

1 Definitions

- 1.1. **Affiliate** means a Company which is a party to a cooperation and coordination contract with ADIB.
- 1.2. **SCA** means the Securities and Commodities Authority
- 1.3. **Group** means Abu Dhabi Islamic Bank includes its both bank and non bank Subsidiaries and Affiliates)..
- 1.4. **Insider** means any person who possesses material and/or nonpublic information is considered an insider as to that information. Insiders include directors, officers, employees, independent contractors and those persons in a special relationship with the ADIB e.g., its auditors, consultants or attorneys
- 1.5. **Insider Information** means information about activities of the Group or any company thereof that has not been disclosed to the General Public but that will have at least a small impact on the Group's share price or value once released, including, without limitation, earnings or financial results, dividend increases or decreases, issuance of bonus shares and/or rights issues, significant gains or losses, significant expansion or curtailment of operations, significant merger or acquisition proposals or agreements, significant purchase or sale of assets, significant new products, new debt or equity offerings, liquidity problems, and significant management changes. Insider Information may be material Information and/or non-public Information.
- 1.6. **Insider Trading** means buying or selling of Securities of Group by someone who has access to unpublicized, undisclosed or nonpublic information about the Securities.
- 1.7. **Market** means the Abu Dhabi Securities Exchange or any other Securities Market wherein the Securities of the Group are listed.
- 1.8. **Material Information** Information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of a security or where the information is likely to have a significant effect on the market price of the security. Either positive OR negative information may be material. Possible material information includes, but is not limited to:
 - Earnings information and quarterly results;

- Mergers, acquisitions, tender offers, joint ventures or changes in assets;
- New products, contracts with suppliers, or developments regarding customers or suppliers (e.g., the acquisition or loss of a contract);
- Changes in auditor or auditor notification that the Group may no longer rely on an audit report;
- Events regarding a Group's securities (e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits or changes in dividends, changes to rights of security holders, public or private sales of additional securities or information related to any additional funding);
- Impending bankruptcy, receivership or financial liquidity problems;
- Regulatory approvals or changes in regulations;
- Significant exposure due to actual or threatened litigation; or changes in senior management.

1.9. **Nonpublic information** means information that has not been made available to the general public but could be important to investors in making important decisions. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to the public, such as to the wire services through a press release or through a Securities and Commodities Authority (SCA), and a sufficient period of time must have elapsed to allow the information to be fully disclosed to the general public. As a general rule, information shall not be considered fully disclosed to the general public until after the close of business on the second trading day following the date of public disclosure of the information.

1.10. **A Related Party** means your spouse, minor children and anyone else living in the household; partnerships in which the person is a general partner; trusts of which the person is a trustee; and estates of which the person is an executor.

1.11. **Securities** mean shares, sukuk or any other instruments approved by SCA or any other regulator of the Group.

1.12. **Subsidiary** means a Company where the Group has more than 50% ownership.

1.13. **Trading** means Sale and Purchase transactions in Securities.

2 Purpose

2.1. The purpose of this Insider Trading Policy is to promote compliance with applicable securities laws and regulations by Abu Dhabi Islamic Bank and its subsidiaries and affiliates (ADIB Group) and all Directors, Officers and Employees thereof, in order to preserve the reputation and integrity of ADIB Group as well as that of all persons affiliated with it.

3 Applicability

3.1. This policy sets forth the general standards for all members of the Board of Directors, officers and employees and related party, and certain consultants and contractors, of ADIB and its subsidiaries (collectively, the "Group") with respect to engaging in transactions in the Group's securities and securities of other publicly-traded companies. In addition, the Addendum to this Policy describes the special policies and procedures of the Group applicable to directors, executive officers, and certain designated employees regarding. The policy applies to all employees located in and outside the United Arab Emirates.

3.2. This Policy applies to all transactions in the Bank's securities, including common stock, and any other securities the Group may issue from time to time. This Policy also applies to certain consultants and contractors of the Company and its subsidiaries who receive or have access to Material Nonpublic Information regarding the Group and to whom the Group communicates this Policy.

4 Policy

4.1. The Chairman and Members of Board of Directors of the Group, or any of its employees and related party who have access to Insider Information (Material and/or Non-Public Information) shall not communicate such Information to any other person within the Group or to any external person(s). Also, the insider and his/her Related Persons may not make recommendations or express opinions concerning transactions in the Group's (or any other company's) securities on the basis of Material Nonpublic Information. Communication of such Information shall be on need to know basis only.

4.2. **Prohibited Transactions** The Chairman and Members of Board of Directors of the Group, or any of its employees who have access to Insider Information shall not

themselves or through others deal in the Securities of the Group during the following periods:

- a. Ten (10) working days prior to the announcement of any significant information which affects the share price by way of a rise or a fall, unless the information was a result of sudden and adventitious events.
- b. Fifteen (15) days prior to the end of the quarterly, half-yearly or annual financial period and until disclosure of the financial statements has been made.

This includes a prohibition on:

- Placing a purchase or sell order or recommending that another person place a purchase or sell order in the Group's securities;
- Gifting the Group's securities;
- Transactions under the Group's deferred compensation plans and any other benefit plans adopted by the Group from time to time to the extent the transactions involve an investment in Company securities.

4.3. Any transaction in Securities effected by any person shall be null and void if transacting party is the Chairman of the Group, or a Member of its Board of Directors, or an employee of it, and has taken advantage of Inside Information in his transaction.

4.4. Human Resource function of each Group entity will notify its staff about this policy.