

Board Sustainability & Climate Change Committee

Gulf International Bank B.S.C

Approved 23 February 2026

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Mandate

GIB – Board Sustainability and Climate Change Committee

1. INTRODUCTION

This Mandate relates to the Board Sustainability and Climate Change Committee (BSCCC) of the Board of Directors of Gulf International Bank BSC (the Board). The Committee's remit is group-wide.

2. PURPOSE

The purpose of the BSCCC is to play an advisory role in the design of GIB's sustainability (which includes ESG) and climate change strategy, monitor the progression of such strategies and associated initiatives, and challenge executive management to ensure that sustainability and climate change risks and opportunities are effectively embedded into the Bank and Group businesses.

3. COMPOSITION

- Members of the BSCCC may comprise of both directors and executive management.
- Members (executive or otherwise) may be appointed from any GIB Board or from GIB Executive Management.
- The members of the BSCCC shall be nominated by the Governance, Nomination and Remuneration Committee for GIB BSC. Members will be approved by the GIB BSC Board. The Board shall decide the Chair of the BSCCC.
- The BSCCC will have a minimum of three voting members
- The following were approved by the GIB BSC Board as members:
 - Mr Abdulaziz Al-Arifi – Chairperson
 - Mr Abdulaziz Al-Helaissi
 - Ms Katherine Garrett-Cox

3.1 RETIREMENT OR RESIGNATION

If a member of the BSCCC retires, resigns, or otherwise leaves the Board, that member will cease to be a member of the BSCCC. The Board shall then appoint a successor at the earliest opportunity.

3.2 INVITEES

The BSCCC may invite non-members to participate in, but not vote at, a committee's meetings to acquire advice and expertise as and when required, and at the discretion of the Chair. This may include individuals that are not employees of the GIB Group. The Chief Sustainability Officer is a standing invitee.

The invitees cannot be present at any discussion in relation to themselves unless the BSCCC has invited them to discuss these issues with them. None of the invitees shall be considered members of the Committee.

3.3 SECRETARIAT

The Secretariat shall comprise of members of the Sustainability Team, with responsibility for managing administrative matters including minute taking of the BSCCC meetings.

The Secretariat will not participate in any decision or vote of the Committee.

3.4 Remuneration:

The non-executive Board members who sit on the Committee shall receive remuneration as dictated by the GIB BSC Remuneration & Allowance Policy, or other relevant GIB subsidiary remuneration policies.

Executive members shall not receive separate remuneration for their role on the BSCCC.

4. QUORUM AND VOTING

- Two voting members shall constitute a quorum
- Any resolutions shall be passed by a majority of attending members' votes. Each member will have one vote including the Chair of the BSCCC. In case of a tie, the Chair will have a casting vote.
- The BSCCC may make resolutions by way of consultation and circulation through emails and this shall be agreed by the majority of voting members.
- All Resolutions passed by the BSCCC will be taken to the GIB BSC Board for approval.

5. MEETINGS

Meetings shall generally be held twice a year. Additional meetings can be requested by special request of one or more of the members. Meetings can be held in-person, remotely or in hybrid format.

A notice of each meeting confirming the date, time, venue and agenda must be forwarded to each member of the Committee at least three working days before the date of the meeting. The notice or the Committee members will include relevant supporting papers for the agenda items to be discussed.

6. MINUTES

Minutes of proceedings and resolutions of Committee meetings will be kept by the Secretariat. Minutes will be distributed to all Committee members within five business days. The minutes may also be distributed to other relevant committees within GIB, such as the Sustainability Committee.

7. RESPONSIBILITIES OF THE COMMITTEE

In addition to the below responsibilities, an annexure on the Delegation of Authority Matrix has been incorporated below (refer Annex 1) to align the Committee's responsibilities with clearly defined decision-making authorities. This annexure supports enhanced governance practices by ensuring consistency and transparency in the execution of the committee mandate. It further ensures that delegated authorities correspond directly to the responsibilities set out in this mandate.

The BSCCC is responsible for overseeing:

Sustainability strategy

- GIB's sustainable finance product suite and roadmap
- The Sustainability Framework
- Material sustainability targets
- Sustainability-related material topics
- Sustainability-related stakeholder engagement framework and approach

The BSCCC will be responsible for monitoring:

- Sustainability initiative implementation progress
- Sustainability-related metrics and performance versus any targets
- Advocacy and engagement activities
- Developments in sustainability-related regulation
- Developments at peer organisations and best practice

Intersection with other Board-level Committees

- There are a number of areas of potential overlap between the BSCCC and other Board-level Committees. In general, the primary responsibility will remain with the existing committee, but the BSCCC may provide advice to the relevant Committee or escalate pertinent matters to it, as needed. The following have been identified as key areas of potential overlap:
 - Sustainability and climate-related risk, including that affecting other risk categories (e.g. credit risk, liquidity risk, reputational risk etc.) (Board Risk Policy Committee)
 - Governance, including stakeholder management (Board Governance, Nomination and Remuneration Committee)
 - Executive remuneration linked to sustainability and climate risk (Board Governance, Nomination and Remuneration Committee)

8. REPORTING RESPONSIBILITIES

Updates will be provided to the Board about the BSCCC's activities, issues, and related recommendations by the BSCCC Chair.

Report annually to the Board, describing the committee's composition, responsibilities and how they are discharged, and any other information required by law.

Review any other reports the Bank issues that relate to the BSCCC's responsibilities.

Confirm annually to the Board that responsibilities outlined in this Mandate have been carried out.

Report to the Board on the significant items covered at each BSCCC meeting.

9. REVIEW

- There will be an annual review of the effectiveness of the work being undertaken.
- The Board will, in consultation with the Committee, conduct an annual review of the Mandate to ensure it continues to reflect the current processes and guidance utilised.
- Any changes to be included in the Mandate as a result of any relevant regulatory changes, or as part of good governance will be reviewed by the Chief Sustainability Officer and Group Head of Corporate Governance, as required, and approved by the BSCCC and the Board.

10. PERFORMANCE

- The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which will compare the Committee's performance with the above requirements. The report must be in the form of a written report made at the regularly scheduled Board meetings.

11. APPROVAL

The Mandates was approved by the Board on 23 February 2026.

Sustainability and Climate Change Committee Programme

Annually	Bi-yearly
Mandates update	<ul style="list-style-type: none"> • Sustainability strategy • Sustainable finance product suite and roadmap • The Sustainability Framework/Policy • Material sustainability targets • Sustainability-related stakeholder engagement framework and approach
Strategy	<p>Monitor:</p> <ul style="list-style-type: none"> • Progress of sustainability-related initiatives • Sustainability-related metrics and performance against targets • Advocacy and engagement activities • Development in sustainability-related regulation • Development at peer organisations and best practice

ANNEX 1: DELEGATION OF AUTHORITY ANNEXURE FOR MANDATES

This DoA matrix has been prepared to set out the authorities that have been vested with the committee.

Propose (P) Review and Recommend (R) Approve (A) Notify (N) Endorse (E) Ratify (Y)	Shareholder	BoD	Relevant Board-level Committee	Management Committee and Working Group
1. Approve Sustainability Evaluation and Approval Committee Terms of Reference				SEAC (A)
2. Approve Group Sustainability Committee Terms of Reference				GSC (A)
3. Approve amendments to Board Sustainability and Climate Charter or Mandate		A	GNRC (E) BSCCC (R)	
4. Appoint members to the Sustainability and Climate Change Committee (BSCCC)		A	GNRC (P)	
5. Conduct an annual BSCCC evaluation		N	GNRC (E)	
6. Approve Sustainable Transition and Finance Framework (STFF)			BSCCC (A)	
7. Approve Sustainability Framework			BSCCC (A)	