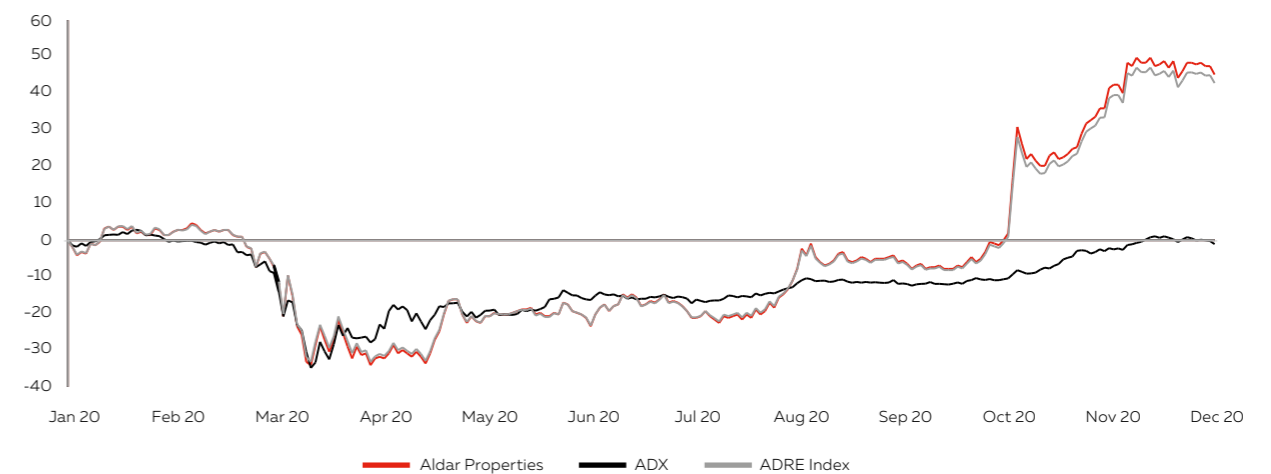
Trading in the Company's shares witnessed strong activity during the year ended on 31 December 2020. The following table provides an overview of the Company's share price at the end of each month of the year ended on 31 December 2020:

Date	Opening (AED)	Highest Price (AED)	Lowest Price (AED)	Closing (AED)	Quantity (Share)	Value (AED)	No. of Transactions	Change	
								AED	%
January 2020	2.15	2.27	2.07	2.23	157,606,102	345,779,878.27	3,810	0.07	3.24
February 2020	2.21	2.27	2.10	2.12	138,617,721	305,937,157.27	3,628	0.11	4.93
March 2020	2.05	2.14	1.35	1.54	482,772,215	797,439,076.00	10,680	0.58	27.36
April 2020	1.53	1.86	1.38	1.82	313,758,901	489,351,573.47	9,399	0.28	18.18
May 2020	1.81	1.82	1.64	1.74	184,446,368	319,073,522.95	4,871	0.08	4.40
June 2020	1.74	1.89	1.66	1.78	310,865,718	549,504,831.84	8,223	0.040	2.30
July 2020	1.78	1.85	1.68	1.73	146,039,671	256,384,954.91	4,204	0.05	2.81
August 2020	1.73	2.17	1.70	2.03	686,952,907	1,341,038,552.27	9,398	0.300	17.34
September 2020	2.06	2.11	1.99	2.01	744,713,591	1,526,844,231.00	6,053	0.02	0.99
October 2020	1.99	2.92	1.99	2.74	990,188,202	2,278,397,855.07	9,860	0.730	36.32
November 2020	2.70	3.18	2.57	3.04	781,543,751	2,188,824,359.45	13,120	0.350	13.01
December 2020	3.10	3.26	3.09	3.15	545,896,819	1,748,619,215.69	8,607	0.110	3.62

Source: Abu Dhabi Securities Exchange

**16.2 Comparative Performance of Aldar Properties' share with the General Market Index and Sector Index during 2020**

The following diagram shows the comparative performance of the Company's share price with the general market index and the real estate sector index during the year ended on 31 December 2020:



Source: Bloomberg

For the year ended 31 December 2020

**16. GENERAL INFORMATION** continued**16.3 Statement of Distribution of Shareholders' Ownership as on 31 December 2020 (Individuals – Companies – Governments), categorized as follows: (Local – Gulf – Arabic – Foreign)**

The following table shows the distribution of shareholders' ownership (Individuals – Companies – Governments), categorized as follows: (Local – Gulf – Arabic – Foreign) as of 31 December 2020:

Investor/Shareholder	Customer Type	No. of Shareholders	No. of Shares (Share)	Ownership Percentage in the Capital as per the Category	Total Shares
Local	Government	14	3,200,677,635	40.71%	6,295,079,890
	Companies	453	1,888,369,212	24.02%	
	Individuals	42,619	1,206,033,043	15.34%	
Gulf	Government	1	1,186,795	0.02%	142,135,674
	Companies	68	123,588,114	1.57%	
	Individuals	158	17,360,765	0.22%	
Arabic	Government	0	0	0.00%	35,403,404
	Companies	16	5,019,613	0.06%	
	Individuals	978	30,383,791	0.39%	
Foreign	Government	0	0	0.00%	1,390,010,635
	Companies	518	1,323,006,642	16.83%	
	Individuals	756	67,003,993	0.85%	
<b>Total</b>		<b>45,581</b>	<b>7,862,629,603</b>	<b>100%</b>	<b>7,862,629,603 Shares (100%)</b>

Source: Abu Dhabi Securities Exchange

**16.4 Overview of Shareholders whose Ownership Percentage exceeds 5% of the Company's Capital as on 31 December 2020**

The following table shows the shareholders whose ownership percentage exceeds 5% of the Company's capital as of 31 December 2020:

Shareholder	No. of Shares	Ownership Percentage
Al Mamoura Diversified Global Holding	2,339,464,326	29.73%
Al Sariya Commercial Investment LLC	595,944,021	7.57%

Source: Abu Dhabi Securities Exchange

**16.5 Statement of Distribution of Shareholders according to their Ownership Percentage as of 31 December 2020**

The following table shows the distribution of shareholders according to their ownership percentage as of 31 December 2020:

Shares Ownership (Share)	No. of Shareholders	No. of Owned Shares	Owned Shares Percentage of the Capital
Less than 50,000	42,808	118,423,132	1.51%
From 50,000 to less than 500,000	1,944	336,755,310	4.28%
From 500,000 to less than 5,000,000	676	1,012,925,481	12.88%
More than 5,000,000	153	6,394,525,680	81.33%
<b>Total</b>	<b>45,581</b>	<b>7,862,629,603</b>	<b>100%</b>

Source: Abu Dhabi Securities Exchange

**16.6 Controls of Investors Relationships with the Listed Companies**

According to the decision of the Chairman of the Securities and Commodities Authority No. (7/RM) on standards of institutional discipline and governance of Public Joint Stock Companies, and the circular issued by the Authority on the controls of investor relationships with listed companies, and on the basis of Aldar Properties' keenness on the optimal application of the applicable rules and regulations in this regard, the Company, during 2017 and 2020, has stimulated and developed the Investor Relations Department and strengthened its role through the fulfillment of the primary and secondary requirements of the Investor Relations Department, in a manner that contributes to raising the consistency and quality in response to the external inquiries of analysts, investors and shareholders. It also strengthens the Company's investment relations and market linkages, and enhances the knowledge and awareness of the stakeholders and their understanding of the data on the performance of the Company through the application and enforcement of the best ways to communicate with the Company. It further improves the quality of submitted reports by ensuring a high level of disclosure, transparency and interaction with markets through efficient structure at the Senior Management level.

From this regard, the Company has developed and updated its Investor Relations' website to promote efficiency and effectiveness in accordance with the Securities and Commodities Authority's applicable requirements and controls of investor relations management. The shareholders, investors, stakeholders and the public can visit this website through the following link:

<http://www.aldar.com/en/article/investor-relations/investor-relations-overview.html>

In addition, to ensure efficient and effective realization of the role and objectives of the Investor Relations Department, the Company appointed officials specialized in investor relationships management who have the required qualifications and experience in the fields of business, accounting and public relations, full knowledge of the Company's activities and opportunities, and familiar with the relevant legal and legislative requirements of the relevant authorities. In addition, they have the skills and ability to interact with customers and provide them with the technical and financial information of the Company easily and smoothly, in both Arabic and English, through various channels of communication. In 2020, the officials of this Department conducted a series of meetings with current shareholders and potential investors, at local and international levels, to enhance awareness and knowledge of the Company's projects and financial position, in a manner that enhances the confidence in the Company's performance, projects and portfolio of assets, as well as the Company's future expansion and growth prospects.

The following table shows the details and contact information of the Investor Relations Department officials:

Investor Relations Department officials	<ul style="list-style-type: none"> <li>Ms. Samar Khan</li> <li>Mr. Mohamed A Maazmi</li> </ul>
<b>Contact Information</b>	
Telephone	00971 2 8105624 00971 2 8105555 00971 2 8105866
Fax	00971 2 8105550
P.O. Box	51133 – Abu Dhabi
Email	SKhan@aldar.com malmaazmi@aldar.com
Address	Aldar Properties Headquarters (ALDAR HQ)– Al Raha Beach – Abu Dhabi

**16. GENERAL INFORMATION** continued**16.7 Special Decisions taken in the General Assembly Meetings of Shareholders during 2020, and Actions taken in respect thereof**

In accordance with the applicable laws and regulations, the special decision is: the decision issued by a majority vote of shareholders who own at least three-quarters of the shares represented in the General Assembly meeting of the joint stock company.

The agenda of Aldar Properties' General Assembly meeting held on 18 March 2020, included one clause requiring a special decision by the shareholders, which have been unanimously approved by the shareholders present at this meeting. This clause is as follows:

- Approval of provision of voluntary community contributions by the Company during 2020, and authorizing the Board of Directors to determine the entities to whom such amounts will be allocated, provided that such voluntary contributions shall not exceed 2% of the average net profit of the Company achieved during the fiscal years (2018 and 2019), and provided that such voluntary contributions are made for the purposes of community service and subject to the provisions of Federal Law No. (02) of 2015 on commercial companies in this regard.

Based on the approval issued by consensus of the shares represented at the General Assembly meeting of the Company, the Board of Directors approved and allocated amounts of money and voluntary contributions to serve the community, within the powers and standards granted to it, and in accordance with the legal requirements in this regard.

**16.8 Secretary of the Meetings of the Board of Directors and the Date of Appointment thereof**

Aldar Properties, its Board of Directors and Executive Management believe in the role played by the Secretary of the Board of Directors' meetings in organizing the work of the Board of Directors and its Committees. Further, his role includes coordination of matters and issues relating to the meetings of the Board and its Committees, from scheduling meetings, organizing the agenda, organization and coordination of the members before and during the meetings, preparing their minutes, arranging for the signature and adoption thereof. Furthermore, the role entails coordination and communication between the different Departments of the Company in relation to decisions issued by the Board and its Committees, to ensure the implementation of such decisions. In addition, he contributes to the continuous communication with the members of the Board and provision of various information and requirements related thereto, in a manner that ensures that they perform an effective role in their duties as members of the Board of Directors, according to the applicable laws, regulations and decisions.

The most prominent tasks undertaken by the Company's Secretary are as follows:

- Documenting Board meetings and preparing their minutes.
- Maintaining the reports submitted to the Board of Directors and the reports prepared by the Board.
- Providing the members of the Board of Directors with the agenda of the meeting of the Board of Directors, papers, documents and relevant-information, and any additional information related to the topics covered in the agenda items requested by any Board member.
- Ensuring the compliance of the members to the procedures approved by the Board.
- Notifying the members of the Board of Directors of the dates of the Board meetings sufficiently before the date set for the meeting.
- Submitting the draft minutes to the members to express their opinions on it before signing it.
- Ensuring that the members of the Board of Directors receive a complete and without delay a copy of the minutes of the Board of Directors' meetings, and the information and documents related to the Company.
- Communicating the decisions of the Board of Directors and its committees to the Executive Management of the Company and submitting reports on their implementation.
- Supporting the Board of Directors' evaluation process.
- Coordination between members of the Board of Directors and the Executive Management Team in the Company.
- Organizing the disclosure record for the Board of Directors and the Executive Management in accordance with the rules and provisions of the Public Shareholding Company Governance Manual and the active legislation, in addition to providing assistance and advice to them.

Mr. Mohamed Hatem Abdul-Rahman was appointed as the Company Secretary under the resolution issued by the Board of Directors in its meeting No. (04/2020) which was held on 12 August 2020. Mr. Mohamed Hatem Abdul-Rahman has experience in the field of legal affairs and corporate compliance for a period of 13 years. He obtained a bachelor degree from Faculty of Sharia and Law from UAE University. Moreover, he obtained certification from "Hawkamah".

**16.9 Material Events Experienced by the Company during 2020**

The year 2020 witnessed a significant demand for sales of housing units in all projects launched by Aldar Properties. This was due to the lack of high-quality housing projects being offered in the market during that period, along with the investors and buyers' trust in the company's ability, efficiency and quality of its products despite the difficult circumstances of Covid-19. The following are the most significant events that Aldar Properties experienced during the year 2020:

- **Aldar Renew Its Obligation To Enhance Sustainability During 2020**  
On 14 January 2020, during Abu Dhabi Sustainability week, Aldar announced its efforts to continue its endeavours in the field of sustainability throughout the current year which promote Abu Dhabi's position as an International City that motivates building a sustainable future.
- **Aldar Prepares For Handovers On Reem Island And Yas Island**  
On 6 February 2020, Aldar Properties provided its latest quarterly update on projects under development across its key destinations in Abu Dhabi.

Some of those include Yas Acres, Aldar's flagship golf and waterfront villa and townhouse development on the northern shores of Yas Island, where construction of 652 villas and townhouses has reached its final stages. Planned phased handovers are set to commence at the end of this quarter.

Other projects underway on Yas Island include Lea, which was first launched in April 2019 and features 238 plots directly to the north of Yas Acres. At the end of 2019, Aldar awarded the contract to Hilalco with a mandate that encompasses the design and build of Lea's infrastructure, such as its roads and utilities. Hilalco is also undertaking landscaping works associated with the public realm and parks. Lea has proven to be one of Aldar's most popular locations and sold out during Cityscape Abu Dhabi last year, generating over AED 400 million in sales.

In addition, the first phase of The Bridges on Reem Island is also nearing completion with handover to customers expected to begin in early Q2. The whole project is a six building, 1,272 home development, which is split by a canal on the island is located next to the capital's newest urban park. The first phase consists of three buildings containing 636 apartments.

- **Aldar To Invest AED 2 Million In Abu Dhabi's First Social Impact Bond By Authority Of Social Contribution – Ma'an**  
On February 15, 2020, The Authority of Social Contribution – Ma'an and Aldar have signed a strategic agreement that will see both organizations address priority social challenges through social contracting.

Aldar will invest AED 2 million, a demonstration of their commitment to the programme. As part of the agreement, Aldar and Ma'an will work together to build a Social Impact Bond, with the aim of launching later this year.

Social Impact Bonds are an internationally established and successful way to finance the delivery of public services, first introduced in the UK. They involve a government commissioner, a social service provider and a social investor – using multi-party partnerships to bring together the right organizations to solve social challenges.

- **Aldar Applauds Government Stimulus And Announces Key Programmes For Customers, Communities And Partners**  
On March 17, 2020, The Abu Dhabi Government and the UAE Central Bank have taken prompt and unprecedented steps to support the local economic environment and boost financial resilience. The various initiatives seek to preserve Abu Dhabi's economic gains, support the private sector and prioritise support to SMEs and start-ups.

Aldar Properties PJSC is committed to its long-term sustainable approach to stakeholder management. Aldar is today announcing programmes worth AED 100 million aimed at supporting its residents, tenants, customers and partners.

- **Aldar Employees Contribute AED 1 Million To The 'Together We Are Good' Programme Launched By Ma'an**  
On April 1, 2020, Aldar Properties PJSC announced that its employees are contributing AED 1 million to the 'Together We Are Good' programme launched by The Authority of Social Contribution – Ma'an. The campaign is designed to encourage financial and in-kind contributions from individuals and companies to support the community and promote social responsibility.
- **AI Watan Fund contributes to providing 10,000 laptops for school and university students.**  
On April 7, 2020, Fund Al Watan announced a community initiative for a group of Emirati businessmen with the aim of supporting the creation of a better future for future generations by making a cash contribution of 18.5 Million Dirhams in partnership with Aldar Properties Which contributed an amount of 5 Million Dirhams, to provide 10 thousand laptops in support of the distance learning initiative of the Ministry of Education to ensure the continuity of the educational process.

**16. GENERAL INFORMATION** continued**16.9 Material Events Experienced by the Company during 2020** continued

- **Aldar Education Launches Initiatives To Support Parents**

On April 7, 2020, Aldar Properties PJSC announced today a new initiative that extends support to the families of all students enrolled in Aldar Academies and Cranleigh Abu Dhabi that are part of Aldar Education's portfolio. This initiative includes a 20 percent reduction in school fees and a refund of all payments made toward catering and transport expenses for term 3 of the current academic year, along with launching a fund to support families impacted by the current circumstances.

As part of this initiative, families will also have the option to pay the remainder amount of term 3 fees in instalments in the four-month period prior to the start of the next academic year in September 2020. Those who have already made the payment of term 3 fees in full will be credited the 20% discount against term 1 fees for 2020-21. Families also have the option of a 0% interest monthly payment plan for the school fees of the 2020-2021 academic year.

Additionally, Aldar Education is making an investment of AED 10 million toward technology and infrastructure to facilitate distance learning programmes and to cover for devices that were purchased and distributed to families who did not have the tools to deliver distance learning to their children. It is also establishing an 'all in this together' fund to support families who are expected to be significantly impacted financially by the current circumstances.

- **Launching The GCC's First Social Impact Bond – "Atmah" Programme To Increase Employment Opportunities For People Of Determination In Abu Dhabi**

On April 14, 2020, The GCC's first Social Impact Bond will be piloted in Abu Dhabi as part of an agreement signed between the Department of Community Development, the Authority of Social Contribution – Ma'an, Aldar, Aldar Education and Higher Organization for People of Determination to support the employment of people of determination.

- **Aldar Partners With ADCB, ADIB And FAB To Offer An Exceptional Home Finance Offer For Aldar Customers With 3 And 5 Year Fixed Rates At 1.99%**

On April 20, 2020, Aldar Properties PJSC partnered with leading home finance providers, ADCB, ADIB and FAB, to bring its customers an exclusive, 30 day limited time offer for homes in some of the most sought-after destinations in Abu Dhabi. The offer enables buyers to benefit from a fixed rate of 1.99%\* for three or five years with no application or valuation fees\*.

- **Aldar Supports Nationwide Efforts To Protect Health And Wellbeing And Promote Business Continuity**

On May 5, 2020, Aldar Properties PJSC is leading a number of initiatives alongside various measures across its development and asset management businesses that support the nationwide efforts to protect health and wellbeing and promote business continuity. The measures highlight Aldar's commitment to its employees, business partners, residents, parents and the wider community.

- **Aldar Announces Board Of Directors Change**

On July 1, 2020, Aldar Properties PSJC announced a change in its Board of Directors with immediate effect.

Waleed Ahmed Almokarrab Al Muhairi will step down as Vice Chairman in compliance with regulations by the UAE's Securities and Commodities Authority related to membership of multiple boards of public entities. Al Muhairi will remain as a board member and continue to contribute to Aldar's strategic direction.

In turn, Mariam Saeed Ghobash was named as Vice-Chairperson. Ghobash joined Aldar's Board of Directors in 2018 becoming the company's first woman on the board.

- **Aldar Makes Strong Progress On Sustainability Agenda And Launches Ambitious New Commitments**

On August 23, 2020, Aldar Properties PJSC published its second annual sustainability report, demonstrating strong progress in 2019 and charting an ambitious roadmap for the future through a number of key commitments. Formulated in close alignment with key global indices and standards including the Global Reporting Initiative (GRI) Standards, the report formally enshrines Aldar's approach to responsible corporate citizenship, going beyond financial considerations to rigorously chart the company's wider ESG performance.

- **Aldar Unveils 'Darna' Digital Loyalty Programme**

On September 20, 2020, Aldar Properties PJAC announced the launch of Darna, an exclusive digital loyalty programme that rewards customers for every interaction made across the company's entire portfolio in Abu Dhabi and Al Ain.

A first of its kind for Abu Dhabi, Darna is the UAE's most diverse and flexible loyalty programme covering shopping to education, leisure and real estate, Darna also allows customers to earn and redeem points with Aldar's property and facilities management companies, Provis and Khidmah.

- **The Executive Committee Of Abu Dhabi Directs The Development Of a Public Private Partnership Framework To Implement Capital Projects In The Emirate – ADQ And Aldar Sign MOU To Develop And Manage Government Capital Projects**

On October 25, 2020, As part of the Abu Dhabi Government's efforts to support the emirate's real estate sector and public-private partnership initiatives, the Abu Dhabi Executive Committee directs the development of a public private partnership framework to implement capital projects in the emirate.

In this context, ADQ and Aldar signed a memorandum of understanding under which Aldar will take over the development and management of government capital projects with a total value of approximately AED 30 billion, the largest of which is the Riyadh City project and the Baniyas North project as well as other projects in Al Ain and Al Dhafra regions, which will together include more than 25,000 land and villas for UAE Nationals and associated infrastructure.

- **Aldar Launches Noya On Yas Island**

On November 19, 2020, Aldar Properties PJSC announced the launch of Noya, a master-planned residential community on the iconic Yas Island. The AED 940 million development is located in an investment zone, with all properties available for purchase on a freehold basis. Located in close proximity to Aldar's flagship Yas Acres, Noya offers residents the opportunity to combine the luxury of living on Yas Island, the capital's premier leisure and entertainment destination, with convenient access to the heart of Abu Dhabi. Noya features 510 residences, including 4-bedroom villas and 2- and 3-bedroom townhouses, with prices starting from AED 1.49 million. Buyers can also benefit from an attractive 35/65 payment plan. Sales will commence on November 22, 2020.

- **Aldar Strengthens Its Leadership Team With Key Appointments**

On November 20, 2020, Aldar Properties PSJC made a series of appointments to its senior management team, further strengthening its expertise and capabilities as a leading real estate company.

Jonathan Emery joined Aldar as Chief Development Officer, where he will be responsible for all development activities across the company. He brings over 30 years of experience in the global real estate industry, having held senior positions at leading developers in Australia, the UK and the UAE. Most recently, Jonathan was the CEO of the global residential practice and Managing Director of Property for Europe at Lendlease, a multinational construction, property and infrastructure company.

Emma O'Brien was appointed as the Acting General Counsel at Aldar, where she will be responsible for the company's legal and governance affairs. Emma has been with Aldar since 2014. Prior to that, she practiced in a number of leading law firms, both in Abu Dhabi and London, and has advised on a wide range of high-profile transactions. Emma is a Solicitor of the Senior Courts of England and Wales.

Mohamed Musallam Aljneibi was appointed as Executive Director – Procurement to oversee the company's procurement and supply chain function. Mohamed has over 20 years of experience in the real estate and oil and gas sectors, specialising in developing and implementing sustainable procurement and supply management practices. He joined Aldar from the Crown Prince Court Abu Dhabi, where he was Head of Procurement Operations since 2010, and with the Office of Strategic Affairs before that.

Faisal Falaknaz was appointed as Executive Director – Aldar Investments Properties Finance, where he will lead corporate finance for the company's asset management and recurring income business. Faisal has extensive experience in finance and real estate investments, having spent over 10 years with Mubadala, working with the investments, asset management, M&A and Mubadala Corporate teams. He also worked with Emaar Properties where he led setting up Emaar Capital, their regulated fund management company. Faisal is a CFA Charter holder.

Samar Khan was appointed as Head of Investor Relations, joining the company from MERAAS where she was Head of Strategic Capital and Investments. Samar's deep experience in investment banking and real estate advisory includes over 12 years in the UK, working for Goldman Sachs, Barclays Capital and Lehman Brothers.

- **Aldar Signs Agreement With Tabreed To Sell Abu Dhabi District Cooling Assets For AED 963 Million**

On December 23, 2020, Aldar Properties PJSC signed an agreement to divest its two district cooling assets on Abu Dhabi's Saadiyat Island to National Central Cooling Company PJSC (Tabreed) for a total consideration of AED 963 million. Aldar had purchased a 100% stake in Saadiyat District Cooling LLC (SDCL) and an 85% stake in Saadiyat Cooling LLC (SCL) as part of a wider acquisition of assets from Tourism Development and Investment Company (TDIC) in 2018.



**16. GENERAL INFORMATION** continued

**16.9 Material Events Experienced by the Company during 2020** continued

• **Aldar Properties Sells Abu Dhabi Golf Complex Including The Westin Hotel For AED 180 Million**

On December 31, 2020, Aldar Properties has agreed to sell the Abu Dhabi Golf Club Complex, including the Westin Hotel and the Abu Dhabi Golf Course, to a financial investor for AED 180 million. The sale, which has a transaction value representing a 13% increase on the entry price, is in line with Aldar's asset management strategy to actively pursue profitable investment exits and redeploy capital into growth opportunities.

In addition to many other material events that were disclosed to the Securities and Commodities Authority, Abu Dhabi Securities Exchange and through various media at the time during 2020.

**16.10 Emiratization Percentage In The Company For The Year 2018, 2019 and 2020**

Aldar Properties has adopted a policy that contributes to attracting national, experienced and qualified personnel who play a fundamental and effective role in supporting the Company's progress, projects and business, in a way that enhances the Company's capabilities and resources, and contributes to support the development process witnessed by the Emirate of Abu Dhabi under the stewardship of the Company's leadership. In this regard, it is worth mentioning that the Company succeeded in raising the Emiratization percentage during the 2020. The following table shows the Company's Emiratization ratios for the years 2018, 2019 and 2020:

Year	2018	2019	2020
Emiratization Ratio	28.20%	27%	29.4%

**16.11 Statement of the transactions conducted by the company during 2020 which is equivalent to 5% or more from the company's capital**

Aldar didn't conclude any deals that is equivalent or greater than 5% from the company's capital during 2020.

**16.12 Projects and Innovative initiatives performed by the Company during 2020**

Aldar Properties firmly believes in the importance of adopting projects and innovative initiatives that would meet the needs and requirements of communities, customers, shareholders, investors and stakeholders in general. The Company is keen to provide a transparent and competitive investment environment to enhance the efficiency of the real estate sector through which the Company operates, and to enhance and encourage the attractiveness of professional expertise and capital to work and invest in this vital sector. During 2020 (in line with what was initiated in 2018), Aldar Properties played an important and substantial role in adopting many initiatives and continuous coordination with real estate customers in Abu Dhabi (individuals, companies and governmental and non-governmental entities) as follows:

• **"DARNA" Application**

Aldar Properties ('Aldar') launched Darna, an exclusive digital loyalty programme that rewards customers for every interaction made across the company's entire portfolio in Abu Dhabi and Al Ain. Darna is the UAE's most diverse and flexible loyalty programme covering shopping to education, leisure and real estate, property management and home maintenance.

Darna is a free and entirely digital programme available as a mobile app from the App Store and Google Play. The loyalty programme allows members to earn and redeem points across 34 residential communities, 12 malls and community centres, 12 hotels, 8 schools, 3 Golf courses, 5 Beaches and Parks, 20 Spas and Gyms, 16 Entertainment attractions and over 750 retail stores and restaurants. Members can accumulate and spend points when purchasing or leasing property, availing maintenance services, paying for tuition fees at Aldar Academies and shopping at Aldar's world-class malls, as well as while enjoying the company's diverse leisure offering including hotels, golf courses, parks and beaches such as Yas beach and Saadiyat beach. It also offers members rewards at world-class theme parks including Ferrari World Abu Dhabi, Yas Waterworld and Warner Bros. World™ Abu Dhabi.

• **Composting machine**

Composting machine is intended to compost the food waste generated in Yas Mall, where it will be converted to bio-soil (compost) that we will be reused in the landscape area of our premises.

This is a sustainable initiative which will improve our recycling rate, reduce our operational costs of transferring the waste and reduce the environmental impact of carbon generated by having less truck trips to and from the landfill.

**Signature:**

Chairman of the Nomination and Remuneration Committee

Mr. Martin Lee Edelman

Chairman of the Audit Committee

Mr. Mansour Mohammed Al-Mulla

Director of the Internal Control Department

Mr. Haider Najm

**Approval of the Board of Directors**

Approved by the Board of Directors at its meeting No. (01/2021) held on 14 February 2021

**H.E. Mohamed Khalifa Al Mubarak**  
Chairman of the Board