

BACKING THE NATION'S AMBITION



INTEGRATED REPORT 2023

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بنك دبي التجاري
Commercial Bank of Dubai



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Dear Shareholders,

On behalf of Commercial Bank of Dubai (CBD), we have the pleasure of presenting our report together with the audited consolidated financial statements for the year ended 31 December 2023.

The audited financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and comply with relevant laws of the United Arab Emirates.

FINANCIAL HIGHLIGHTS

Commercial Bank of Dubai (CBD) has delivered a record net profit of AED 2,650 million for the year ended 31 December 2023, up 45.2% year-on-year. Outstanding revenue contribution across Net Interest and Other Operating Income, backed by strong loan growth generated a significant rise in net profit. Notably, higher market interest rates contributed to the increase in revenue. UAE business activity and business confidence remains positive, supported by strong domestic non-oil business activity, anticipated robust performance across all key economic sectors and further growth in the number of people and businesses migrating to the country.

Net profit was AED 2,650 million, above the prior year on account of higher net interest income and a solid operating performance.

Total income for the year ended 31 December 2023 was AED 4,938 million, up 29.5%, attributable to an increase in Net Interest Income (NII) by 33.4% on higher interest rates, and growth in Other Operating Income (OOI) by 20.4%.

Operating expenses were AED 1,228 million, with the increase driven by investments in digitisation, business growth, risk management, regulatory compliance and governance. The cost to income ratio remains excellent at 24.87%.

Operating Profit grew by 31.8% to AED 3,710 million.

(AED Million)

Income Statement	2023	2022	YoY Var
Net interest income	3,570	2,676	33.4%
Other operating income	1,368	1,136	20.4%
Total Income	4,938	3,812	29.5%
Operating Expenses	1,228	997	23.2%
Operating Profit	3,710	2,816	31.8%
Net impairment loss	1,060	991	7.0%
Net profit	2,650	1,825	45.2%

Asset quality the non-performing loan (NPL) ratio decreased to 6.46%, down from 6.73% at the end of 2022.

The net impairment loss totaled AED 1,060 million for the year ended 31 December 2023 (December 2022: AED 991 million). The coverage ratio increased by 337 bps to 83.26% (December 2022: 79.89%) and 120.96% inclusive of collateral for stage 3 loans (December 2022: 120.83%). As at 31 December 2023, total expected credit loss allowances amounted to AED 5,561 million (December 2022: AED 4,900 million).

Total assets were AED 129.0 billion as at 31 December 2023, an increase of 11.0% compared to AED 116.2 billion as at 31 December 2022.

Net loans and advances were AED 83.3 billion, registering an increase of 11.5% compared to AED 74.7 billion as at 31 December 2022.

Customers' deposits were AED 88.3 billion as at 31 December 2023, representing an increase of 8.9% compared to AED 81.1 billion as at 31 December 2022. Low-cost current and savings accounts (CASA) constitute 49.6% of the total customer deposit base, while the loan-to-deposits ratio stood at 94.4%.

	(AED Million)		
Balance Sheet	2023	2022	YoY Var
Gross loans and advances	88,874	79,620	11.6%
Allowances of impairment	5,561	4,900	13.5%
Net loans and advances	83,313	74,720	11.5%
Total Assets	128,987	116,187	11.0%
Customer deposits	88,287	81,074	8.9%
Total Equity	15,781	13,882	13.7%

The Bank's liquidity position remained robust with the advances to stable resources ratio at 87.25% as at 31 December 2023 (31 December 2022: 87.09%), compared to the Central Bank of the UAE maximum of 100%.

CBD's **capital ratios** remained strong with the capital adequacy ratio (CAR) at 15.95%, Tier 1 ratio at 14.81% and Common Equity Tier 1 (CET1) ratio at 12.54%. All capital ratios were well above the minimum regulatory thresholds mandated by the Central Bank of the UAE.

Key ratios %	2023	2022	YoY Var (bps)
Return on equity	21.23%	15.99%	524
Return on assets	2.16%	1.58%	58
Cost to income ratio	24.87%	26.14%	(127)
Non-performing loans (NPL)	6.46%	6.73%	(27)
Provision Coverage	83.26%	79.89%	337
Loan-to-deposit ratio	94.37%	92.16%	221
Advances to stable resources	87.25%	87.09%	16
Capital adequacy ratio	15.95%	16.04%	(9)
Tier 1 ratio	14.81%	14.90%	(9)
CET 1 ratio	12.54%	12.40%	14

The Board of Directors has proposed a cash dividend of 44.38 fils per share for the year. The total proposed dividend is 50% of net profit.

* The dividends are subject to approval of the Central Bank of the UAE and shareholders' approval at the Annual General Meeting.

STRATEGY

CBD's vision is driven by our purpose 'Backing the Nation's Ambition'.

In 2023, the Bank's total assets increased to AED 129 billion recording growth of 11% over 2022. Gross lending was higher by 12%, well above the overall UAE banking market. The lending growth enabled the Bank to achieve continued market share expansion, aligned with the Bank's strategy. The Bank's loan growth was particularly strong in retail mortgages and credit cards over consecutive year, one of the strategic growth opportunities for the Bank. Net profit was higher at AED 2.65 billion, with higher market interest rates lifting net interest income alongside stronger Other Operating Income.

During the year, the Bank continued to deepen relationships with its core franchise customers, ensuring the Bank provides customer with all their banking needs, as a primary bank. As a result, the Bank's fee income was higher particularly in transaction banking and trade activities. An important focus area remained Current and Savings Accounts (CASA) balances which were also higher. As at 31 December 2023, CASA balances accounted for 50% of the total deposits. The Bank continued expanding the Asset Backed Lending and Supply Chain Financing portfolio, which have grown impressively since their launch in 2021.

In 2023, the Bank further delivered on its Default Digital agenda, one of the core strategic pillars with the launch of several digital solutions whilst also supporting existing customers to better leverage the Bank's digital channels. For the year ended 31 December 2023, 99% of all wholesale transactions were initiated through digital channels, while 97% of retail customers were registered for digital channels and there were 40% increase in mobile banking transactions. CBD received several high-profile industry recognitions, including the "Excellence in Retail Banking" from Finnovex Middle East Awards 2023 and "Best Digitization Initiatives" from ME Banking AI Awards 2023, which affirmed the Bank's position as the bank of choice for all customer segments.

The Bank continued to invest in people in 2023 with a focus on Emiratisation and a high performance. During the year, the Bank welcomed over 140 new Emirati colleagues of which 26 were UAE National Graduates as part of its Tumoo7 Management Trainee program, in collaboration with Emirates Institute of Finance – Ethraa and Future Tech Leaders. Also, the Bank welcomed 51 UAE National High School Graduates via the Bedayati Program, a 6-month training program in collaboration with Emirates Institute of Finance. The Bank also ran several initiatives during the year focused on physical, social and emotional health of its employees, helping to create a positive impact on their work and personal lives.

In 2024, the Bank forecasts to grow market share within its core business segments, increasing the number of customers and depth of activity with existing customers. The retail business had an outstanding year in 2023, and the Bank expects to continue growing predominantly in selected market segments with a focus on mortgages, credit cards and investment solutions, enabled by market leading digital offerings.

CBD's strong set of core values, Collaboration, Ownership, Delivery and Excellence (CODE) are embedded in its culture and will guide the Bank now and in the years ahead.

MARKET OVERVIEW

The external market environment during 2023 has been changeable, a year that experienced high global inflation accompanied by higher global central bank mandated interest rates, external influencer and nuanced regional economic events. Growth was ultimately stronger than many expected at the outset of the year as economies and consumer demand proved to be more resilient. Business activity and confidence remained robust as did corporate profits, cashflows and non more so than in the United Arab Emirates which experienced a particularly strong economic period during the calendar year.

Looking ahead global economic forecasts highlight continued growth albeit at slower rates in 2024 and as central banks maintain restrictive monetary policies notwithstanding that interest rates appear to be taking effect at curbing stubbornly sticky inflation. Whilst the markets have priced in a number of US rate cuts in 2024, there remains risk that rates stay higher for longer, continuing to drive inflation lower. Recent US inflation data suggests that policy tightening is having the desired effect with attention turning to the timing and extent of forecast rate cuts. Global Central Banks have re-affirmed a data dependency as they wait and see when considering the timing and extent of any easing in monetary policy. In addition, a number of existing and potential macro-economic events could create extenuating circumstances as 2024 unfolds. The International Monetary Fund, baseline forecast is for global growth to slow from 3.0 percent in 2023 to 2.9 percent in 2024. Advanced economies are expected to slow from 1.5 percent in 2023 to 1.4 percent in 2024 as policy tightening starts to bite. Global activity is positive albeit differentiated across economies and regions with considerations including the conflicts in the Ukraine and the Middle East accompanied by country specific economic headwinds such as in China.

All in all, and notwithstanding tight interest rate settings and potentially slowing global growth rates, 2024 may well prove to be another year that supports solid business activity and economic growth. It is expected that the United Arab Emirates presents as one of the strongest areas of growth in the year ahead.

More specifically the UAE is expected to continue to maintain broad based growth, with the IMF forecasting 3.38% growth in 2023 and 4.01% in 2024. These forecasts are underpinned by solid population growth, strong domestic business activity and confidence, and a strong fiscal and trade position. Inflationary pressures are expected to moderate gradually. The UAE's prospects continue to be supported by start-ups, entrepreneurs, fin techs and investor activity as businesses continue to expand in a country considered stable and one in which it is easy in headquarter businesses. In June, robust immigration moved Dubai's population above 3.7 million for the first time, while the Dubai Chamber of Commerce stated 30,000 new businesses were registered in the first six months of the year, up from 21,000 in 2022. These trends have also helped to lift the UAE's real estate market.

Dubai's GDP grew by 3.3% in the first nine months of 2023, driven by remarkable growth in sectors such as transportation and storage, wholesale and retail trade, finance and insurance, accommodation and food services, real estate, information and communication technology, education, construction, electricity and water, professional, scientific and technical activities and manufacturing. These sectors collectively contributed to approximately 88.7 percent of first nine months growth. Accommodation and food services activities witnessed a remarkable 11.1 percent growth, transportation and storage services increased by 10.9 percent and the information and communications sector increase by 4.4 percent, according to figures released by the Dubai Data and Statistics Establishment.

The domestic economy appears well positioned for the year ahead. Domestically, strong trading conditions, economic activity, and healthy fiscal buffers help mitigate potential headwinds and may pose upside risks to medium-term growth.

WHOLESALE BANKING GROUP (WBG)

The Wholesale Banking Group (WBG) includes the relationship management teams for our small, mid-size and large corporate customers, family offices as well as institutional customers. Our relationship management teams are responsible for servicing customers in these segments and to deliver the planned growth in a sustainable and diversified manner. In order to achieve these objectives the Bank was able to leverage the product and digital capability in order to support our customers with all their banking requirements.

The WBG team achieved excellent progress in 2023 across our performance units. The successes with existing customers were complemented by a number of additional new to bank large franchise corporate customers.

The strategic focus was strengthened by our transaction banking propositions. In 2023, in addition to offering customers a wide product suite across import and export related credit offerings, further trade opportunities were established and executed in the open account trade area.

The Syndications and Debt Capital Markets business achieved a strong performance in 2023, with standout transactions executed across manufacturing, real estate, hospitality and Government Related Enterprise (GRE) sectors across primary and secondary syndicated loans, club deals, loan portfolio acquisitions as well as bond and sukuku transactions. CBD won and executed numerous mandates across these product categories during the year.

In the first half of 2023, CBD launched our Sustainable Finance Framework. Shortly thereafter, we utilised this framework to become the first Dubai-based bank to complete a conventional green bond, initiating \$500 million (AED 1.84 billion) for projects championing green finance. This issuance aligns to Central Bank of the UAE's strategy to lead sustainable finance efforts to enable climate action.

In continuation to the successful initiatives delivered in 2022 across customer onboarding, mobile banking, Cash and liquidity management, CBD continued executing on our strategic digital roadmap.

Throughout 2023, CBD embarked on a series of strategic initiatives to further improve our customers' banking journeys. Notable highlights include:

- **iBusiness:** The next generation of CBD's iBusiness platform. Enhanced innovation to the platform orientated around the user interface and experience, ensuring a more intuitive and user-friendly platform in addition to improving security by introducing biometric capabilities.
- **Digital Client Onboarding:** Building on the successful adoption of iBank launched in 2022, CBD delivered further business and regulatory enhancements. iBank has been enriched with additional customer solutions across Institutional and Corporate segments. iBank was also developed for regulatory enhancements across KYC, FATCA, CRS, Risk Scoring, Sanctions.
- **Banking on The Go:** CBD continued the focus on driving increased adoption of our award-winning Mobile App. As part of this programme the Bank launched several campaigns to lift the number of users and transaction volumes. These campaigns yielded strong results across all segments as customers utilized the additional features available.

These initiatives align with our commitment to delivering a digital-first experience for our WBG customers by focusing on customer needs, embracing digital transformation, and addressing regulatory compliance.

The Group won several awards in 2023, a testament to the Bank's focus on the 'Default Digital' journey:

- "Best Digitization Initiatives" by ME Banking AI Awards 2023
- "Best Digital Wallet Award" by MENA Banking Excellence Awards 2023

PERSONAL BANKING ("PBG")

PBG contributed a net profit of AED 1,109 million for 2023, a growth of 56% year on year. The Bank's achievement was delivered through a broad-based focus on revenue growth, non-funded income growth supported by increased market interest rates. PBG witnessed a steady increase in operating profit as a result of growth in Current Account and Savings Account (CASA), mortgage volumes, higher market interest rates, deepened wealth relationships and digitisation. Non-funded income growth was driven by investment fees, foreign exchange (FX) and credit card spend.

The Bank's accelerated loan growth was mainly attributable to the market leading performance on home finance and credit cards. Steady growth in liabilities across individual and SME's translated into an asset-to-liability ratio of 49% by the end of 2023.

PBG supports individuals and business customers in managing their finances by providing award-winning products and services in conventional and Sharia-compliant banking. The Bank is committed to driving digital innovation to deliver excellence in customer service.

PBG also maintained its position as the leading digital retail bank in the UAE through its digital-first sales and serving model with more than 90% of new products sold through digital channels in 2023. The Bank continues to make significant gains in its digital adoption efforts with more than 90% of its customers banking digitally. The CBD Mobile Banking App continues to be the highest rated banking app on the App Store, with more than 27,000 user ratings.

In line with the Bank's ESG strategy and UAE's theme for 2023, the Year of Sustainability, PBG launched Green Home Loan promotions in 2023 which aims to encourage customers to embrace sustainable living practices by providing exclusive discounts on home loans for eco-friendly properties.

The Group won several awards in 2023, a testament to the innovative products and services offered by the Bank:

- "Excellence in Retail Banking" Award - Finnovex Middle East Awards 2023
- "Best Mobile Banking Services" Award – MEA Finance Magazine Banking Technology Awards 2023

CBD AL ISLAMI

CBD Al Islami continued to support customers extending Sharia compliant products and services. In 2023, financing assets increased to AED 12,505 million and customer deposits to AED 14,358 million. Importantly, the Sharia Compliance function at CBD ensured that the Islamic window organizational structure upheld the three lines of defence, as mandated by the Sharia governance framework. The business complies with all regulatory requirements including the standard for Financial Institutions housing Islamic Windows, as issued by the CBUAE. Notably, in the context of empowering Emirati Women, the Bank appointed a female Emirati as a member of the Bank's Internal Sharia Supervision committee (ISSC).

In line with the Bank strategy to embed ESG throughout the bank with a focus on green financing, CBD Al Islami collaborated on the first green financing transaction with Dubai World Central Corporation (DWCC).

Overall, the CBD Al Islami window had a successful financial year in 2023 and is well positioned for continued success into 2024 and beyond.

DIGITAL AND INFORMATION TECHNOLOGY

During 2023 the Bank continued to accelerate the digital transformation agenda contributing significant uplift to the existing digital platforms, including middle and back-office systems whilst on-boarding new customer centric digital solutions. The Bank's digital transformation continued to drive improved operational efficiency enhancing the overall customer experience.

As part of the digital drive, significant investments were made to further modernize the Bank's Corporate digital platform delivering improvements to the Corporate customer experience. Strategic projects were undertaken to further transform Retail digital channels, including mobile and internet banking which will ensure CBD remains the #1 digital bank in UAE. In addition, projects were initiated to improve the in-branch banking experience by upgrading the Bank's ATMs with multifunctional ATMs.

Providing a superior digital experience to our customer necessitates enhancements to the platforms used by enablement functions across the Bank. Improved systems and processes included a wide range of service enablement and fulfilment systems such as advanced workflow systems, document management, risk decisioning and product capabilities.

High quality digital customer experiences require robust Application Programming Interfaces (API) infrastructure which enables agility in catering to digital demand from customers and external partners. Our Technology refresh strategy helped to position the Bank as an early adopter of Central Bank's Financial Infrastructure Transformation (FIT) program.

During the year, our Bank undertook a number of technology initiatives to support the 'Gold Standard' in terms of Compliance and Risk. Notably, platforms used in these disciplines were upgraded to 'Best-in-Class' across the industry.

In 2023, CBD launched the infrastructure strategy leveraging hybrid cloud smart principles combining synergy with leading service providers. Investments were made to up-lift the Bank's information security posture which protects the Bank from multiple Distributed Denial-of-Service (DDoS) risks.

The Group's achievements have continued to be widely recognized by multiple industry accolades, including:

- Best Instant Payments Technology Implementation – MEA Finance Leaders in Payments Awards 2023
- Payment Innovation of the Year – MEA Finance Leaders in Payments Awards 2023
- Top project execution BFSI – GEC Media awards

These awards are the result of our relentless focus on enhancing the experience of our customers.

PEOPLE

CBD continued to drive a high-performance culture and back our people by attracting the best talent, driving retention initiatives, and developing capabilities in line with the growth objectives of the Bank. Our people were supported by several ongoing business and digital transformation, bringing about positive organizational change.

Emiratization efforts have continued as a strategic priority for the Bank, investing in UAE Nationals at all levels from graduate entry level and upwards, helping us to create a talent pipeline for the future, as well as appointing UAE Nationals in leadership and management positions.

The development of UAE Nationals has continued to be a focal point for the Bank year-on-year, in line with the ambitions of the UAE leadership and the directives of the CBD Management and Board. The Bank has invested more on professional certifications for the UAE National population as well as flagship development programs to develop targeted capabilities.

The Bank's employee engagement score remained stable from last year's strong score. Notably, CBD scored above the Global Financial Services benchmark across Customer Focus, Leadership, Communication, Collaboration, Feedback, Purpose, Belonging and Growth. These are significant drivers for the future of the Bank that have been trending positively over time. The survey has demonstrated high scores on Prioritization and Continuous Improvement that clearly signifies that the Bank is constantly thinking of innovative ways to become the best bank for our employees and customers.

CBD has continued to keep the health and wellbeing of employees as a top priority, offering a series of wellbeing initiatives designed to back employees emotionally, financially, socially, and physically to help create a positive impact on both their work and personal lives. Sanad an Employee Assistance Programme (EAP) was launched to help employees cope with the different challenges they may face in their personal or professional lives. The Bank also ran a speaker series in collaboration with our CBD Digital Lab, on a variety of well-being themes. We continued with our regular physical activities bringing exercise to the office through 'Deskercise' and group fitness in Boxing and Yoga sessions. Our employees also continue to take part in volunteering activities to promote social wellbeing and support the community.

Learning and Development remained at the heart of our people priorities with a focus on professional certifications and digital upskilling. The Bank rolled out an enhanced Credit Skills program in partnership with Fitch Learning for a selection of UAE National Relationship Managers. In 2023, CBD launched our Digital Accelerator program to create a culture of enhanced Innovation and Digital Transformation.

We continue to collaborate with the Emirates Institute of Finance (EIF), with over 160 employees attending various topics across Compliance, Risk Management in Banks, Data Visualization using Power BI, Artificial Intelligence & Machine Learning among others, as we continue to back the professional development of our employees. Importantly, all bank employees successfully completed mandatory learning obligations.

We continue our strong commitment to drive a high-performance culture by recognizing individuals, teams and line managers who demonstrated our CODE values while delivering outstanding customer service and operational excellence. Nearly 200 employees were recognized this year across our all-inclusive platforms: CODE and Spot awards.

CORPORATE SOCIAL RESPONSIBILITY (“CSR”)

CBD remains committed to the community as a responsible corporate citizen underpinned by our belief that businesses must operate ethically and with integrity. Our core pillars for CSR are unchanged and we continue to identify areas where the Bank can contribute to society in the fields of Health, Education, Financial Literacy, Charity and volunteer programs.

On the occasion of marking Zayed Humanitarian Day following the legacy of the late Sheikh Zayed, CBD donated to 33 charitable, educational, research and training and rehabilitation centres for people of determination across UAE. In an effort to embrace the spirit of giving during the holy month of Ramadan, and as part of our continued partnership with Beit Al Kahir Society, CBD organized a volunteering program to distribute Iftar meal boxes, accumulating for up to 180 volunteering hours. This initiative provided a great opportunity for CBD volunteers to experience Ramadan and give back to society. The Bank was recognized and awarded by our partner Beit Al Khair Society for the continuous support.

In 2023, CBD volunteers joined the Emirates Red Crescent in their “Bridges of Giving Campaign” and preparing packages for the earthquake victims in Turkey and Syria accumulating over 200 volunteering hours. The Bank also arranged several volunteering programs including an outing at the al Noor training center, a visit to the Elderly center, volunteering with the Dubai Center for Special Needs and the Wheelchair Basketball World Championships. Overall, CBD achieved 2,890 volunteering hours, with 132 volunteers. The Bank’s volunteers along with thousands of volunteers from all over the city, joined the “ Tarahum for Gaza” campaign, a UAE initiative aimed at providing relief to those affected by the conflict in Gaza.

Under the patronage and attendance of H.H Sheikh Sultan bin Mohammed bin Sultan Al Qasimi, Crown Prince and Deputy Ruler of Sharjah, the Commercial Bank of Dubai was recognized and awarded by the Sharjah City for Humanitarian Services (SCHC) in an honoring ceremony, for the Bank’s efforts in giving back to the community and making a positive impact to society.

CBD continued the 28-year-old partnership with the Jabel Ali horse racecourse sponsoring 8 races in 2023-24 as part of CBD’s support to UAE Culture and sports heritage.

Auditors' Report & Annual Financial Statements

Commercial Bank of Dubai PSC

Group consolidated financial statements

For the year ended 31 December 2023

The audited Consolidated Financial Statements are subject to approval of Central Bank of the UAE and adoption by Shareholders at the Annual General Meeting.

Commercial Bank of Dubai PSC

Group consolidated financial statements

As at 31 December 2023

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Independent auditors' report

To the Shareholders of Commercial Bank of Dubai PSC

Report on the Audit of the Group Consolidated Financial Statements

Opinion

We have audited the Group consolidated financial statements of Commercial Bank of Dubai PSC ("the Bank") and its subsidiaries ("the Group"), which comprise the Group consolidated statement of financial position as at 31 December 2023, the Group consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying Group consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2023, its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Group Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the Group consolidated financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Group consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters (continued)

Impairment of loans and advances and Islamic financing

See Note 9 and 35 (b) to the Group consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group recognized allowances for credit losses in its Group consolidated financial statements using expected credit loss ("ECL") models. The Group exercises significant judgments and makes a number of assumptions in developing its ECL models which is determined as a function of the assessment of the probability of default ("PD"), loss given default ("LGD"), adjusted for the forward looking information, and exposure at default ("EAD") associated with the underlying exposures subject to ECL. Material exposures within Stage 3 are individually measured for impairment allowances. This includes the assessment of recovery scenarios, exit strategies, and time to collect. The assessment involves significant management judgement in estimating these amounts. This is considered a key audit matter, as the determination of ECL involves significant management judgement, estimates, use of complex models and this has a material impact on the consolidated financial statements of the Group.	Our audit procedures in this area include the following, among others: - Evaluating the appropriateness of the accounting policies adopted based on the requirements of IFRS 9, and our business understanding. - Obtaining an understanding of the ECL accounting estimate including, but not limited to, obtaining information about the entity's control environment in relation to the estimate, obtaining an understanding of the process by which the estimate is developed, understanding the methods, assumptions and data used to develop the accounting estimate. Assessing the design, implementation, and testing the operating effectiveness of selected relevant controls. - Involving our Financial Risk Management ("FRM") specialists, for a selection of models, to assess the reasonableness and appropriateness of the methodology and assumptions used in various components of ECL modelling and the application of expert credit judgment to determine the ECL based on their industry knowledge and relevant experience. This included, where applicable, challenging key assumptions / judgments relating to significant increase in credit risk ("SICR"), definition of default, probability of default, use of macro-economic variables and probability weighted outcomes to check that the ECL amounts recorded are reflective of underlying credit quality and macroeconomic trends. - Testing the completeness and accuracy of the data used within the ECL calculation. - Involving our Information Technology ("IT") specialists to test the relevant general IT and application controls over key systems used in the ECL process. - Re-performing key aspects of the Group's SICR determinations for selected samples of loans and advances and Islamic financing by analysing financial information, assumptions and professional judgements applied by the Group to determine whether a SICR event was appropriately identified. - Involving our valuation specialists on a sample basis to assess the reasonableness of the valuation of real estate collaterals held by the Group, relating to the determination of ECL based on their industry knowledge and relevant experience.



Key Audit Matters (continued)

Impairment of loans and advances and Islamic financing (continued)

See Note 9 and 35(b) to the Group consolidated financial statements (continued)

The key audit matter	How the matter was addressed in our audit
	- Performing credit assessments for a sample of selected customers, including Stage 3 customers, to test the appropriateness of the credit grades, including staging, assessing the financial performance of the borrower, source of repayment and future cash flows of the borrower by analysing financial information, assumptions and professional judgements applied by the Group, and as necessary, challenging the appropriateness of the ECL calculation for a sample of borrowers. - Assessing the adequacy of the Group's disclosures by reference to the requirements of the relevant accounting standards.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the Group consolidated financial statements and our auditors' report thereon ('Annual Report'). We obtained the Board of Directors' report prior to the date of this auditors' report, and the remaining sections of the Annual Report are expected to be made available to us after that date.

Our opinion on the Group consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the Group consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Group consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we have obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Group Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the Group consolidated financial statements in accordance with IFRS Accounting Standards and their preparation in compliance with the applicable provisions of the UAE Federal Decree Law No. 32 of 2021, and for such internal control as management determines is necessary to enable the preparation of Group consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the Group consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Group Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Group consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Group consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Group consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Group consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Group consolidated financial statements, including the disclosures, and whether the Group consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Group consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Group consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

Further, as required by the UAE Federal Decree Law No. 32 of 2021 we report that for the year ended 31 December 2023:

- i) we have obtained all the information and explanations we considered necessary for the purposes of our audit;
- ii) the Group consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Decree Law No. 32 of 2021;
- iii) the Group has maintained proper books of account;
- iv) the financial information included in the Directors' report is consistent with the books of account of the Group;
- v) as disclosed in note 10 to the Group consolidated financial statements, the Group has purchased shares during the year ended 31 December 2023;
- vi) note 33 to the Group consolidated financial statements discloses material related party transactions and the terms under which they were conducted;
- vii) based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the Group has contravened during the financial year ended 31 December 2023 any of the applicable provisions of the UAE Federal Decree Law No. 32 of 2021 or in respect of the Bank, its Articles of Association, which would materially affect its activities or its consolidated financial position as at 31 December 2023; and
- viii) note 24 to the Group consolidated financial statements discloses the social contributions made during the year ended 31 December 2023.

Further, as required by Article (114) of the Decretal Federal Law No. (14) of 2018 (as amended), we report that we have obtained all the information and explanations we considered necessary for the purpose of our audit.

KPMG Lower Gulf Limited

Richard Ackland
Registration No.: 1015
Dubai, United Arab Emirates
31 January 2024

Commercial Bank of Dubai PSC

Group consolidated statement of financial position

As at 31 December 2023

	Notes	2023 AED'000	2022 AED'000
ASSETS			
Cash and balances with Central Bank	7	15,009,602	15,760,429
Due from banks, net	8	3,772,709	3,766,507
Loans and advances and Islamic financing, net	9	83,313,306	74,720,117
Investment securities, net	10	15,098,729	8,810,092
Investment in an associate	11	102,390	92,916
Investment properties	12	246,050	185,768
Property and equipment	13	431,843	354,251
Bankers acceptances		7,931,518	8,570,044
Positive mark to market value of derivatives	31	697,872	1,024,009
Other assets, net	14	2,383,472	2,902,494
TOTAL ASSETS		128,987,491	116,186,627
LIABILITIES AND EQUITY			
LIABILITIES			
Due to banks	15	7,833,389	7,838,704
Customer deposits and Islamic customer deposits	16	88,287,145	81,074,379
Notes and medium term borrowings	17	5,705,456	2,034,019
Due for trade acceptances		7,931,518	8,570,044
Negative mark to market value of derivatives	31	634,707	923,911
Other liabilities	18	2,813,919	1,863,324
TOTAL LIABILITIES		113,206,134	102,304,381
EQUITY			
Share capital	19.1	2,985,192	2,802,734
Tier 1 capital notes	19.2	2,203,800	2,203,800
Legal and statutory reserve	19.3	1,492,596	1,401,447
General reserve	19.4	1,328,025	1,328,025
Capital reserve	19.5	38,638	38,638
Fair value reserve	19.6	(552,325)	(693,832)
Retained earnings		8,285,431	6,801,434
TOTAL EQUITY		15,781,357	13,882,246
TOTAL LIABILITIES AND EQUITY		128,987,491	116,186,627

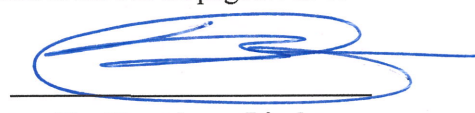
To the best of our knowledge, the Group's consolidated financial information presented fairly in all material respects the financial condition, results of operation and cash flows of the Group as of, and for, the years presented herein.

The Group's consolidated financial statements were approved and authorized for issue by the Board of Directors on 31 January 2024.

The attached notes from 1 to 37 form part of the Group's consolidated financial statements.

The independent auditors' report on the Group consolidated financial statements is set out on pages 2 to 6.


H.E. Humaid Al Qutami
Chairman


Dr. Bernd van Linder
Chief Executive Officer

Commercial Bank of Dubai PSC

Group consolidated statement of profit or loss

For the year ended 31 December 2023

	Notes	2023 AED'000	2022 AED'000
Interest income	20	5,901,253	3,311,444
Interest expense	21	(2,629,459)	(909,957)
Net interest income		3,271,794	2,401,487
Income from Islamic financing	20	762,316	471,612
Distribution on Islamic deposits	21	(464,421)	(197,226)
Net income from Islamic financing		297,895	274,386
Total net interest income and net income from Islamic financing		3,569,689	2,675,873
Fees and commission income	22	1,229,088	1,089,157
Fees and commission expense	22	(294,438)	(333,539)
Net fees and commission income	22	934,650	755,618
Share of profit of an associate	11	16,803	8,583
Other operating income / (loss)	23	416,785	372,148
Total operating income		4,937,927	3,812,222
Operating expenses	24	(1,227,849)	(996,605)
Operating profit before impairment		3,710,078	2,815,617
Net impairment loss	25	(1,060,012)	(990,598)
Net profit for the year		2,650,066	1,825,019
Basic and diluted earnings per share	27	AED 0.84	AED 0.57

The attached notes from 1 to 37 form part of the Group's consolidated financial statements.

The independent auditors' report on the Group consolidated financial statements is set out on pages 2 to 6.

Commercial Bank of Dubai PSC

Group consolidated statement of profit or loss and other comprehensive income

For the year ended 31 December 2023

	Notes	2023 AED'000	2022 AED'000
Net profit for the year		2,650,066	1,825,019
Items that will not be reclassified to profit or loss:			
Realised gains on sale of equity investments held at fair value through other comprehensive income		438	406
Net change in fair value of equity investments (or instruments) at FVOCI		(14,240)	4,528
Actuarial loss on retirement benefits obligations	18	(1,623)	(3,889)
Items that may be subsequently reclassified to profit or loss:			
Changes in fair value of effective portion of cash flow hedge		-	1,641
Changes in fair value reserve of property	19.6	(12,741)	-
Changes in fair value reserve of an associate	11	190	(1,825)
Net amount transferred (or reclassified) to profit or loss on debt investments (or instruments) at FVOCI		(705)	(398)
Net change in fair value of debt investments (or instruments) at FVOCI		170,626	(632,715)
		157,370	(633,297)
Other comprehensive income / (loss) for the year		141,945	(632,252)
Total comprehensive income for the year		2,792,011	1,192,767

The attached notes from 1 to 37 form part of the Group's consolidated financial statements.

The independent auditors' report on the Group consolidated financial statements is set out on pages 2 to 6.

Commercial Bank of Dubai PSC

Group consolidated statement of changes in equity

For the year ended 31 December 2023

	Share capital AED'000	Tier 1 capital notes AED'000	Legal and statutory reserve AED'000	General reserve AED'000	Capital reserve AED'000	Fair value reserve AED'000	Retained earnings AED'000	Total AED'000
Balances as at 1 January 2023	2,802,734	2,203,800	1,401,447	1,328,025	38,638	(693,832)	6,801,434	13,882,246
Net profit for the year	-	-	-	-	-	-	2,650,066	2,650,066
Other comprehensive income for the year	-	-	-	-	-	141,507	438	141,945
Transactions with shareholders, recorded directly in equity								
Interest on Tier 1 capital notes	-	-	-	-	-	-	(132,228)	(132,228)
Bonus shares for 2022 (6.51%)	182,458	-	-	-	-	-	(182,458)	-
Cash dividend paid for 2022 (26.05%)	-	-	-	-	-	-	(730,112)	(730,112)
Directors' remuneration paid for 2022	-	-	-	-	-	-	(23,000)	(23,000)
Transfer to legal and statutory reserve	-	-	91,149	-	-	-	(91,149)	-
Share of Directors' remuneration of an associate (note 11)	-	-	-	-	-	-	(866)	(866)
Other reserves	-	-	-	-	-	-	(6,694)	(6,694)
Balances as at 31 December 2023	2,985,192	2,203,800	1,492,596	1,328,025	38,638	(552,325)	8,285,431	15,781,357
Balances as at 1 January 2022	2,802,734	2,203,800	1,401,447	1,328,025	38,638	(61,174)	5,853,744	13,567,214
Net profit for the year	-	-	-	-	-	-	1,825,019	1,825,019
Other comprehensive loss for the year	-	-	-	-	-	(632,658)	406	(632,252)
Transactions with shareholders, recorded directly in equity								
Interest on Tier 1 capital notes	-	-	-	-	-	-	(132,228)	(132,228)
Cash dividend paid for 2021 (25.88%)	-	-	-	-	-	-	(725,348)	(725,348)
Directors' remuneration paid for 2021	-	-	-	-	-	-	(19,250)	(19,250)
Transfer to legal and statutory reserve	-	-	-	-	-	-	-	-
Share of Directors' remuneration of an associate (note 11)	-	-	-	-	-	-	(909)	(909)
Balances as at 31 December 2022	2,802,734	2,203,800	1,401,447	1,328,025	38,638	(693,832)	6,801,434	13,882,246

The attached notes from 1 to 37 form part of the Group's consolidated financial statements.

The independent auditors' report on the Group consolidated financial statements is set out on pages 2 to 6.

Commercial Bank of Dubai PSC

Group consolidated statement of cash flows

For the year ended 31 December 2023

	Notes	2023 AED'000	2022 AED'000
OPERATING ACTIVITIES			
Net profit for the year		2,650,066	1,825,019
<u>Adjustments for non-cash and other items:</u>			
Depreciation and amortisation		49,409	35,768
Amortisation of (premium) on investments		(213,185)	(2,103)
Amortisation of transaction cost on notes and medium term borrowings		970	971
(Gain) / loss on foreign exchange translation		(8,761)	19,152
Realised gains on sale of investments		(705)	(398)
Net unrealized losses on derivatives		36,260	21,308
Impairment allowance on investment securities	25	810	100
Share of profit of an associate	11	(16,803)	(8,583)
Dividend income		(9,758)	(6,261)
Impairment allowance on loans and advances and Islamic financing	25	1,000,388	1,025,480
Charge / (reversal) of impairment allowance on due from banks	25	571	(884)
Impairment allowance on other assets	25	147,721	56,155
Impairment allowance on financial guarantees and loans commitments	25	92,565	50,859
Gains on disposal of property and equipment		(113)	(8)
		<u>3,729,435</u>	<u>3,016,575</u>
Increase in negotiable Central Bank UAE certificate of deposits with original maturity of more than three months		(250,000)	(1,050,000)
(Increase) / decrease in due from banks with original maturity of more than three months		(1,580,831)	248,751
(Increase) / decrease in loans and advances and Islamic financing		(9,593,577)	757,225
Decrease / (increase) in other assets		295,556	(606,365)
(Decrease) / increase in due to banks		(5,315)	1,718,490
Increase / (decrease) in customer deposits and Islamic customer deposits		7,206,072	(1,647,290)
Increase in other liabilities		856,407	416,869
Directors' remuneration paid		(23,000)	(19,250)
Net cash flow from operating activities		<u>634,747</u>	<u>2,835,005</u>
INVESTING ACTIVITIES			
Purchase of investments		(14,889,652)	(9,076,064)
Proceeds from sale and matured investments		8,977,864	8,613,395
Purchase of property and equipment		(122,825)	(77,477)
Proceeds from sale of property and equipment		443	2,529
Dividend income received		9,758	6,261
Dividend from an associate	11	6,653	7,984
Net cash flow used in investing activities		<u>(6,017,759)</u>	<u>(523,372)</u>
FINANCING ACTIVITIES			
Issuance / (Repayment) of notes and medium term borrowings		3,670,467	(551,442)
Interest on Tier 1 capital notes		(132,228)	(132,228)
Dividend paid		(730,112)	(725,348)
Net cash flow from / (used in) financing activities		<u>2,808,127</u>	<u>(1,409,018)</u>
Net (decrease) / increase in cash and cash equivalents		<u>(2,574,885)</u>	<u>902,615</u>
Cash and cash equivalents at 1 January		<u>17,991,801</u>	<u>17,089,186</u>
Cash and cash equivalents at end of the year	28	<u>15,416,916</u>	<u>17,991,801</u>
<u>Supplemental disclosure:</u>			
Interest income and income from Islamic financing received		6,428,974	3,615,900
Interest expense and distributions to Islamic depositors paid		2,577,000	831,593

The attached notes from 1 to 37 form part of the Group's consolidated financial statements.

The independent auditors' report on the Group consolidated financial statements is set out on pages 2 to 6.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

1. LEGAL STATUS AND ACTIVITIES

Commercial Bank of Dubai PSC (“the Bank”) was incorporated in Dubai, United Arab Emirates (UAE) in 1969 and is registered as a Public Joint Stock Company (PJSC) in accordance with Federal Law No. 32 of 2021. The Bank is listed on the Dubai Financial Market. The Bank’s principal activity is commercial and retail banking. The registered address of the Bank is CBD Head Office, Al Ittihad Street, P. O Box 2668, Dubai, United Arab Emirates.

The consolidated financial statements for the year ended 31 December 2023 comprise the results of the Bank, its wholly-owned subsidiaries (together referred to as “the Group”) and the Group’s interest in an associate.

Details about subsidiaries, special purpose entities and an associate:

Name of Subsidiary	Ownership Interest		County of Incorporation	Principle activities
	30 Dec 2023	31 Dec 2022		
Subsidiary				
CBD Financial Services LLC	100%	100%	UAE	Providing brokerage facilities for local shares and bonds.
CBD Employment Services One Person Company LLC	100%	100%	UAE	Supply of manpower services.
Attijari Properties LLC	100%	100%	UAE	Self-owned property management services as well as buying and selling of real estate.
Noor Almethaq Real Estate Development LLC	100%	100%	UAE	Development of real estate.
Special Purpose Entity				
CBD (Cayman) Limited	100%	100%	Cayman Islands	Issuance of debt securities.
CBD (Cayman II) Limited	100%	100%	Cayman Islands	Transact and negotiate derivative agreements.
VS 1897 (Cayman) Limited	100%	100%	Cayman Islands	Manage investment acquired in the settlement of debt.
CBD Digital Lab Limited [Subsidiary of VS 1897 (Cayman) Limited]	100%	100%	UAE	Technology research and development.
Hortin Holding Limited [Subsidiary of VS 1897 (Cayman) Limited]	100%	100%	British Virgin Islands	Manage real estate related investment acquired in the settlement of debt.
Lodge Hill Limited [Subsidiary of VS 1897 (Cayman) Limited]	100%	100%	British Virgin Islands	Manage real estate related investment acquired in the settlement of debt.
Westdene Investment Limited [Subsidiary of VS 1897 (Cayman) Limited]	100%	100%	British Virgin Islands	Manage real estate related investment acquired in the settlement of debt.
Associate				
National General Insurance Co. (PJSC)	17.8%	17.8%	UAE	Life and general insurance business as well as certain reinsurance business.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

2. BASIS OF PREPARATION

2.1 Statement of compliance

These Group consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and comply with relevant laws of the UAE.

As required by the UAE Securities and Commodities Authority (SCA) notification number 85/2009 dated January 6, 2009, the Group's exposure in cash and balances with Central Bank of the UAE, Due from Banks and Investment Securities outside the UAE have been presented under the respective notes.

2.2 Functional and presentation currency

These Group's consolidated financial statements are presented in United Arab Emirates Dirhams ("AED"), which is the Bank's functional and presentation currency, rounded to the nearest thousand unless otherwise stated.

2.3 Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity are disclosed in note 4.

2.4 Basis of measurement

These Group's consolidated financial statements have been prepared on the historical cost basis except for the following:

- derivative financial instruments are measured at fair value through profit or loss (FVPL);
- financial instruments classified as fair value through profit or loss;
- financial assets at fair value through other comprehensive income;
- recognised financial assets and financial liabilities that are hedged items in a fair value hedge transaction are measured at fair value in respect of the risk that is hedged. Amortised cost is adjusted for hedging gain or loss;
- investment properties;
- end of service benefits that are measured at the present value of the defined benefit obligation;
- [granted land, which is stated at the market value at the date of grant.](#)

2.5 Basis of consolidation

These Group's consolidated financial statements comprise the financial statements of the Bank and its subsidiaries. Subsidiaries are entities controlled by the Group.

i. Business Combination

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired.

ii. Subsidiary

The Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

2. BASIS OF PREPARATION (CONTINUED)

2.5 Basis of consolidation (continued)

ii. Subsidiary (continued)

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interest (NCI). When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the cumulative translation differences recorded in equity;
- Derecognises the carrying amount of any non-controlling interest;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any gain or loss in the consolidated statement of profit or loss; and
- Reclassifies the parent's share of components previously recognised in consolidated OCI to consolidated statement of profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

When the Group loses control of a subsidiary, a gain or loss is recognised in the consolidated statement of profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest, and (ii) the previous carrying amount of the assets (including goodwill) and liabilities of the subsidiary, and any non-controlling interests.

All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity).

The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

iii. Associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements
For the year ended 31 December 2023

2. BASIS OF PREPARATION (CONTINUED)

2.5 Basis of consolidation (continued)

iii. Associate (continued)

The Group's investment in its associate is accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The consolidated statement of profit or loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. The aggregate of the Group's share of profit or loss of an associate is shown on the face of the consolidated statement of profit or loss.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, then recognises the loss as 'Share of profit or loss of an associate'.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in the consolidated statement of profit or loss.

Management reviews its share of investments in associates to assess impairment on a regular basis. In determining the assessment, management compares the recoverable amount with the carrying value of the investment. Estimating recoverable amount using value in use requires the Group to make an estimate of the expected future cash flows from the associates and choosing a suitable discount rate in order to calculate the present value of those cash flows.

iv. Transactions eliminated on consolidation

Intra-group balances and income and expenses (except for foreign currency translation gains or losses) arising from intra-group transactions are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3. MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all the years presented in these consolidated financial statements, except for the accounting standards mentioned in note 5.1 which are applied for the first time.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments

a) Recognition and initial measurement

A financial instrument is any contract that gives rise to both a financial asset for the Group and a financial liability or equity instrument for another party or vice versa.

The Group initially recognises loans and advances, deposits, debt securities issued and subordinated liabilities on the date on which they are originated. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis, which is the date on which the Group becomes a party to the contractual provisions of the instrument. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVPL) are added to or deducted from the fair value of the financial assets or financial liabilities respectively, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition or issue of financial assets are amortised over the expected life of the financial instrument or a shorter period if it relates to the expected period of the costs. Transaction costs related to financial liabilities are recognized immediately in the consolidated statement of profit or loss.

If the transaction price differs from fair value at initial recognition, the Group accounts for such difference as follows:

- if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised in consolidated statement of profit or loss on initial recognition (i.e. day 1 profit or loss);
- in all other cases, the fair value is adjusted to bring it in line with the transaction price (i.e. day 1 profit or loss is deferred by including it in the initial carrying amount of the asset or liability).

After initial recognition, the deferred gain or loss is released to consolidated statement of profit or loss on a rational basis, only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

b) Fair Value measurement

‘Fair value’ is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as ‘active’ if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

b) Fair Value measurement (continued)

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the difference, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price.

Portfolios of financial assets and financial liabilities that are exposed to market risk and credit risk that are managed by the Group on the basis of the net exposure to either market or credit risk are measured on the basis of a price that would be received to sell a net long position (or paid to transfer a net short position) for the particular risk exposure. Portfolio-level adjustments – e.g. bid-ask adjustment or credit risk adjustments that reflect the measurement on the basis of the net exposure – are allocated to the individual assets and liabilities on the basis of the relative risk adjustment of each of the individual instruments in the portfolio. The fair value of a financial liability with a demand feature (e.g. a demand deposit) is not less than the amount payable on demand, discounted from the first date on which the amount could be required to be paid.

The fair value of investments in mutual funds, private equity funds or similar investment vehicles are based on the last net asset value published by the fund manager. For other investments, a reasonable estimate of the fair value is determined by reference to the price of recent market transactions involving similar investments, are based on the expected discounted cash flows.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

c) Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, which reflects the significance of inputs used in making the measurements:

Level 1: Quoted market price (unadjusted) in an active market for an identical instrument. A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry, group, pricing service or regulatory agency, and those prices represent actual and regularly recurring market transactions on an arm's length basis.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

c) Fair value hierarchy (continued)

Level 2: Valuation techniques based on observable inputs, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments; or other valuation techniques where all significant inputs are directly or indirectly observable from market data.

Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs based on unobservable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

The hierarchy used by the Group is set out in note 6.2.

The fair value of a financial instrument is the price that would be received to sell a financial asset or paid to transfer a financial liability in an orderly transaction in the principal market at the measurement date under current market conditions (i.e., an exit price). Unadjusted quoted prices in active markets provide the best evidence of fair value. When there is no quoted price in an active market, the Group applies other valuation techniques that maximize the use of relevant observable inputs and that minimize the use of unobservable inputs. Such valuation techniques include the following: using information available from recent market transactions, referring to the current fair value of a comparable financial instrument, applying discounted cash flow analysis, applying option pricing models, or relying on any other valuation technique that is commonly used by market participants and has proven to yield reliable estimates.

For over-the-counter (OTC) derivative financial instruments, fair value is determined using well established valuation techniques that incorporate assumptions based primarily on observable market inputs such as current market prices and the contractual prices of the underlying instruments, the time value of money, interest rate yield curves, credit curves, currency rates as well as price and rate volatility factors.

As at 31 December 2023, the fair value of investment properties is based on the valuations performed by third party valuers and all are level 3 under fair value hierarchy. The valuations are carried out by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment properties being valued. The valuations were based on income (investment) and a market-based method of valuation. To value the investment properties, the existing rental income and estimated market rental income are used. Any significant movement in the assumptions used for the fair valuation of investment properties such as yield, rental growth, vacancy rate is expected to result in significantly lower / higher fair value of these assets.

The Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Group analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the Group verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

c) Fair value hierarchy (continued)

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3.1.1 Financial assets

a) Classification

The Group classifies financial assets on initial recognition in the following categories:

- i. Amortised cost;
- ii. Fair value through other comprehensive income (FVOCI); and
- iii. Fair value through profit or loss (FVPL).

o Business model assessment

The Group makes an assessment of the objective of a business model in which a financial asset is held at portfolio level, because this reflects the way the business is managed and information is provided to the management. The assessment is not determined by a single factor or activity. Instead, the entity considers all relevant information available at the date of the assessment. The information considered includes:

- the stated policies and objectives for the business and the operation of those policies in practice. In particular, whether management's strategy focuses on earning contractual interest revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realising cash flows through the sale of the assets;
- how the performance of the portfolio and the financial asset held within the portfolio is evaluated and reported to the management;
- the risks that affect the performance of the portfolio and, in particular, the way in which those risks are managed;
- how the managers of the business are compensated; and
- the frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Group's stated objective for managing the financial assets is achieved and how cash flows are realised.

Financial assets that are held for trading or managed and whose performance is evaluated on a fair value basis are measured at FVPL because they are neither held to collect contractual cash flows nor held both to collect contractual cash flows and to sell financial assets.

o Assessment whether contractual cash flows is solely payments of principal and interest

In assessing whether the contractual cash flows are solely payments of principal and interest (SPPI), the Group considers the contractual terms of the instrument.

For the purpose of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as profit margin.

This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Group considers:

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

a) Classification (continued)

o Assessment whether contractual cash flows is solely payments of principal and interest (continued)

- contingent events that would change the amount and timing of cash flows;
- leverage features;
- prepayment and extension terms;
- terms that limit the Group's claim to cash from specified assets; and
- features that modify consideration of the time value of money (e.g. periodical reset of interest rates).

The Group holds a portfolio of long-term fixed-rate loans for which the Group has the option to propose to revise the interest rate at periodic reset dates. These reset rights are limited to the market rate at the time of revision. The borrowers have an option to either accept the revised rate or redeem the loan at par without penalty. The Group has determined that the contractual cash flows of these loans are SPPI because the option varies the interest rate in a way that is consideration for the time value of money, credit risk, other basic lending risks and costs associated with the principal amount outstanding.

Non-recourse

In some cases, loans made by the Group that are secured by collateral of the borrower's limit the Group's claim to cash flows of the underlying collateral (non-recourse loans). The Group applies judgement in assessing whether the non-recourse loans meet the SPPI criterion. The Group typically considers the following information when making this judgement:

- whether the contractual arrangement specifically defines the amounts and dates of the cash payments of loan;
- the fair value of the collateral relative to the amount of the secured financial asset;
- the ability and willingness of the borrower to make contractual payments, notwithstanding a decline in the value of collateral;
- whether the borrower is an individual or a substantive operating entity or is a special-purpose entity;
- the Group's risk of loss on the asset relative to a full-recourse loan;
- the extent to which the collateral represents all or a substantial portion of the borrower's assets; and
- whether the Group will benefit from any upside from the underlying assets.

i. Financial assets at amortised cost

A debt instrument, including loans and advances and Islamic financing asset is classified as being measured at amortised cost if it meets both of the following conditions and is not designated as FVPL:

- the asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

a) Classification (continued)

ii. Financial assets at fair value through other comprehensive income (FVOCI)

A debt instrument is classified as being measured at FVOCI if it meets the following two conditions and the debt instrument is not designated at FVPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

The Group measures all equity investments at FVPL, except where the Group's management has elected, at initial recognition, to irrevocably designate an equity investment at fair value through other comprehensive income. The Group's policy is to designate equity investments as FVOCI when those investments are not held for trading. This election is made on an investment-by-investment basis.

iii. Financial assets at fair value through profit or loss (FVPL)

Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL.

In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

b) Subsequent measurement

The Group measures financial instruments, such as derivatives and investments in equity and certain fixed income instruments, at fair value at each reporting date.

Financial asset classified as at FVOCI or FVPL are subsequently measured at fair value. Financial assets not carried at fair value are subsequently measured at amortised cost using the effective interest method, less expected credit allowances.

c) Reclassifications

Financial assets are not reclassified subsequent to their initial recognition except in the period after the Group changes its business model for managing financial assets. If the business model under which the Group holds financial assets changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that results in reclassifying the Group's financial assets. During the current and previous financial year there was no change in the business model under which the Group holds financial assets and therefore no reclassifications were made. Changes in contractual cash flows are considered under the accounting policy on 'Modification of financial assets' and 'Derecognition of financial assets' described in note 3.1.1 (g) and 3.1.1 (h) respectively.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

d) Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in consolidated statement of profit or loss in the 'other operating income / (loss)' line item;
- for debt instruments measured at FVOCI that are not part of a designated hedging relationship, exchange differences on the amortised cost of the debt instrument are recognised in the consolidated statement of profit or loss in the 'other operating income / (loss)' line item. Other exchange differences are recognised in OCI in the investments revaluation reserve;
- for financial assets measured at FVPL that are not part of a designated hedge accounting relationship, exchange differences are recognised in consolidated statement of profit or loss in 'other operating income / (loss)';
- for equity instruments measured at FVOCI, exchange differences are recognised in OCI in the investments revaluation reserve; and
- Non-monetary assets and liabilities denominated in foreign currencies that are measured at FVPL are retranslated into the functional currency (AED) at the foreign exchange rate at the date that the fair value was determined. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

e) Impairment of financial assets

The Group recognizes, where applicable, loss allowances for Expected Credit Losses (ECLs) on the following financial instruments that are not measured at FVPL:

- balances with central banks;
- due from banks;
- debt investment securities;
- loans and advances, Islamic financing and other financial assets;
- loan commitments; and
- financial guarantee contracts.

No impairment loss is recognized on equity investments.

IFRS 9 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- | | |
|-----------------|---|
| Stage 1: | When financial instruments are first recognised, the Group recognises an allowance based on 12 months ECLs. 12-month ECL are the portion of ECL that result from default events on a financial instrument that are possible within the 12 months after the reporting date. |
| Stage 2: | When a financial instruments has shown a significant increase in credit risk since origination, the Group records an allowance for the life time expected credit losses (LTECL). LTECL are the ECL that result from all possible default events over the expected life of the financial instrument. |
| Stage 3: | Financial instruments considered credit-impaired. The group records an allowance for the LTECLs. |

ECLs are an unbiased probability-weighted estimate of the present value of credit losses that is determined by evaluating a range of possible outcomes. For funded exposures, ECL is measured as follows:

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

e) Impairment of financial assets (continued)

- for financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive); and
- financial assets that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows.

However, for unfunded exposures, ECL is measured as follows:

- for undrawn loan commitments, as the present value of the difference between the contractual cash flows that are due to the Group if the holder of the commitment draws down the loan and the cash flows that the Group expects to receive if the loan is drawn down; and
- for financial guarantee contracts, the expected payments to reimburse the holder of the guaranteed debt instrument less any amounts that the Group expects to receive from the holder, the debtor or any other party.

The Group measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic and credit risk characteristics. The measurement of the loss allowance is based on the present value of the asset's expected cash flows using the asset's original Effective Interest Rate (EIR), regardless of whether it is measured on an individual basis or a collective basis.

The key inputs into the measurement of ECL are the term structures of the following variables:

- probability of default (PD);
- exposure at default (EAD); and
- loss given default (LGD)

These parameters are generally derived from internally developed statistical models, other historical data and are adjusted to reflect forward-looking information.

Details of these statistical parameters / inputs are as follows:

- PD – PD is the estimate of likelihood of default over a given time horizon, which is calculated based on statistical rating models currently used by the Group, and assessed using rating tools tailored to the various categories of counterparties and exposures.
- EAD – EAD represents the expected exposure in the event of a default. The Group derives the EAD from the current exposure to the counterparty and potential changes to the current amount allowed under the contract and arising from amortisation. The EAD of a financial asset is its gross carrying amount at the time of default. For lending commitments, the EADs are potential future amounts that may be drawn under the contract, which are estimated based on historical observations and forward-looking forecasts. For financial guarantees, the EAD represents the amount of the guaranteed exposure when the financial guarantee becomes payable. For some financial assets, EAD is determined by modelling the range of possible exposure outcomes at various points in time using scenario and statistical techniques.
- LGD – LGD is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from any collateral. The LGD models for secured assets consider forecasts of future collateral valuation taking into account sale discounts, time to realisation of collateral, cross-collateralisation and seniority of claim, cost of

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

e) Impairment of financial assets (continued)

realisation of collateral and cure rates (i.e. exit from non-performing status). LGD models for unsecured assets consider time of recovery, history of recovery rates and seniority of claims. The calculation is on a discounted cash flow basis, where the cash flows are discounted by the original EIR of the loan.

Where modelling of a parameter is carried out on a collective basis, the financial instruments are grouped on the basis of shared risk characteristics that include:

- instrument type;
- credit risk grading;
- collateral type;
- loan to value ratio for retail exposure;
- date of initial recognition;
- remaining term of maturity;
- industry; and
- geography location of the borrower.

The groupings are subject to regular review to ensure that exposure within a particular group remain appropriately homogenous.

Restructured financial assets

If the terms of a financial asset are renegotiated or modified or an existing financial asset is replaced with a new one due to financial difficulties of the borrower, then an assessment is made of whether the financial asset should be derecognised and ECL are measured as follows:

- If the expected restructuring will not result in derecognition of the existing asset, then the expected cash flows arising from the modified financial asset are included in calculating the cash shortfalls from the existing asset.
- If the expected restructuring will result in derecognition of the existing asset, then the expected fair value of the new asset is treated as the final cash flow from the existing financial asset at the time of its derecognition. This amount is included in calculating the cash shortfalls from the existing financial asset that are discounted from the expected date of derecognition to the reporting date using the original effective interest rate of the existing financial asset.

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities carried at FVOCI are credit-impaired.

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Credit-impaired financial assets are referred to as Stage 3 assets. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- the disappearance of an active market for a security because of financial difficulties; or
- the purchase of a financial asset at a deep discount that reflects the incurred credit losses.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

e) Impairment of financial assets (continued)

Restructured financial assets (continued)

It may not be possible to identify a single discrete event - instead, the combined effect of several events may have caused financial assets to become credit-impaired. The Group assesses whether debt instruments that are financial assets measured at amortised cost or FVOCI are credit-impaired at each reporting date. To assess if sovereign and corporate debt instruments are credit impaired, the Group considers the following factors:

- the market's assessment of creditworthiness as reflected in the bond yields;
- the rating agencies' assessments of creditworthiness;
- the country's ability to access the capital markets for new debt issuance; and
- the probability of debt being restructured, resulting in holders suffering losses through voluntary or mandatory debt forgiveness.

A loan is considered credit-impaired when a concession is granted to the borrower due to a deterioration in the borrower's financial condition, unless there is evidence that as a result of granting the concession the risk of not receiving the contractual cash flows has reduced significantly and there are no other indicators of impairment.

For financial assets where concessions are contemplated but not granted, the asset is deemed credit impaired when there is observable evidence of credit-impairment including meeting the definition of default. The definition of default includes unlikelihood to pay indicators or a backstop if amounts are overdue for 90 days or more.

Purchased or originated credit-impaired (POCI) financial assets

POCI financial assets are assets that are credit-impaired on initial recognition. For POCI assets, lifetime ECL are incorporated into the calculation of the effective interest rate on initial recognition. Consequently, POCI assets do not carry an impairment allowance on initial recognition. The amount recognised as a loss allowance subsequent to initial recognition is equal to the changes in lifetime ECL since initial recognition of the asset.

Default definition

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECLs or the identification of a significant increase in credit risk.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full without recourse by the Group to actions such as realising security (if any is held); or
- the borrower is past due more than 90 days on any material credit obligation to the Group.

Overdrafts are considered as being past due once the customer has breached an advised limit or been advised of a limit smaller than the current amount outstanding.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

e) Impairment of financial assets (continued)

Default definition (continued)

In assessing whether a borrower is in default, the Group considers indicators that are:

- qualitative - e.g. breaches of covenant;
- quantitative - e.g. overdue status and non-payment on another obligation of the same issuer to the Group; and
- based on data developed internally and obtained from external sources

The Group has performed a historical default rate analysis to identify homogeneous segments and further estimated ECL parameters (i.e. PD, LGD and EAD) at similar granularities. To perform a historical default rate analysis, the Group has adopted two separate definitions of default for the non-retail and the retail portfolio.

○ Non-retail portfolio

The non-retail portfolio comprises of loans which are managed individually by the Relationship Managers (RMs) with oversight from the Credit Risk team of the Group. These loans are appraised at least annually based on the financial information, other qualitative information and account conduct of the customer.

A non-retail customer is identified as at default if the customer is materially delinquent for more than 90 days of any of its credit obligation. Materiality refers to 5% of the principal outstanding being past due for 90+ days is considered delinquent.

○ Retail portfolio

The retail portfolio comprises of loans that are managed at a product level, and based on approved product programs. A retail account is identified as default if the customer is delinquent for more than 90 days. The default rate analysis for the retail portfolio is performed at the account level.

Assessment of significant increase in credit risk

The Group's accounting policy is not to use the practical expedient that financial assets with 'low' credit risk at the reporting date are deemed not to have had a significant increase in credit risk. As a result, the Group monitors all financial assets, issued loan commitments and financial guarantee contracts that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL. The assessment is performed on monthly basis for each individual exposure.

Quantitative thresholds are established for the significant increase in the credit risk by comparing the risk of default estimated at origination with the risk of default at reporting date based on the movement in credit rating by 3 notches for credit risk grading 1 – 10, by 2 notches for credit risk grading 11 – 17 and 1 notch for credit risk grading 18 – 19. In addition to quantitative criteria the Group has a proactive Early Warning Indicator (EWI) framework, based on which the Credit Risk team performs a portfolio quality review on a monthly basis. The objective of the same is to identify potentially higher risk customers within the performing customers.

Multiple macro-economic scenarios form the basis of determining the probability of default at initial recognition and at subsequent reporting dates. Different macro-economic scenarios will lead to a different probability of default. It is the weighting of these different scenarios that forms the basis of a weighted average probability of default that is used to determine whether credit risk has significantly increased.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

e) Impairment of financial assets (continued)

Assessment of significant increase in credit risk (continued)

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the probability of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the probability of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised.

In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort, based on the Group's historical experience and expert credit assessment. The following indicators are incorporated:

- internal risk grade;
- external credit rating (as far as available);
- actual or expected adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected changes in the operating results of the borrower;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the value of the collateral supporting the obligation;
- significant changes in the actual or expected performance and behavior of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower; and
- macro-economic information (such as oil prices or GDP) is incorporated as part of the internal rating model.

The quantitative factors that indicate significant increase in credit risk are reflected in PD models on a timely basis. However the Group still considers separately some qualitative factors to assess if credit risk has increased significantly. For corporate lending there is particular focus on assets that are included on a 'watch list' given an exposure is on a watch list once there is a concern that the creditworthiness of the specific counterparty has deteriorated.

As a back stop, a significant increase in credit risk is presumed if a customer is more than 30 days past due in making a contractual payment. Days past due are determined by counting the number of days since the earliest elapsed due date in respect of which full payment has not been received. Due dates are determined without considering any grace period that might be available to the borrower.

For retail lending the Group considers credit scores and events such as unemployment, bankruptcy or death. As a back-stop when an asset becomes 30 days past due, the Group considers that a significant increase in credit risk has occurred and the asset is in Stage 2 of the impairment model, i.e. the loss allowance is measured as the lifetime ECL.

Improvement in credit risk profile

The Group has defined the below criteria in accordance with regulatory guidelines to assess any improvement in the credit risk profile which will result into upgrading of customers moving from Stage 3 to Stage 2 and from Stage 2 to Stage 1.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

e) Impairment of financial assets (continued)

Improvement in credit risk profile (continued)

- Significant decrease in credit risk will be upgraded in stage (one stage at a time) from Stage 3 to Stage 2 after and from Stage 2 to Stage 1 after meeting the curing period of at least 12 months.
- Restructured cases will be upgraded if repayments of 3 installments (for quarterly installments) have been made or 12 months (for installments longer than quarterly) curing period is met.

Incorporation of forward-looking information

The Group incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. The Group relies on a broad range of forward-looking information as economic inputs such as:

- House prices like real estate – Dubai and Abu Dhabi Index;
- Economic Composite Index (ECI);
- Non-Oil Economic Composite Index (NIECI);
- Oil Price per Barrel (OPB);
- Consumer Price Index (CPI) and
- Hotel Occupancy Dubai.

The Group has identified and documented key drivers of credit risk and credit losses for each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses.

The Group formulates three economic scenarios: a base case, which is the median scenario assigned a 40% (2022: 40%) probability of occurring, and two less likely scenarios, one upside at 30% (2022: 30%) probability of occurring and one downside at 30% (2022: 30%) probability of occurring.

The table below summarizes key macroeconomic indicators included in the economic scenarios in UAE at 31 December 2023 for the years ending 2023 to 2025:

	Base Scenario			Downside Scenario			Upside Scenario		
	2023	2024	2025	2023	2024	2025	2023	2024	2025
Economic Composite Index	2.3%	1.5%	1.3%	-	(3.6)%	1.9%	3.5%	3.1%	1.3%
Oil Price – USD	79	69	61	69	56	58	84	68	59
Real Estate Index - Dubai	14,209	14,612	14,818	13,611	12,796	13,256	14,529	15,388	15,481

Presentation of allowance for ECL in the statement of financial position

Loss allowances for ECL are presented in the statement of financial position as follows:

- for financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- for debt instruments measured at FVOCI: no loss allowance is recognised in the statement of financial position because the carrying amount of these assets is their fair value. However, the loss allowance is disclosed and is recognised in the fair value reserve;
- for loan commitments and financial guarantee contracts: generally, as other liabilities; and

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For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

e) Impairment of financial assets (continued)

Presentation of allowance for ECL in the statement of financial position (continued)

- where a financial instrument includes both a drawn and an undrawn component, and the Group cannot identify the ECL on the loan commitment component separately from those on the drawn component: the Group presents a combined loss allowance for both components. The combined amount is presented as a deduction from the gross carrying amount of the drawn component. Any excess of the loss allowance over the gross amount of the drawn component is presented as a provision.

f) Write-off

Loans and advances and Islamic financing and debt securities are written-off when the Group has no reasonable expectations of recovering the financial asset (either partially or in full). This is the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. This assessment is carried out at the individual asset level. A write-off constitutes a derecognition event. The Group may apply enforcement activities to financial assets written-off.

Recoveries of amounts previously written-off are included in 'recoveries' in the consolidated statement of profit or loss.

g) Modification of financial assets

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and / or timing of the contractual cash flows either immediately or at a future date.

When a financial asset is modified, the Group assesses whether this modification results in derecognition. In accordance with the Group's policy, a modification results in derecognition when it gives rise to substantially different terms. To determine if the modified terms are substantially different from the original contractual terms the Group considers the following:

- Qualitative factors, such as contractual cash flows after modification are no longer SPPI, change in currency or change of counterparty, the extent of change in interest rates, maturity, covenants. If these do not clearly indicate a substantial modification, then;
- A quantitative assessment is performed to compare the present value of the remaining contractual cash flows under the original terms with the contractual cash flows under the revised terms, both amounts discounted at the original effective interest. If the difference in present value is material, the Group deems the arrangement is substantially different leading to derecognition.

When the contractual terms of a financial asset are modified and the modification does not result in derecognition, the Group determines if the financial asset's credit risk has increased significantly since initial recognition by comparing:

- the remaining lifetime PD estimated based on data at initial recognition and the original contractual terms; with
- the remaining lifetime PD at the reporting date based on the modified terms.

If cash flows are modified when the borrower is in financial difficulties, then the objective of the modification is usually to maximise recovery of the original contractual terms rather than to originate a new asset with substantially different terms. The revised terms usually include extending the maturity, changing the timing of

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For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

g) Modification of financial assets (continued)

interest payments and amending the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy. The Group Credit Committee regularly reviews reports on forbearance activities.

If the Group plans to modify a financial asset in a way that would result in forgiveness of cash flows, then it first considers whether a portion of the asset should be written off before the modification takes place. This approach impacts the result of the quantitative evaluation and means that the derecognition criteria are not usually met in such cases.

Generally, forbearance is a qualitative indicator of a significant increase in credit risk and an expectation of forbearance may constitute evidence that an exposure is credit-impaired. For financial assets modified as part of the Group's forbearance policy, where modification did not result in derecognition, the estimate of PD reflects the Group's ability to collect the modified cash flows taking into account the Group's previous experience of similar forbearance action, as well as various behavioural indicators, including the borrower's payment performance against the modified contractual terms.

If the credit risk remains significantly higher than what was expected at initial recognition, the loss allowance will continue to be measured at an amount equal to lifetime ECL. The loss allowance on forborne loans will generally only be measured based on 12-month ECL when there is evidence of the borrower's improved repayment behaviour following modification leading to a reversal of the previous significant increase in credit risk.

If the modification of a financial asset measured at amortised cost or FVOCI does not result in derecognition of the financial asset, then the Group first recalculates the gross carrying amount of the financial asset using the original effective interest rate of the asset and recognises the resulting adjustment as a modification gain or loss in the consolidated statement of profit or loss. Then the Group measures ECL for the modified asset, where the expected cash flows arising from the modified financial asset are included in calculating the expected cash shortfalls from the original asset. For floating-rate financial assets, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs or fees incurred and fees received as part of the modification adjust the gross carrying amount of the modified financial asset and are amortised over the remaining term of the modified financial asset.

If such a modification is carried out because of financial difficulties of the borrower, then the gain or loss is presented together with impairment losses. In other cases, it is presented as interest income calculated using the effective interest rate method.

h) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the asset's cash flows expire (including expiry arising from a modification with substantially different terms), or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.1 Financial assets (continued)

h) Derecognition of financial assets (continued)

In the case where the financial asset is derecognised, the loss allowance for ECL is remeasured at the date of derecognition to determine the net carrying amount of the asset at that date. The difference between this revised carrying amount and the fair value of the new financial asset with the new terms will lead to a gain or loss on derecognition. The new financial asset will have a loss allowance measured based on 12-month ECL except in the rare occasions where the new loan is considered to be originated credit impaired. This applies only in the case where the fair value of the new loan is recognised at a significant discount to its revised par amount because there remains a high risk of default which has not been reduced by the modification. The Group monitors credit risk of modified financial assets by evaluating qualitative and quantitative information, such as if the borrower is in past due status under the new terms.

On derecognition of a financial asset in its entirety, the difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain / loss allocated to it that had been recognised in OCI is recognised in consolidated statement of profit or loss.

Any cumulative gain / loss recognised in OCI in respect of equity investment securities designated as at FVOCI is not recognised in the consolidated statement of profit or loss on derecognition of such securities. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the Group is recognised as a separate asset or liability.

3.1.2 Financial liabilities

a) Classification

The Group classifies its financial liabilities in the following categories:

- i. Fair value through profit or loss; and
- ii. Amortised cost.

i. Financial liabilities at FVPL

Financial liabilities are classified as at FVPL when the financial liability is (i) held for trading, or (ii) it is designated as at FVPL. A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and is effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration that may be paid by an acquirer as part of a business combination may be designated as at FVPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.2 Financial liabilities (continued)

a) Classification (continued)

i. Financial liabilities at FVPL (continued)

Subsequent measurement

Financial liabilities at FVPL are stated at fair value, with any gains / losses arising on remeasurement recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain / loss recognised in consolidated statement of profit or loss incorporates any interest paid on the financial liability.

However, for non-derivative financial liabilities that are designated as at FVPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in OCI, unless the recognition of the effects of changes in the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in OCI are not subsequently reclassified to consolidated statement of profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

In making the determination of whether recognising changes in the liability's credit risk in OCI will create or enlarge an accounting mismatch in profit or loss, the Group assesses whether it expects that the effects of changes in the liability's credit risk will be offset in profit or loss by a change in the fair value of another financial instrument measured at FVPL. This determination is made at initial recognition.

Fair value is determined in the manner described in note 3.1 (b).

ii. Financial liabilities at amortised cost

Other financial liabilities, including deposits and borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The EIR is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

b) Modification of financial liabilities

The Group accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is materially different from the discounted present value of the remaining cash flows of the original financial liability.

In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability derecognised and consideration paid is recognised in the consolidated statement of profit or loss. Consideration paid includes non-financial assets transferred, if any, and the assumption of liabilities, including the new modified financial liability.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.1 Financial Instruments (continued)

3.1.2 Financial liabilities (continued)

b) Modification of financial liabilities

If the modification of a financial liability is not accounted for as derecognition, then the amortised cost of the liability is recalculated by discounting the modified cash flows at the original effective interest rate and the resulting gain or loss is recognised in the consolidated statement of profit or loss. For floating-rate financial liabilities, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification.

Any costs and fees incurred are recognised as an adjustment to the carrying amount of the liability and amortised over the remaining term of the modified financial liability by re-computing the effective interest rate on the instrument.

c) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the consolidated statement of profit or loss.

When the Group exchanges with the existing lender one debt instrument into another one with substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

3.1.3 Financial guarantee contracts and loan

Financial guarantees' are contracts that require the Group to make specified payments to reimburse the holder for a loss that it incurs because a specified debtor fails to make payment when it is due in accordance with the terms of a debt instrument.

'Loan commitments' are firm commitments to provide credit under pre-specified terms and conditions.

Financial guarantees issued or commitments to provide a loan at a below-market interest rate are initially measured at fair value. Subsequently, they are measured at the higher of the loss allowance determined in accordance with IFRS 9 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15. Other loan commitments issued are measured at the sum of (i) the loss allowance determined in accordance with IFRS 9 and (ii) the amount of any fees received, less, if the commitment is unlikely to result in a specific lending arrangement, the cumulative amount of income recognised. Derecognition policies are applied to loan commitments issued and held.

The Group has issued no loan commitments that are measured at FVPL.

Liabilities arising from financial guarantees and loan commitments are included within other liabilities.

3.2 Derivative financial instruments

a) Classification

The Group enters into derivative financial instruments including forwards, futures, swaps and options in the foreign exchange and capital markets. Derivative financial instruments, that do not qualify for hedge accounting are classified as "FVPL – financial assets held for trading" financial instruments.

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Notes to the Group consolidated financial statements

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.2 Derivative financial instruments (continued)

b) Initial and subsequent measurement

In the normal course of business, the fair value of a derivative on initial recognition is the transaction price. Subsequent to initial recognition, derivative financial instruments are stated at fair values. Fair values are generally obtained by reference to quoted market prices in active markets, or by using valuation techniques when an active market does not exist.

c) Gains and losses on subsequent measurement

The gains or losses from derivative financial instruments classified as FVPL are taken to the consolidated statement of profit or loss.

3.3 Hedging instruments

As part of its asset and liability management, the Group uses derivatives for hedging purpose.

When derivatives are designated as hedges, the Group classifies them as either:

- fair value hedges which hedge the change in the fair value of recognised assets or liabilities; or
- cash flow hedges which hedge the exposure to variability in highly probable future cash flows attributable to a recognised asset or liability or a forecast transaction.

Hedge accounting is applied to derivatives designated as hedging instruments in fair value or cash flow hedge provided certain criteria are met.

Hedge accounting

a) Hedge documentation

At the inception of the hedge, formal documentation of the hedge relationship must be established. The hedge documentation prepared at the inception of the hedge must include a description of the following:

- The Group's risk management objective and strategy for undertaking the hedge;
- The nature of risk being hedged;
- Clear identification of the hedged item and the hedging instrument; and
- How the Group will assess the effectiveness of the hedging relationship on an ongoing basis.

b) Hedge effectiveness testing

The hedge is regarded as highly effective if both of the following conditions are met:

- At the inception of the hedge and in subsequent periods, the hedge is expected to be highly effective in offsetting the changes in fair value or cash flows of the hedging instruments with corresponding changes in the hedged risk and should be reliably measurable; and
- The actual results of the hedge effectiveness testing are within a range of 80 to 125 percent.

In case of a cash flow hedge, prospective hedge effectiveness is assessed by matching the critical terms of hedging instruments and hedged items.

c) Fair value hedge

When a derivative is designated as the hedging instrument in a hedge relationship, changes in the fair value of the derivative are recognised immediately in profit or loss, together with changes in the fair value of the hedged item that are attributable to the hedged risk. The change in fair value of the hedged item attributable to the hedged risk is recognised in profit or loss. If the hedged item would otherwise be measured at cost or amortised cost, then its carrying amount is adjusted accordingly. If the hedging derivative expires or is sold, terminated or exercised, or the hedge no longer meets the criteria for fair value hedge accounting, or the hedge designation

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.3 Hedging instruments (continued)

Hedge accounting (continued)

c) Fair value hedge (continued)

is revoked, then hedge accounting is discontinued prospectively. Any adjustment up to the point of discontinuation to a hedged item for which the effective interest method is used is amortised to profit or loss as an adjustment to the recalculated effective interest rate of the item over its remaining life.

d) Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in OCI. Any gain or loss in fair value relating to an ineffective portion is recognised immediately in the consolidated statement of profit or loss.

e) Discontinuance of hedge accounting

The hedge accounting is discontinued when a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting. At that point of time, any cumulative gain or loss on the hedging instrument that has been recognised in OCI remains in OCI until the forecast transaction occurs. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in OCI is immediately transferred to the consolidated statement of profit or loss.

f) Hedges that do not qualify for hedge accounting

For hedges that do not qualify for hedge accounting, any gains or losses arising from changes in the fair value of the hedging instrument are taken directly to the consolidated statement of profit or loss for the year.

3.4 Loans and advances and Islamic financing

Loans and advances and Islamic financing are initially measured at fair value plus incremental direct transaction costs, and subsequently measured at their amortised cost using the effective interest method, except when the Group chooses to carry the loans and advances at FVPL.

In addition to conventional banking products, the Group offers its customers certain Islamic financing products, which are approved by Sharia Supervisory Board. Islamic financing consists of the following:

Murabaha

An agreement whereby the Group sells to a customer, commodity or asset (subject asset) on a deferred payment basis, which the Group has purchased and acquired, based on a promise received from the customer to buy the item purchased according to specific terms and conditions. The selling price comprises the cost of the subject asset and an agreed profit margin. Income is recognised on an accrual basis adjusted by actual income when received.

Ijara

Ijara refers to lease of the asset, which the Group (Lessor) constructs or purchases as per customer (Lessee) request based on the promise to lease the asset for a fixed term against certain rent installment. Ijara can end by transferring the ownership of the asset to the lessee in case of Ijara Muntahia Bittamleek.

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.4 Loans and advances and Islamic financing (continued)

The Ijara agreement specifies the leased asset, duration of the lease term, as well as, the basis for rental calculation and the timing of rental payment. The Lessee undertakes under this agreement to renew the lease periods and pay the relevant rental payment amounts as per the agreed schedule and applicable formula throughout the lease term.

The Lessor retains the ownership of the asset throughout the lease term. At the end of the lease term, upon fulfillment of all the obligations by the Lessee under the Ijara agreement, the Lessor will sell the leased asset to the Lessee at nominal value based on a sale undertaking given by the Lessor.

Ijara rentals accrue upon the commencement of the lease and continues throughout the lease term based on the outstanding fixed rental (which predominantly represent the cost of the leased asset).

3.5 Investment securities

The 'investment securities' caption in the consolidated statement of financial position includes:

- debt investment securities measured at amortised cost: these are initially measured at fair value plus incremental direct transaction costs, and subsequently at their amortised cost using the effective interest method;
- debt and equity investment securities measured at FVPL or designated as at FVPL : these are at fair value with changes recognised immediately in profit or loss;
- debt securities measured at FVOCI; and
- equity investment securities designated as FVOCI.

For debt securities measured at FVOCI, gains and losses are recognised in OCI, except for the following, which are recognised in profit or loss in the same manner as for financial assets measured at amortised cost.

- Interest revenue using the effective interest method;
- ECL and reversals; and
- Foreign exchange gains and losses.

When debt security measured at FVOCI is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss.

The Group elects to present in OCI changes in the fair value of certain investments in equity instruments that are not held for trading. The election is made on an instrument-by-instrument basis on initial recognition and is irrevocable.

Gains and losses on such equity instruments are never reclassified to profit or loss and no impairment is recognised in profit or loss. Dividends are recognised in profit or loss unless they clearly represent a recovery of part of the cost of the investment, in which case they are recognised in OCI. Cumulative gains and losses on equity instruments recognised in OCI are transferred to retained earnings on disposal of an investment.

3.6 Investment properties

The Group holds certain investment properties to earn rental income, for capital appreciation or both. The leased out or intended to lease out components have been classified as investment properties. Investment properties are measured initially at cost, including transaction costs. Effective 1 January 2023, the Group changed the accounting policy for Investment Properties from the cost model to the fair value model as the Group believes that this will make the financial results more reliable and relevant in relation to the value of the investment properties. The impact of this change was not considered material, with the net change being reflected prospectively in the current year's profit within other operating income. Gains or losses arising from changes in the fair values of investment properties are included in the consolidated income statement under 'Other operating income' in the year in which they arise.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.6 Investment properties (continued)

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are determined by comparing the proceeds from disposal with the carrying amount and are recognised in the consolidated statement of profit or loss under 'Other operating income' in the year of retirement or disposal.

3.7 Property and equipment

Property and equipment are stated at cost less accumulated depreciation and impairment losses except for granted land, which is stated at the market value at the date of grant.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of replacing an item of property and is recognised in the carrying value of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The day-to-day servicing expenses of property and equipment are recognised in the consolidated statement of profit or loss as incurred.

The gain or loss on disposal of an item of property and equipment is determined by comparing the proceeds from disposal with the carrying amount of the item of property and equipment. These are included in the consolidated statement of profit or loss.

Property and equipment is impaired if the carrying amount of the asset or its cash generating unit (CGU) exceed its recoverable amount. The impairment loss is recognised in the consolidated statement of profit or loss.

The cost of all property and equipment other than freehold land and capital work in progress is depreciated using the straight-line method over the following estimated useful lives:

Buildings	30 to 60 years
Leasehold improvements	5 to 10 years
Building renovations	7 years
Furniture and fixtures	7 years
Computer equipment	3 to 10 years
Computer software	7 years
Motor vehicles	5 years

Depreciation methods, useful lives and residual values are reassessed at each reporting date and prospectively adjusted if appropriate.

Capital work in progress is initially recorded at cost, and upon completion is transferred to the appropriate category of property and equipment and thereafter depreciated in accordance with the Group's policies.

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For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.8 Repurchase agreement

When the Group sells a financial asset and simultaneously enters into an agreement to repurchase the asset at a fixed price on a future date the agreement is accounted for as a term borrowing depending on period of the agreement, and the underlying asset continues to be recognised in the Group's consolidated financial statements.

3.9 Customer deposits and Islamic customer deposits

Customer deposits are initially recognised at fair value, being the fair value of the consideration received. After initial recognition, all deposits are subsequently measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any transaction costs that are directly attributable to the acquisition or receipt of customer deposit.

The Islamic customer deposits are received by entering into following kinds of agreements:

Mudaraba

An agreement between the Group and a third party whereby one party would provide a certain amount of funds (Rab ul Mal) which the other party (Mudarib) would then invest in a specific enterprise or activity against a specific share in the profit. The Mudarib would bear the loss in case of default, negligence or violation of any of the terms and conditions of the Mudaraba. In principle Mudaraba profit is distributed on declaration/distribution by the Mudarib.

Wakala

An agreement between Group and third party whereby one party (Muwakil) provides certain amount of funds which the other party (Wakil) would invest according to the terms and conditions of Wakala in return for a certain fee. The Wakil is obliged to return the invested amount in case of default, negligence or violation of any of the terms and conditions of the Wakala. The Wakil may be granted any excess over and above a certain pre-agreed rate of return as a performance incentive. In principle, Wakala profit is distributed on declaration/distribution by the Wakil.

Islamic customer deposits are initially measured at fair value plus transaction costs, and subsequently measured at their amortised cost using the effective profit method.

3.10 Employees' terminal benefits

The Group provides for employees' terminal benefit in accordance with the UAE labor law. The entitlement to these benefits is based upon the employees' length of service and completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment. With respect to its UAE national employees, the Group makes contributions to the relevant government pension scheme calculated as a percentage of the employees' salaries. The Group's obligations are limited to these contributions, which are expensed when due.

Defined contribution scheme

A defined contribution scheme is a post-employment benefit scheme under which an entity pays fixed contributions into a separate entity or to a government organisation and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in consolidated statement of profit or loss in the periods during which services are rendered by employees.

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Notes to the Group consolidated financial statements
For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.10 Employees' terminal benefits (continued)

Defined contribution scheme (continued)

Pension and national insurance contributions for eligible employees are made by the Group to Pensions and Benefits Fund in accordance with the applicable laws of country where such contributions are made.

Defined benefit scheme

A defined benefit scheme is a post-employment benefit scheme other than a defined contribution scheme. The liability recognised in the statement of financial position in respect of defined benefit gratuity schemes is the present value of the defined benefit obligation at the end of the reporting period together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated annually by independent actuaries using assumptions in line with the guidelines of IAS 19. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

The Group has determined that, in accordance with the terms and conditions of the defined benefit scheme, and in accordance with statutory requirements, the present value of refunds or reductions in future contributions, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. Net interest expense and other expenses related to defined benefit scheme are recognised in staff and other expenses in consolidated statement of profit or loss. When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately to profit or loss. The Group recognises gains and losses on the settlement of a defined benefit scheme when the settlement occurs.

The below are the key actuarial assumptions used to value the liabilities using weighted average rates.

	2023	2022
Discount Rate	4.15% per annum	4.30% per annum
Salary Increase Rate	2.00% per annum	1.15% per annum

3.11 Share capital

The Group classifies capital instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. Incremental costs directly attributable to the issue of an equity instrument are deducted from the initial measurement of the equity instruments.

3.12 Dividend on ordinary shares

Dividends payable on ordinary shares are recognised as a liability in the period in which they are approved by the Group's shareholders in the Annual General Meeting.

3.13 Offsetting

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when, and only when, the Group has a legally enforceable right to set off the recognised amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IFRSs, or of gains and losses arising from a group of similar transactions such as in the Group's trading activity.

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Notes to the Group consolidated financial statements

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3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.14 Revenue recognition

i. Interest income and expense

Interest income and expense for all interest bearing financial instruments except at FVPL, are presented in 'interest income' and 'interest expense' in the consolidated statement of profit or loss on an accrual basis using the effective interest rates of the financial assets or financial liabilities to which they relate. Interest income and expense for financial instruments at FVPL is recognised as 'Net gain from investments at fair value through profit or loss'.

Amortised cost and gross carrying amount

The 'amortised cost' of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance.

The 'gross carrying amount of a financial asset' is the amortised cost of a financial asset before adjusting for any expected credit loss allowance.

Calculation of interest income and expense

The effective interest rate of a financial asset or financial liability is calculated on initial recognition of a financial asset or a financial liability. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. The effective interest rate is revised as a result of periodic re-estimation of cash flows of floating rate instruments to reflect movements in market rates of interest. The effective interest rate is also revised for fair value hedge adjustments at the date amortisation of the hedge adjustment begins.

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

For financial assets that were credit-impaired on initial recognition, interest income is calculated by applying the credit-adjusted effective interest rate to the amortised cost of the asset. The calculation of interest income does not revert to a gross basis, even if the credit risk of the asset improves.

ii. Income from Islamic financing and distributions to depositors

Income from Islamic financing is recognised in the consolidated statement of profit or loss using the effective profit method.

The calculation of the effective profit rate includes all fees paid or received, transaction costs, and discounts or premiums that are an integral part of the effective profit rate. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset.

Distribution to depositors (Islamic products) is calculated according to the Group's standard procedures and is approved by the Group's Sharia Supervisory Board.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements
For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.14 Revenue recognition (continued)

iii. Fees and commission

Fee income, which is not an integral part of the effective interest rate of a financial instrument, is earned from a diverse range of services provided by the Group to its customers, and are accounted for in accordance with IFRS 15 'Revenue from Contracts with Customers'. Under the IFRS 15, fee income is measured by the Group based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a product or service to a customer.

A contract with a customer that results in a recognised financial instrument in the Group's financial statements may be partially in the scope of IFRS 9 and partially in the scope of IFRS 15. If this is the case, then the Group first applies IFRS 9 to separate and measure the part of the contract that is in the scope of IFRS 9 and then applies IFRS 15 to the residual.

Fee income is accounted for as follows:

- Personal and Corporate banking: Revenue from account service and servicing fees is recognised over time as the services are provided. Revenue related to transactions is recognised at the point in time when the transaction takes place.
- Investment banking service: Revenue from administrative agency services is recognized over time as the services are provided. The amounts to be collected from customers on 31 December are recognised as trade receivables. Revenue related to transactions is recognised at the point in time when the transaction takes place.

Fee income which forms an integral part of the effective interest rate of a financial instrument is recognised as an adjustment to the effective interest rate (for example, certain loan commitment fees) and recorded in 'Interest income'.

- **Asset management services**

The Group provides asset management services. Fees for asset management services are calculated based on a fixed percentage of the value of assets managed and deducted from the customer's account balance on a monthly basis.

- **Customer loyalty programme**

The Group operates a rewards programme which allows customers to accumulate points when they purchase products on the Group's credit cards. The points can then be redeemed for shopping rewards, cash back or air miles, subject to a minimum number of points being obtained. While some aspects of the programme are administered in-house, third party providers are used for certain other aspects of the programme.

In the case of the in-house administered aspects, the sale proceeds received are allocated between the products / services sold and the points issued. The proceeds allocated to the points are equal to their fair value. Fair value is determined by applying statistical techniques.

For aspects where third party providers are used, the consideration allocated to the awards credits collected on behalf of the third party are charged to the consolidated statement of profit or loss at the time of supplying the rewards.

iv. Property related income

Property related income includes rental income, which is recognised on a straight line basis over the term of the lease and is recorded under 'Other operating income' in the consolidated statement of profit or loss.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.14 Revenue recognition (continued)

v. Dividend income

Dividend income is recognised when the right to receive payment is established. The presentation of dividend income in the consolidated statement of profit or loss depends on the classification and measurement of the equity investment, i.e.:

- for equity instruments designated at FVOCI, dividend income is presented as Dividend Income; and
- for equity instruments at FVPL, dividend income is presented as 'Net gain from investments at FVPL' in the 'other operating income / (loss) line item'.

vi. Share of profit of an associate

Share of profit of an associate reflects the Group's share of the results of operations of the associate.

3.15 Foreign currencies

Foreign currency transactions are recorded at rates of exchange ruling at the value dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date, are translated at the foreign exchange rate ruling at spot date.

Non-monetary assets and liabilities denominated in foreign currencies, which are stated at historical cost, are translated at the foreign exchange rate ruling at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at the foreign exchange rates ruling at the dates that the fair values were determined.

Forward foreign exchange contracts are translated into AED at market rates of exchange ruling at the reporting date. Foreign exchange differences arising on translation are recognised in the consolidated statement of profit or loss.

Foreign currency differences arising on translation are generally recognized in the consolidated statement of profit or loss. However, foreign currency differences arising from the translation of qualifying cash flow hedges to the extent that the hedge is effective, are recognised in OCI.

3.16 Acceptances

Acceptances arise when the Group is under an obligation to make payments against documents drawn under letters of credit. Acceptances specify the amount of money, the date and the person to which the payment is due. After acceptance, the instrument becomes an unconditional liability (time draft) of the Group and is therefore recognised as a financial liability in the consolidated statement of financial position with a corresponding contractual right of reimbursement from the customer recognised as a financial asset.

Acceptances have been considered within the scope of IFRS 9 - Financial Instruments and continued to be recognised as a financial liability in the consolidated statement of financial position with a contractual right of reimbursement from the customer as a financial asset

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.17 Derivative product types

A derivative is a financial instrument whose value changes in response to an underlying variable, that requires little or no initial investment and that is settled at a future date. The Group enters into a variety of derivative financial instruments to manage the exposure to profit and foreign exchange rate risks, including unilateral promise to buy/sell currencies and interest rate swap.

Forwards

Forwards are contractual agreements to either buy or sell a specified currency, commodity or financial instrument at a specific price and date in the future. Forwards are customized contracts transacted in the over-the-counter market.

Swaps

Swaps are contractual agreements between two parties to exchange interest or foreign currency differentials based on a specific notional amount. For interest rate swaps, counterparties generally exchange fixed and floating rate interest payments based on a notional value in a single currency. For currency swaps, the underlying amounts are exchanged in different currencies.

Options

Options are contractual agreements that convey the right, but not the obligation, to either buy or sell a specific amount of a commodity or financial instrument at a fixed price, either at a fixed future date or at any time within a specified period.

i. Derivative related credit risk

Credit risk in respect of derivative financial instruments arises from the potential for a counterparty to default on its contractual obligations and is limited to the positive fair value of instruments that are favorable to the Group and potential future fluctuations.

ii. Derivatives held or issued for trading purposes

Most of the Group's derivative trading activities relate to sales and position coverage. Sales activities involve offering products to customers at competitive prices in order to enable them to transfer, modify or reduce current and expected risks.

Interest rate derivatives trading are conducted under Assets & Liabilities Committee (ALCO) approved limits.

Derivatives are initially recognised in the consolidated financial statements at cost being its fair value, for the premium received /paid. All derivatives are carried at their fair values as assets where the fair values are positive and as liabilities where the fair values are negative. Subsequent to initial recognition derivatives (held for trading) are measured at fair value with fair value changes recognised in the consolidated statement of profit or loss.

3.18 Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the net profit or loss attributable to ordinary shareholders of the Group (further adjusted for interest expense and transaction cost on Tier 1 capital notes) by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.19 Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, whose operating results are reviewed regularly by the Executive Committee to make decisions about resources allocated to the segment and assess its performance, and for which distinct financial information is available. Segment results that are reported to the Executive Committee include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

3.20 Related parties

An entity is considered related party of the Group if:

- a) A person or a close member of that person's family is related to the Group if that person:
 - i. has control or joint control of the Group;
 - ii. has significant influence over the Group; or
 - iii. is a member of the key management personnel of the Group.
- b) An entity is related to a Group if any of the following conditions applies:
 - i. The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - iii. Both entities are joint ventures of the same third party.
 - iv. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - v. The entity is controlled or jointly controlled by a person identified in (a).
 - vi. A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- c) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity.

Other than the transactions disclosed in note 33, the Group enters into transactions with other Government entities. In accordance with the exemption available in the revised IAS 24, these transactions with such related Government entities are not collectively or individually significant and have not been disclosed.

3.21 Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of their non-financial assets to determine whether there is any indication of an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in consolidated statement of profit or loss.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

3.21 Impairment of non-financial assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in consolidated statement of profit or loss.

3.22 Interest Rate Benchmark Reform

Interbank offered rates (“IBORs”), such as the London Interbank Offered Rate (“LIBOR”), played a critical role in global financial markets, serving as reference rates for derivatives, loans, and securities, and as parameters in the valuation of financial instruments. However, uncertainty surrounding the integrity of IBOR led regulators, central banks, and market participants to work towards a transition to alternative risk-free benchmark reference rates (“RFRs”).

After 31 December 2021, most market IBORs were phased out and replaced by certain Alternative Reference Rates (ARRs), with the exception of USD LIBOR, which was discontinued after 30 June 2023. The Group established a cross-functional IBOR committee to manage its transition to alternative rates. This committee successfully ran a project on the Group’s transition activities and engaged with various stakeholders to support an orderly transition and to mitigate the risks resulting from the transition.

The Group was successful in transitioning from the London Interbank Offered Rate (“LIBOR”) to the Secured Overnight Financing rate (“SOFR”) as the primary reference rate for our financial products and contracts. We had proactively communicated this change to all the affected customers in advance of the transition date, ensuring transparency and clarity throughout the process with the aim to facilitate a smooth transition for all parties involved. As a result of the collective efforts, we have effectively replaced LIBOR with SOFR as the reference rate for all the new contracts, agreements, and financial instruments. For all existing contracts referencing LIBOR, we had taken the necessary steps to amend and align them with the new reference rate.

This transition marks an important milestone in our commitment and aligning with the market best practices. The LIBOR Transition had no material impact on the financial statements.

4. USE OF ESTIMATE AND JUDGEMENT

The preparation of these Group consolidated financial statements requires management to make estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Such estimates are necessarily based on assumptions about several factors involving varying degrees of judgement and uncertainty and actual results may therefore differ, resulting in future changes in these estimates.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

4. USE OF ESTIMATE AND JUDGEMENT (CONTINUED)

Critical judgements in applying the Group's accounting policies

In particular, considerable management judgement is required in respect of the following issues:

4.1 Going concern

The Group's management has made an assessment of its ability to continue as going concern and is satisfied that it has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the consolidated financial statements continue to be prepared on the going concern basis.

4.2 Financial asset classification

Assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

4.3 Significant increase in credit risk

As explained in note 3.1.1 (e), ECL are measured as an allowance equal to 12-month ECL for Stage 1 assets, or lifetime ECL assets for Stage 2 or Stage 3 assets. An asset moves to Stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

4.4 Establishing groups of assets with similar credit risk characteristics

When ECLs are measured on a collective basis, the financial instruments are grouped on the basis of shared risk characteristics. Refer to note 3.1.1 (e) for details of the characteristics considered in this judgement. The Group monitors the appropriateness of the credit risk characteristics on an ongoing basis to assess whether they continue to be similar. This is required in order to ensure that should credit risk characteristics change there is appropriate re-segmentation of the assets. This may result in new portfolios being created or assets moving to an existing portfolio that better reflects the similar credit risk

characteristics of that group of assets. Re-segmentation of portfolios and movement between portfolios is more common when there is a significant increase in credit risk (or when that significant increase reverses) and so assets move from 12-month to lifetime ECLs, or vice versa, but it can also occur within portfolios that continue to be measured on the same basis of 12-month or lifetime ECLs but the amount of ECL changes because the credit risk of the portfolios differ.

4.5 Models and assumptions used

The Group uses various models and assumptions in measuring fair value of financial assets as well as in estimating ECL. Judgement is applied in identifying the most appropriate model for each type of asset, as well as for determining the assumptions used in these models, including assumptions that relate to key drivers of credit risk. See note 3.1.1 (e) for more details on ECL.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

4. USE OF ESTIMATE AND JUDGEMENT (CONTINUED)

4.6 Key sources of estimation uncertainty

The following are key estimations that have been used in the process of applying the Group's accounting policies:

- Establishing the number and relative weightings of forward-looking scenarios for each type of product / market and determining the forward looking information relevant to each scenario. When measuring ECL, the Group uses reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.
- Probability of default: PD constitutes a key input in measuring ECL. PD is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.
- Loss Given Default: LGD is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.
- Exposure at Default: EAD is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date.

4.7 Credit risk management

In addition to the management of credit risk described in Note 35 b. (i), the Group has identified several more vulnerable sectors to an environment with higher interest rates, and reviews are being conducted on a more frequent basis. Sectors that are currently considered more vulnerable are:

- | | |
|----------------------------------|--------------------------|
| • Contracting | • Commercial Real Estate |
| • Construction and Manufacturing | • Trade |

The Group continues to apply robust underwriting standards to companies in the above sectors, especially for any new to bank customers. Extra measures, such as requiring additional approvals for disbursements of facilities have been implemented to ensure a high level of scrutiny over the credit management process.

The Group will continue to demonstrate sound prudence and vigor in underwriting across the retail sector whilst supporting customers and businesses across the UAE.

The Group exercises significant judgement in assessing and estimating areas such as Expected Credit Losses. The Group has during the year updated the ECL model based on relevant macro-economic data provided by Moody's.

Governance around IFRS 9 ECL models and calculations

Given the significant impact that the macro-economic scenarios and weightings have on the Group's ECL, the Group has further strengthened its processes, controls and governance frameworks around macro-economic forecasting and the computation of ECL. The Group's IFRS 9 Committee, which reports to the Executive Management, has primary responsibility for overseeing the Group's ECL models. To ensure the ongoing integrity of ECL calculations during times of extreme uncertainty and volatility, the Group's IFRS 9 Committee exercises oversight by conducting regular reviews of the portfolio. The Committee has been closely monitoring the macro-economic inputs applied to the IFRS 9 model at the Group and has recommended changes required during the current year in the light of relevant information received. The Committee continually assesses the performance of the Group's portfolio, ensuring that credit risk behaviors align with the significant increase in credit risk policy and that the staging criteria remain relevant.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

4. USE OF ESTIMATE AND JUDGEMENT (CONTINUED)

4.8 Fair value measurement of financial instruments

The Group's existing policy on fair value measurement of financial instruments is disclosed in note 3.1 (b).

4.9 Investment properties

The Group's existing policy on the recognition and measurement of investment properties is disclosed in note 3.6.

The Group has changed its accounting policy from cost model to fair value model effective from 1 January 2023. The impact is not considered material, with the net gain amounting to AED 64.8 million being reflected in the current year's profit within other operating income.

4.10 Regulatory updates

The regulations which were issued by CBUAE to mitigate the repercussions of COVID 19 pandemic, which are still effective as at 31 December 2023 are detailed below:

- Reduction of the reserve requirements by half for CASA deposits for all banks, from 14% to 7%. As part of CBUAE exit strategy from the Targeted Economic Support Scheme (TESS), the new ratio is 11% effective from 12 April 2023.
- In order to relieve the pressure on financial institutions, the CBUAE, vide its official paper issued on 5 April 2020, had allowed banks to apply a prudential filter to IFRS 9 expected loss provisions. The prudential filter aims to minimize the effect of IFRS 9 provisions on regulatory capital, in view of the expected volatility due to the COVID-19 crisis. The filter allows Banks to partially add incremental ECL provisions back to their Tier 2 capital for the purpose of calculating capital adequacy ratios. Banks are however required to reverse this capital benefit in a gradual and phased manner over a period of 5 years (ending on 31 December 2024).

4.11 Concentration analysis:

Please refer to note 35-b (x), which discloses the sector categorization of assets as at 31 December 2023.

4.12 Corporate Tax

On December 9, 2022, the UAE Ministry of Finance released the Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (the Law) to enact a Federal corporate tax (CT) regime in the UAE. The CT regime will become effective for accounting periods beginning on or after 1 June 2023.

The Cabinet of Ministers Decision No.116/2022 effective from January 2023, has confirmed the threshold of income over which the 9% tax rate would apply, and the Law is considered to be substantively enacted. A rate of 9% will apply to taxable income exceeding AED 375,000, a rate of 0% will apply to taxable income not exceeding AED 375,000.

For the Group, current taxes shall be accounted for as appropriate in the financial statements for the period beginning 1 January 2024. In accordance with IAS 12 Income Taxes, the related deferred tax accounting impact has been considered for current period financial statements. The Group has assessed the deferred tax implications and, after considering its interpretations of applicable tax law, official pronouncements, cabinet decisions and ministerial decisions (especially with regard to transition rules), it has been concluded that it is not expected to be material.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

4. USE OF ESTIMATE AND JUDGEMENT (CONTINUED)

4.12 Corporate Tax (continued)

On 24 November 2023, the MOF published Federal Decree Law No. (60) of 2023, amending specific provisions of the CT Law to facilitate the future introduction of domestic minimum taxes under Organisation for Economic Cooperation and Development (OECD) Pillar 2 rules. The effective date of application of the new rules is not yet announced. The Group is UAE domiciled and is not expected to be captured within the Pillar 2 rules. We are closely monitoring legislative developments and will provide the necessary disclosures after further announcements are released.

4.13 Sanctions and Economic Updates

A variety of sanctions have been imposed on Russia in response to the conflict in Ukraine by a number of jurisdictions, which may be broadened in the foreseeable future to include further individuals, additional entities, and a wider range of goods and services than currently targeted.

The Group has assessed the exposure to this and confirms that there are no material exposures to these jurisdictions.

5. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS "IFRS"

5.1 Relevant new and revised IFRS applied with no material effect on the consolidated financial statements

The following new and revised IFRS have been adopted in the Group consolidated financial statements. The application of these new and revised IFRS has not had any material impact on the amounts reported for the current and prior periods.

	Effective for annual periods beginning on or after
a Amendments to IAS 8 Accounting policies, Changes in accounting estimates and errors	1 January 2023
b Amendment to IFRS 17 Insurance contracts	1 January 2023
c Amendment to IAS 1 and IFRS Practice Statement 2 relating to disclosure of Accounting Policies	1 January 2023
d Deferred Tax related to Assets and liabilities arising from a Single Transaction – Amendment to IAS 12	1 January 2023

Other than the above, there are no other significant IFRSs and amendments that were effective for the first time for the financial year beginning on 1 January 2023.

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For the year ended 31 December 2023

5. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS "IFRS" (CONTINUED)

5.2 Relevant new and revised IFRS issued but not yet effective

The Group has not applied the following new and revised IFRS, amendments and interpretations that have been issued but not yet effective:

	Effective for annual periods beginning on or after
a Classification of Liabilities as Current or Non-Current Liabilities with Covenants (Amendments to IAS 1).	1 January 2024
b Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7).	1 January 2024
c Lack of Exchangeability (Amendment to IAS 21).	1 January 2025
d Lease Liability in a Sale and Leaseback (Amendments to IFRS 16).	1 January 2024

Management anticipates that these IFRS and amendments will be adopted in the consolidated financial statements in the initial period when they become mandatorily effective. The impact of these standards and amendments is currently being assessed by the management.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

6. FINANCIAL ASSETS AND LIABILITIES

6.1 Financial assets and liabilities classification

The table below sets out the Group's financial assets and liabilities classification in accordance with the categories of financial instruments in IFRS 9:

	Fair value through profit or loss AED'000	Fair value through OCI AED'000	Amortised cost AED'000	Total carrying amount AED'000
31 December 2023				
Cash and balances with Central Bank	-	-	15,009,602	15,009,602
Due from banks, net	-	-	3,772,709	3,772,709
Loans and advances and Islamic financing, net	-	-	83,313,306	83,313,306
Investment securities, net	161,717	6,751,376	8,185,636	15,098,729
Bankers acceptances	-	-	7,931,518	7,931,518
Positive mark to market value of derivatives	697,872	-	-	697,872
Other assets, net	-	-	865,074	865,074
Total financial assets	859,589	6,751,376	119,077,845	126,688,810
Due to banks	-	-	7,833,389	7,833,389
Customer deposits and Islamic customer deposits	-	-	88,287,145	88,287,145
Notes and medium term borrowings	-	-	5,705,456	5,705,456
Due for trade acceptances	-	-	7,931,518	7,931,518
Negative mark to market value of derivatives	634,707	-	-	634,707
Other liabilities	-	-	2,771,695	2,771,695
Total financial liabilities	634,707	-	112,529,203	113,163,910
31 December 2022				
Cash and balances with Central Bank	-	-	15,760,429	15,760,429
Due from banks, net	-	-	3,766,507	3,766,507
Loans and advances and Islamic financing, net	-	-	74,720,117	74,720,117
Investment securities, net	247,170	6,445,009	2,117,913	8,810,092
Bankers acceptances	-	-	8,570,044	8,570,044
Positive mark to market value of derivatives	1,024,009	-	-	1,024,009
Other assets, net	-	-	710,010	710,010
Total financial assets	1,271,179	6,445,009	105,645,020	113,361,208
Due to banks	-	-	7,838,704	7,838,704
Customer deposits and Islamic customer deposits	-	-	81,074,379	81,074,379
Notes and medium term borrowings	-	-	2,034,019	2,034,019
Due for trade acceptances	-	-	8,570,044	8,570,044
Negative mark to market value of derivatives	923,911	-	-	923,911
Other liabilities	-	-	1,814,746	1,814,746
Total financial liabilities	923,911	-	101,331,892	102,255,803

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

6. FINANCIAL ASSETS AND LIABILITIES (CONTINUED)

6.2 Fair value measurement – Fair value hierarchy:

The table below shows categorization of fair value of financial assets and liabilities into different levels of the fair value hierarchy:

	Level 1	Level 2	Level 3	Total fair value
31 December 2023	AED'000	AED'000	AED'000	AED'000
Investments				
Equity instruments and funds	52,991	115,797	164,792	333,580
Fixed and floating rate securities	5,649,712	929,801	-	6,579,513
Positive market value of forward foreign exchange contracts and other derivatives				
Fair value through profit or loss	-	697,650	-	697,650
Held for fair value hedge	-	222	-	222
Negative market value of forward foreign exchange contracts and other derivatives				
Fair value through profit or loss	-	(631,473)	-	(631,473)
Held for fair value hedge	-	(3,234)	-	(3,234)
	5,702,703	1,108,763	164,792	6,976,258
31 December 2022				
Investments				
Equity instruments and funds	60,072	117,752	264,115	441,939
Fixed and floating rate securities	5,136,500	1,113,740	-	6,250,240
Positive market value of forward foreign exchange contracts and other derivatives				
Fair value through profit or loss	-	1,009,598	-	1,009,598
Held for fair value hedge	-	14,411	-	14,411
Negative market value of forward foreign exchange contracts and other derivatives				
Fair value through profit or loss	-	(918,580)	-	(918,580)
Held for fair value hedge	-	(5,331)	-	(5,331)
	5,196,572	1,331,590	264,115	6,792,277

The following table shows a reconciliation of instruments measured at fair value (assets) and classified at level 3:

	2023	2022
	AED'000	AED'000
Balance at the beginning of year	264,115	281,389
Additions	1,956	6,454
Settlement and other adjustments	(101,279)	(23,728)
Balance as at end of year	164,792	264,115

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

6. FINANCIAL ASSETS AND LIABILITIES (CONTINUED)

6.2 Fair value measurement – Fair value hierarchy (continued):

The Level 3 financial instruments include private equity investments, and their valuations are based on the last net asset published by the fund manager. The sensitivity of the effect as a result of a change in the fair value of equity instruments under level 3, due to reasonable possible change in equity indices, with all other variables held constant, is as follows:

	Assumed level of change %	2023 Impact on change in fair value AED'000	2022 Impact on change in fair value AED'000
Upward Shift	5%	8,240	13,206
Downward Shift	5%	(8,240)	(13,206)

The carrying values of the financial assets and liabilities (that are not stated at fair value) are not significantly different from their fair values.

During the year there were no transfers between Level 1, Level 2 and Level 3 of the fair value hierarchy above. Further, there has been no change in the valuation techniques in relation to valuation of financial instruments during the current or prior year.

6.3 Fair value measurement – Hedges

The Group has hedged the fair value of certain fixed rate financial instruments. The combined net negative fair value of hedged components are AED 3.0 million (2022: net positive AED 9.08 million) with a combined notional amount of AED 203.8 million (2022: AED 2,777.1 million). The Group has no cash flow hedges as at the accounting date. Refer to note 31 for details.

7. CASH AND BALANCES WITH CENTRAL BANK

	2023 AED'000	2022 AED'000
Cash on hand	841,965	830,692
Balances with Central Bank of the UAE (“CBUAE”)		
- Statutory reserves and other deposits	12,567,637	13,529,737
- Negotiable certificates of deposit	1,600,000	1,400,000
	15,009,602	15,760,429

Effective 28 October 2020, the CBUAE introduced new regulations regarding reserve requirements for deposit-taking licensed financial institutions. Under the new regulation, deposit-taking licensed institutions are allowed to draw on their reserve balances held in the CBUAE on any day up to 100% for daily settlement purposes or to deal with any swings on overnight money market rates, while ensuring that the daily average requirements over a 14-day reserve maintenance period is met. The level of reserves required changes periodically in accordance with business requirements and the directives of Central Bank of the UAE.

Cash and balances with Central Bank is classified under stage 1 as per IFRS 9. However, as the counterparty holds a good credit rating, the probability of default is considered to be low and hence the expected credit loss is considered to be immaterial.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

8. DUE FROM BANKS, NET

	2023	2022
	AED'000	AED'000
Current and demand deposits	1,421,606	2,800,919
Overnight, call and short notice	285,708	480,453
Loans to banks	2,067,139	486,308
Gross due from banks	3,774,453	3,767,680
Less: Expected credit losses	(1,744)	(1,173)
Net due from banks	3,772,709	3,766,507
Within the UAE	31,963	77,545
Outside the UAE	3,740,746	3,688,962
	3,772,709	3,766,507

Due from banks is classified under stage 1 as per IFRS 9.

9. LOANS AND ADVANCES AND ISLAMIC FINANCING, NET

The composition of the loans and advances and Islamic financing portfolio is as follows:

<u>At Amortised Cost</u>	2023	2022
Loans and advances	AED'000	AED'000
Overdrafts	6,762,575	7,217,838
Loans	62,503,108	54,547,369
Advances against letters of credit and trust receipts	3,676,238	2,593,738
Bills discounted	3,426,645	3,454,296
Gross loans and advances	76,368,566	67,813,241
Islamic financing		
Murabaha and Tawaruq	5,052,626	4,793,285
Ijara	6,717,064	6,299,758
Others	735,808	713,454
Gross Islamic financing	12,505,498	11,806,497
Gross loans and advances and Islamic financing	88,874,064	79,619,738
Less: Expected credit losses	(5,560,758)	(4,899,621)
Net loans and advances and Islamic financing	83,313,306	74,720,117

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9. LOANS AND ADVANCES AND ISLAMIC FINANCING, NET (CONTINUED)

An analysis of changes in the gross carrying amount and the corresponding ECL allowances is as follows:

	Stage 1 AED'000	Stage 2 AED'000	Stage 3 AED'000	Total AED'000
Gross exposure at 1 January 2023	66,198,778	7,342,083	6,078,877	79,619,738
Net transfers between stages	(4,267,185)	2,858,984	1,408,201	-
Net additions / (repayments)	11,901,009	(1,875,311)	125,141	10,150,839
Amounts written off	-	-	(896,513)	(896,513)
At 31 December 2023	73,832,602	8,325,756	6,715,706	88,874,064
ECL allowance at 1 January 2023	472,031	683,245	3,744,345	4,899,621
Net transfers between stages	(43,683)	(104,507)	148,190	-
Net impairment charge	7,544	155,736	1,445,758	1,609,038
Recoveries	-	-	(51,388)	(51,388)
Amounts written off	-	-	(896,513)	(896,513)
At 31 December 2023	435,892	734,474	4,390,392	5,560,758
	Stage 1 AED'000	Stage 2 AED'000	Stage 3 AED'000	Total AED'000
Gross exposure at 1 January 2022	67,128,686	7,234,414	6,102,103	80,465,203
Net transfers between stages	(2,200,170)	1,412,228	787,942	-
Net additions / (repayments)	1,270,262	(1,304,559)	(565,641)	(599,938)
Amounts written off	-	-	(245,527)	(245,527)
At 31 December 2022	66,198,778	7,342,083	6,078,877	79,619,738
ECL allowance at 1 January 2022	581,244	658,186	2,722,950	3,962,380
Net transfers between stages	(29,986)	(23,094)	53,080	-
Net (reversals) / impairment charge	(79,227)	48,153	1,321,736	1,290,662
Recoveries	-	-	(107,894)	(107,894)
Amounts written off	-	-	(245,527)	(245,527)
At 31 December 2022	472,031	683,245	3,744,345	4,899,621

The net impairment charge is inclusive of interest in suspense.

The economic sector composition of the loans and advances and Islamic financing is set out in note 35 (b).

The Group has hedged the fair value of certain fixed rate loans and advances and Islamic financing. The carrying value of these loans and advances and Islamic financing is AED 18.5 million (2022: AED 30.8 million). Net negative fair value of the hedged component is AED 0.2 million (2022: net negative fair value of AED 0.4 million).

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10. INVESTMENT SECURITIES, NET

	UAE AED'000	GCC AED'000	International AED'000	Total AED'000
31 December 2023				
Held at fair value through profit or loss				
Unquoted equity instruments	-	-	161,717	161,717
Held at fair value through other comprehensive income				
Quoted equity instruments	52,991	-	-	52,991
Unquoted equity instruments and fund	115,797	-	3,075	118,872
Fixed rate securities				
- Government	1,990,419	556,096	913,534	3,460,049
- Others	835,082	304,195	1,814,691	2,953,968
Floating rate non-government securities	128,781	-	36,715	165,496
Held at amortised cost				
Fixed rate securities				
- Government	6,087,820	552,119	552,381	7,192,320
- Others	244,903	36,077	712,464	993,444
Floating rate non-government securities	-	-	-	-
	9,455,793	1,448,487	4,194,577	15,098,857
Less: Expected credit losses on amortised cost securities				(128)
				15,098,729
31 December 2022				
Held at fair value through profit or loss				
Unquoted equity instruments	1,837	-	245,333	247,170
Held at fair value through other comprehensive income				
Quoted equity instruments	60,072	-	-	60,072
Unquoted equity instruments and fund	117,753	-	16,944	134,697
Fixed rate securities				
- Government	1,907,173	582,880	816,680	3,306,733
- Others	728,610	297,066	1,736,488	2,762,164
Floating rate non-government securities	146,185	-	35,158	181,343
Held at amortised cost				
Fixed rate securities				
- Government	1,599,505	124,363	109,939	1,833,807
- Others	73,099	-	165,026	238,125
Floating rate non-government securities	-	45,998	-	45,998
	4,634,234	1,050,307	3,125,568	8,810,109
Less: Expected credit losses on amortised cost securities				(17)
				8,810,092

Included in fixed and floating rate securities held at fair value through other comprehensive income and at amortised cost securities is an amount of AED 5.3 billion (31 December 2022: AED 3.3 billion), pledged under repurchase agreements with banks under short term and medium-term borrowings.

Net gains from sale of debt investments at fair value through other comprehensive income amounted to AED 0.7 million (2022: AED 0.4 million).

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10. INVESTMENT SECURITIES, NET (CONTINUED)

10.1 Rating of fixed and floating rate securities

The below table shows the rating of fixed and floating rate securities:

	2023	2022
	AED'000	AED'000
Rated Aaa to Aa3	4,513,108	2,966,742
Rated A1 to A3	3,366,470	2,610,813
Rated Baa1 to Baa3	786,447	649,789
Rated below Baa3 or Unrated - Government	6,099,252	2,038,643
Rated below Baa3 - others	-	102,183
	14,765,277	8,368,170

The above represents approved ratings from External Credit Assessment Institutions (ECAIs) as per BASEL III guidelines.

11. INVESTMENT IN AN ASSOCIATE

Equity accounting was applied using management information available at the date of reporting.

The following is the aggregated financial information of the associate:

	2023	2022
	AED'000	AED'000
At 1 January	92,916	95,051
Share of profit of an associate	16,803	8,583
Dividends received	(6,653)	(7,984)
Share of Directors' remuneration of an associate	(866)	(909)
Change in fair value reserve of an associate	190	(1,825)
At 31 December	102,390	92,916

	2023	2022
	AED'000	AED'000
Statement of financial position		
Assets	1,339,702	1,531,428
Liabilities	783,586	1,007,959
Net assets	556,116	523,469
Statement of comprehensive income		
Revenue	71,245	62,773
Net profit	62,186	51,551

12. INVESTMENT PROPERTIES

Investment properties comprise buildings. Rental income amounting to AED 15.4 million (2022: AED 15.0 million) from investment properties leased under operating lease is recorded in other operating income.

The fair value of the investment property amounted to AED 246.1 million (2022: AED 256.2 million). All of the investment properties have been categorised as Level 3 fair value measurements.

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13. PROPERTY AND EQUIPMENT

Cost	Freehold land and buildings AED'000	Leasehold improvements AED'000	Furniture, equipment & vehicles AED'000	Capital work in progress (CWIP) AED'000	Total AED'000
At 1 January 2023	287,206	39,413	495,278	63,573	885,470
Additions during the year	-	204	812	121,809	122,825
Transfers	2,955	596	95,705	(100,511)	(1,255)
Disposals / write off	-	-	(3,003)	-	(3,003)
At 31 December 2023	290,161	40,213	588,792	84,871	1,004,037

Accumulated Depreciation

At 1 January 2023	138,757	29,906	362,556	-	531,219
Transfers	-	-	-	-	-
Charge for the year	2,574	1,741	39,333	-	43,648
On disposals	-	-	(2,673)	-	(2,673)
At 31 December 2023	141,331	31,647	399,216	-	572,194

Net book value at 31 December 2023	148,830	8,566	189,576	84,871	431,843
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Cost	Freehold land and buildings AED'000	Leasehold improvements AED'000	Furniture, equipment & vehicles AED'000	Capital work in progress (CWIP) AED'000	Total AED'000
At 1 January 2022	287,129	42,652	508,005	43,173	880,959
Additions during the year	-	-	122	77,355	77,477
Transfers	77	3,042	53,913	(56,955)	77
Disposals / write off	-	(6,281)	(66,762)	-	(73,043)
At 31 December 2022	287,206	39,413	495,278	63,573	885,470

Accumulated Depreciation

At 1 January 2022	136,062	34,569	400,903	-	571,534
Transfers	77	-	-	-	77
Charge for the year	2,618	1,611	25,901	-	30,130
On disposals	-	(6,274)	(64,248)	-	(70,522)
At 31 December 2022	138,757	29,906	362,556	-	531,219

Net book value at 31 December 2022	148,449	9,507	132,722	63,573	354,251
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The Group assessed whether there is an indication that an asset may be impaired and concluded that there was no indication of impairment.

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

14. OTHER ASSETS, NET

	2023	2022
	AED'000	AED'000
Interest receivable	750,601	516,006
Accounts receivable and prepayments	278,171	231,176
Properties acquired in settlement of debt-held for sale, net	1,354,700	2,155,312
	2,383,472	2,902,494

As at 31 December 2023, AED 729.3 million (2022: AED 777.9 million) are classified under stage 1 and AED 102.5 million (2022: AED 82.2 million) are under stage 2.

Properties acquired in settlement of debt were acquired in order to extinguish a loan. During the year provision of AED 146.8 million (2022: AED 38.6 million) was charged on property acquired in settlement of debt.

15. DUE TO BANKS

	2023	2022
	AED'000	AED'000
Current and demand deposits	980,425	289,037
Term borrowings	6,852,964	7,549,667
	7,833,389	7,838,704

16. CUSTOMER DEPOSITS AND ISLAMIC CUSTOMER DEPOSITS

	2023	2022
	AED'000	AED'000
Customer deposits		
Current and demand accounts	36,356,851	30,329,265
Savings accounts	3,476,115	4,019,908
Time deposits	34,095,987	35,044,252
	73,928,953	69,393,425
Islamic customer deposits		
Current and demand accounts	3,359,229	3,494,609
Mudaraba savings accounts	589,916	551,217
Investment and Wakala deposits	10,409,047	7,635,128
	14,358,192	11,680,954
Total customer deposits and Islamic customer deposits	88,287,145	81,074,379

	2023	2022
	AED'000	AED'000
By sector:		
Government	15,793,582	14,605,181
Corporate	39,140,743	35,009,222
Personal	33,352,820	31,459,976
	88,287,145	81,074,379

The Group maintains an investment risk reserve, which represents a portion of the depositors' share of profits set aside as a reserve for AED 6.7 million (2022: AED Nil).

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17. NOTES AND MEDIUM TERM BORROWINGS

		31 December 2022 AED'000	Cash flow Changes AED'000	Non cash flow Changes AED'000	31 December 2023 AED'000
Syndicated loan	17.1	622,823	-	970	623,793
Repurchase agreements - I	17.2	-	-	-	-
Repurchase agreements - III	17.2	1,135,721	-	-	1,135,721
Repurchase agreements - IV	17.2	-	917,459	-	917,459
Repurchase agreements - V	17.2	-	916,508	-	916,508
Medium term notes	17.3	275,475	1,836,500	-	2,111,975
Total		2,034,019	3,670,467	970	5,705,456

		31 December 2021 AED'000	Cash flow Changes AED'000	Non cash flow Changes AED'000	31 December 2022 AED'000
Syndicated loan	17.1	621,852	-	971	622,823
Repurchase agreements - I	17.2	551,442	(551,442)	-	-
Repurchase agreements - III	17.2	1,135,721	-	-	1,135,721
Medium term notes	17.3	275,475	-	-	275,475
Total		2,584,490	(551,442)	971	2,034,019

17.1 Syndicated loan

In August 2019, the Group entered into a club deal of USD 170 million (AED 624.4 million) priced at 6 month LIBOR plus 135 bps, the transaction is now transitioned to daily compounding SOFR + 135 bps + 42.868 bps (Credit Adjustment Spread) for a term of 5 years with an option to roll over on a semi-annual basis maturing in August 2024.

17.2 Repurchase agreements

The Group entered into multiple repurchase agreement transactions to obtain financing against the sale of certain debt securities. The repurchase agreement transactions details are as follows:

	Purchase date	Maturity date	Price	Amount in USD (millions)	Amount in AED (millions)
Repurchase agreements - I	July 2012	July 2022	3-month LIBOR plus 150 bps	150.1	551.4
Repurchase agreements - III	June 2021	June 2026	SOFR plus 106 bps	309.2	1,135.7
Repurchase agreements - IV	April 2023	April 2026	SOFR plus 90 bps	249.8	917.5
Repurchase agreements - V	April 2023	April 2028	SOFR plus 99 bps	249.5	916.5

As at 31 December 2023 the fair value of the debt securities, which have been pledged under these repurchase agreements with banks, amounts to AED 3,768.4 million (USD 1,026.0 million) (31 December 2022: AED 1,265.1 million (USD 344.4 million)).

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17. NOTES AND MEDIUM TERM BORROWINGS (CONTINUED)

17.3 Medium term notes

In July 2021, CBD issued USD 50 million (AED 183.7 million) of conventional notes. These notes were priced at 3 month LIBOR plus 130 bps floating rate and had transitioned to CME TERM SOFR +130 bps + Credit Adjustment spread for the first period and further to daily compounded SOFR + 130 bps + 26.161 bps (Credit Adjustment Spread) and will mature on 8 July 2026.

In September 2021, CBD issued USD 25 million (AED 91.8 million) of conventional notes. These notes were priced at 3 month LIBOR plus 130 bps floating rate and had transitioned to daily compounded SOFR + 130 bps + 26.161 bps (Credit Adjustment Spread) and will mature on 15 September 2026.

In June 2023, CBD issued USD 500 million (AED 1.8 billion) of senior unsecured conventional green notes. These notes were priced at 5.319% fixed rate and will mature on 14 June 2028.

18. OTHER LIABILITIES

	2023 AED'000	2022 AED'000
Accrued interest payable	1,015,482	498,602
Employees' terminal benefits	48,522	53,885
Accounts payable	692,922	437,305
Accrued expenses	244,791	182,260
Manager cheques	565,117	530,398
Unearned fee income and deferred credits	42,224	48,578
Impairment allowance on financial guarantees and loans commitments	204,861	112,296
	2,813,919	1,863,324

Based on the actuarial computation of employees' terminal benefits, the obligation under the defined benefit scheme is AED 48.5 million (2022: AED 53.9 million). The actuarial loss for the year ended 31 December 2023 amounting to AED 1.6 million loss (2022: AED 3.9 million loss) has been recognized directly in other comprehensive income under Actuarial loss on retirement benefits obligations.

The table below shows the movement in the employees' terminal benefits:

	2023 AED'000	2022 AED'000
Balances as at 1 January	53,885	54,190
Expense during the year	9,987	6,461
Actuarial loss in other comprehensive income	1,623	3,889
Benefits paid and adjustments during the year	(16,973)	(10,655)
Balances as at 31 December	48,522	53,885

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19. EQUITY

19.1 Share capital

The fully paid up and authorised ordinary share capital as at 31 December 2023 comprised 2,985,191,949 ordinary shares of AED 1 each (31 December 2022: 2,802,733,968 shares of AED 1 each). The movement in the number of shares during the year is as follows:

	2023	2022
As at the beginning of the year	2,802,733,968	2,802,733,968
Bonus shares issued during the year	182,457,981	-
At the end of the year	2,985,191,949	2,802,733,968

19.2 Tier 1 capital notes

The Group had issued USD 600 million (AED 2,203.8 million) of Tier 1 Capital Securities at a price of 6% per annum on 21 October 2020. The notes are non-callable for 6 years and are listed on Euronext Dublin and Nasdaq Dubai.

The notes are perpetual, subordinated and unsecured. The Group can elect not to pay a coupon at its own discretion. Note holders will not have a right to claim the coupon and such event will not be considered an event of default.

The accounting treatment for the securities is governed by IAS 32 Financial Instruments Presentation. As per IAS 32, the instrument qualifies as an equity instrument and the interest paid on the securities is accounted for as a deduction from retained earnings. The accounting treatment for issuing securities transaction costs are accounted for as a deduction from equity. These are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

19.3 Legal and statutory reserve

The Group's Article of Association in compliance with the Decretal Federal Law No. (14) of 2018 require a minimum of 10% of annual net profit to be transferred to non-distributable legal and statutory reserve, until such time as this reserve equals 50% of share capital. During the year AED 91.1 million was transferred to legal and statutory reserve (2022: AED Nil) to meet the minimum legal and statutory reserve requirement. The legal and statutory reserve is not available for distribution except under the circumstances stipulated by the relevant laws.

19.4 General reserve

The Group's Articles of Association adopted by the General Assembly of Shareholders in its meeting held on 26 June 2016 deleted the requirement for the general reserve. Therefore, there is no requirement to transfer 10% of the annual net profit to the general reserve. The previous Group's Articles of Association, required a minimum of 10% of the annual net profit to be transferred to general reserve until such time as this reserve equals 50% of share capital. The disposition of the general reserve shall be in accordance with a resolution made by the Board of Directors.

19.5 Capital reserve

This reserve represents the inaugural value of land at the CBD head office. The reserve is available for distribution to the shareholders.

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19. EQUITY (CONTINUED)

19.6 Fair value reserve

This represents the net change in the fair values of OCI investments, derivative instruments designated as cash flow hedge instruments held by the Group at reporting date and actuarial changes on retirement benefits obligations. This reserve is not available for distribution to the shareholders until realised.

The reserve includes property impairment reserves amounting to AED 12.7 million (2022: Nil).

19.7 Proposed distribution

i) Proposed cash dividend

As of the date of approving the consolidated financial statements, the Board of Directors' proposed a cash dividend of AED 0.4438 per share for the year (2022: AED 0.2605 per share).

ii) Proposed bonus share issue

No bonus share capital issuance is proposed (2022: 6.51%).

20. INTEREST INCOME AND INCOME FROM ISLAMIC FINANCING

	2023 AED'000	2022 AED'000
Interest income		
Loans and advances	4,860,387	2,959,562
Negotiable certificates of deposit and other deposits with the Central Bank	508,187	168,483
Due from banks	47,168	14,031
Investment securities		
- Debt securities at FVOCI	171,727	133,475
- Debt securities at amortised cost	313,784	35,893
	5,901,253	3,311,444
Income from Islamic financing		
Murabaha and Tawaruq	333,127	162,537
Ijara	429,189	309,075
	762,316	471,612
Total interest income and income from Islamic financing	6,663,569	3,783,056

Interest income is recognised using the effective interest rate.

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21. INTEREST EXPENSE AND DISTRIBUTION ON ISLAMIC DEPOSITS

	2023	2022
	AED'000	AED'000
Interest expense		
Due to banks	171,461	80,995
Customer deposits	1,966,323	680,422
Notes and medium term borrowings	491,675	148,540
	2,629,459	909,957
Distribution on Islamic deposits		
Islamic customer deposits	464,421	197,226
	464,421	197,226
Total interest expense and distribution on Islamic deposits	3,093,880	1,107,183

Distribution on Islamic deposits represents the share of income allocated to Islamic depositors of the Group. The allocation and distribution are approved by the Group's Internal Sharia Supervision Committee (ISSC).

22. NET FEES AND COMMISSION INCOME

	2023	2022
	AED'000	AED'000
Lending activities	368,349	299,312
Trade finance activities	212,794	206,373
Account operating activities	365,675	309,984
Cards income and brokerage fees	282,270	273,488
	1,229,088	1,089,157
Cards, commissions and brokerage expenses	(294,438)	(333,539)
	934,650	755,618

23. OTHER OPERATING INCOME / (LOSS)

	2023	2022
	AED'000	AED'000
Net gain from foreign exchange and derivatives	312,442	314,338
Net gain from investments at fair value through profit or loss	377	1,249
Net gain from sale of debt investments at fair value through other comprehensive income	705	398
Dividend income	9,758	6,261
Other income, net	93,503	49,902
	416,785	372,148

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24. OPERATING EXPENSES

	2023	2022
	AED'000	AED'000
Depreciation and amortisation	49,409	35,768
General and administrative expenses	456,127	374,520
Staff expenses	722,313	586,317
	1,227,849	996,605

The social contributions (including donations and charity) made during the year amount to AED 2.9 million (2022: AED 3.2 million)

25. NET IMPAIRMENT LOSS

	2023	2022
	AED'000	AED'000
Net impairment charge / (reversal) on		
Due from banks	571	(884)
Investment securities	810	100
Loans and advances and Islamic financing	1,000,388	1,025,480
Other assets	147,721	56,155
Impairment allowance on financial guarantees and loans commitments	92,565	50,859
Recoveries of loans and advances and Islamic financing	(182,043)	(141,112)
Net impairment loss for the year	1,060,012	990,598

26. LEASE COMMITMENTS

Group as lessee

Operating expenses include expenses related to the leases of the Group amounting to AED 11.0 million (2022: AED 10.2 million). Future minimum lease payments under non-cancellable leases as at 31 December are, as follows:

	2023	2022
	AED'000	AED'000
Less than 1 year	7,473	4,400
From 1 year to 5 years	3,554	3,380
	11,027	7,780

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27. BASIC AND DILUTED EARNINGS PER SHARE

Basic earnings per share have been computed using the net profit (further adjusted for interest expense and transaction cost on Tier 1 capital notes) divided by the weighted average number of ordinary shares outstanding 2,985,191,949 (31 December 2022: 2,985,191,949 after adjustment of bonus shares).

	2023	2022
	AED'000	AED'000
Net profit for the year	2,650,066	1,825,019
Deduct : Interest on Tier 1 capital notes	(132,228)	(132,228)
Deduct : Tier 1 capital notes transaction cost	-	-
Adjusted net profit for the year	2,517,838	1,692,791
Weighted average number of ordinary shares ('000)	2,985,192	2,985,192
Adjusted earnings per share (AED)	0.84	0.57

The weighted average number of shares for 31 December 2023 and 31 December 2022 are adjusted with the issuance of bonus shares issued during the period (note 19.1)

Diluted earnings per share for the year ended 31 December 2023 and 31 December 2022 are equivalent to basic earnings per share as Group has not issued any financial instruments that should be taken into consideration as it would impact earnings per share when executed.

28. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in these Group consolidated statement of cash flows comprise the following consolidated statement of financial position amounts. The Group has reclassified cash and cash equivalents for the comparative year.

	2023	2022
	AED'000	AED'000
Cash on hand	841,965	830,692
Statutory reserves and other deposits	12,567,637	13,529,737
Negotiable certificates of deposit with Central Bank of the UAE	1,600,000	1,400,000
Due from banks	3,774,453	3,767,680
	18,784,055	19,528,109
Less: Negotiable certificates of deposit with Central Bank of the UAE with original maturity more than three months	(1,300,000)	(1,050,000)
Less: Due from banks with original maturity of more than three months	(2,067,139)	(486,308)
	15,416,916	17,991,801

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29. CONTINGENT LIABILITIES AND COMMITMENTS

Contingent liabilities represent credit-related commitments to extend letters of credit and guarantees which are designed to meet the requirements of the Group's customers toward third parties. Undrawn commitments represent the Group's commitments towards approved un-drawn credit facilities. The amount of contingent liabilities reflected below represent the maximum accounting loss that would be recognised at the reporting date if counterparties failed completely to perform as contracted.

	2023	2022
	AED'000	AED'000
Contingent liabilities:		
Letters of credit	3,032,725	3,334,275
Letters of guarantee	16,801,181	13,320,233
Total contingent liabilities	19,833,906	16,654,508
 Undrawn commitments to extend credit	 27,037,144	 23,263,977
 Capital expenditure commitments	 245,766	 119,081
 Commitments for future private equity investments	 46,171	 111,508
 Total contingent liabilities and commitments	 47,162,987	 40,149,074

The maximum exposure to credit risk on unfunded exposure:

	Stage 1	Stage 2	Stage 3	Total
	AED'000	AED'000	AED'000	AED'000
31 December 2023				
Letters of credit	2,839,242	184,271	9,212	3,032,725
Letters of guarantee	14,585,722	1,769,554	445,905	16,801,181
	17,424,964	1,953,825	455,117	19,833,906
Undrawn commitments	25,413,363	1,623,781	-	27,037,144
	42,838,327	3,577,606	455,117	46,871,050
 31 December 2022				
Letters of credit	3,166,497	154,734	13,044	3,334,275
Letters of guarantee	11,952,934	1,034,879	332,420	13,320,233
	15,119,431	1,189,613	345,464	16,654,508
Undrawn commitments	22,062,333	1,201,644	-	23,263,977
	37,181,764	2,391,257	345,464	39,918,485

In the normal course of business, certain litigations were filed by or against the Group. However based on management assessment, none of the litigations have a material impact on Group's financial results.

The Group seeks to comply with all applicable laws by which it is governed and is not aware of any material fines or penalties that warrant disclosure in the consolidated financial statements.

30. FIDUCIARY ASSETS

Assets held under fiduciary capacity on behalf of clients amounted to AED 8,812.1 million (2022: AED 7,555.9 million).

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31. DERIVATIVES

The following table shows the positive and negative fair values of derivative financial instruments at the reporting date, together with the notional amounts, analyzed by terms to maturity. The notional amount is the value of the derivative's underlying asset and is the basis upon which changes in the value of derivatives are measured. The notional amounts indicate the volume of transactions outstanding at the year end and therefore, are neither indicative of the Group's exposure to credit risk nor market risk. Credit risk on derivatives is limited to its positive fair value if any, the positive MTM and also the Group's own credit risk associated with its derivative liability position.

	Positive market value AED'000	Negative market value AED'000	Notional amount AED'000	Less than three months AED'000	From three months to one year AED'000	From one year to five years AED'000	Over Five years AED'000
31 December 2023							
Cash flow hedge instruments							
Currency Swaps	-	-	-	-	-	-	-
Fair value hedge instruments							
Interest Rate Swaps	222	3,234	203,750	-	-	203,750	-
Forward foreign exchange contracts and other derivatives							
Currency swaps	131	102	146,920	-	146,920	-	-
Interest rate swaps	615,506	545,192	28,044,947	34,972	2,039,042	16,502,213	9,468,720
Foreign exchange deals	72,613	77,011	8,159,198	5,030,732	3,109,187	19,279	-
Currency options	225	225	734,600	734,600	-	-	-
Interest rate options	9,175	8,943	1,322,186	-	460,425	571,825	289,936
	697,872	634,707	38,611,601	5,800,304	5,755,574	17,297,067	9,758,656

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31. DERIVATIVES (continued)

	Positive market value AED'000	Negative market value AED'000	Notional amount AED'000	Less than three months AED'000	From three months to one year AED'000	From one year to five years AED'000	Over Five years AED'000
31 December 2022							
Cash flow hedge instruments							
Currency Swaps	-	-	-	-	-	-	-
Fair value hedge instruments							
Interest Rate Swaps	14,411	5,331	2,777,096	-	2,582,721	194,375	-
Forward foreign exchange contracts and other derivatives							
Currency swaps	538	1,618	343,279	-	-	343,279	-
Interest rate swaps	809,353	728,648	30,991,247	914,218	4,014,089	11,561,269	14,501,671
Foreign exchange deals	88,507	77,849	6,017,406	3,090,069	2,875,574	51,763	-
Currency options	101,598	101,598	7,691,615	8,540	2,587,996	5,095,079	-
Interest rate options	9,602	8,867	1,502,958	-	-	1,195,025	307,933
	1,024,009	923,911	49,323,601	4,012,827	12,060,380	18,440,790	14,809,604

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32. SEGMENTAL REPORTING

The Group uses business segments for presenting its segment information, which is based on the Group's management and internal reporting structure that are regularly reviewed by the Executive Committee in order to allocate resources to the segment and to assess its performance.

The business segments pay to and receive interest from the Treasury to reflect the allocation of funding costs. Interest is charged or credited to business segments and branches to match funding at transfer pricing rates which approximate the cost of funds.

Business segments

Institutional banking	Includes loan and other credit facilities, deposits, trade finance products and e-commerce solutions to institutional clients (including Government related entities).
Corporate banking	Includes loans, working capital financing, trade finance and deposits products to corporate (mid-sized and emerging) clients.
Personal banking	Includes current accounts, easy access saving accounts, fixed rate deposit accounts, personal loans, overdraft facilities, vehicle finance, mortgage products, loans and other credit facilities to small business and retail clients. It also includes the enterprise wide liabilities unit serving non-borrowing wholesale and small business clients.
Trading & Other	Undertakes balance sheet management deals and manages the Group's proprietary investment portfolio. It also has derivatives for trading and risk management purposes.

Geographical

The Group operates in one geographic area, the United Arab Emirates.

	Institutional banking	Corporate banking	Personal banking	Trading & Other	Total
	AED'000	AED'000	AED'000	AED'000	AED'000
31 December 2023					
Assets	36,594,853	43,387,782	17,188,948	31,815,908	128,987,491
Liabilities	47,531,978	17,075,163	35,087,923	13,511,070	113,206,134
31 December 2022					
Assets	29,451,445	42,484,513	14,633,667	29,617,002	116,186,627
Liabilities	42,781,625	15,334,560	33,279,029	10,909,167	102,304,381

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32. SEGMENTAL REPORTING (CONTINUED)

	Institutional banking AED'000	Corporate banking AED'000	Personal banking AED'000	Trading & Other AED'000	Total AED'000
31 December 2023					
Net interest income and net income from Islamic financing	595,093	835,556	1,232,977	906,063	3,569,689
Non-interest & other income	368,978	347,539	544,165	107,556	1,368,238
Total operating income	964,071	1,183,095	1,777,142	1,013,619	4,937,927
Operating expenses	210,123	272,386	650,856	94,484	1,227,849
Net impairment loss	198,255	706,554	17,179	138,024	1,060,012
	408,378	978,940	668,035	232,508	2,287,861
Net profit for the year	555,693	204,155	1,109,107	781,111	2,650,066
31 December 2022					
Net interest income and net income from Islamic financing	567,607	982,876	767,601	357,789	2,675,873
Non-interest & other income	348,052	309,565	417,523	61,209	1,136,349
Total operating income	915,659	1,292,441	1,185,124	418,998	3,812,222
Operating expenses	160,428	152,926	471,474	211,777	996,605
Net impairment loss	285,092	615,311	1,916	88,279	990,598
	445,520	768,237	473,390	300,056	1,987,203
Net profit for the year	470,139	524,204	711,734	118,942	1,825,019

The following is an analysis of the total operating income of each segment between income from external parties and inter-segment:

	External parties		Inter-segment	
	2023	2022	2023	2022
	AED'000	AED'000	AED'000	AED'000
Institutional banking	634,447	749,906	329,624	165,753
Corporate banking	2,927,551	2,035,492	(1,744,456)	(743,051)
Personal banking	908,221	842,783	868,921	342,341
Trading & Other	467,708	184,041	545,911	234,957
Total operating income	4,937,927	3,812,222	-	-

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33. RELATED PARTY TRANSACTIONS AND BALANCES

As at 31 December 2023 and 31 December 2022, the Investment Corporation of Dubai (“ICD”) owns 20% share capital of the Group. ICD is a wholly-owned entity by the Government of Dubai (the “Government”). The Group applies the exemption in IAS 24 Related Party Disclosures that allows to present reduced related party disclosures regarding transactions with government related parties.

The Group in the ordinary course of business enters into transactions with major shareholders, directors, key management personnel and their related entities. The terms of these transactions are approved by the Group’s Board of Directors. Transactions with such related parties are made on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with external customers and parties.

	Directors and key management personnel		Government related parties		Other related parties	
	2023	2022	2023	2022	2023	2022
	AED’000	AED’000	AED’000	AED’000	AED’000	AED’000
Due from banks	-	-	73,460	73,460	-	-
Loans and advances and Islamic financing	103,382	128,849	1,073,800	1,473,374	2,174,448	2,112,026
Investment securities, net	-	-	551,331	441,243	-	-
Bankers acceptances	-	-	27,615	94,765	40,987	4,909
Letters of credit	-	-	5,082	-	211,062	149,107
Letters of guarantee	-	-	148,674	433,103	123,966	119,765
Undrawn commitments to extend credit	58,095	37,168	1,213,161	539,198	284,167	417,566
Due to banks	-	-	46,788	59,576	-	-
Customer deposits and Islamic customer deposits	112,365	63,382	3,928,062	4,116,685	1,062,602	249,922
Interest income and commission income	7,807	6,513	68,671	66,169	164,971	126,553
Interest expense	2,784	363	197,870	88,569	16,529	5,937
Dividend from an associate (note 11)	-	-	-	-	6,653	7,984

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

Other related parties represent major shareholders and parties related to directors, key management personnel.

Sitting fees paid to directors for attending committee meetings during the year ended 31 December 2023 amounted to AED 2.9 million (2022: AED 3.3 million).

Directors’ remuneration paid during the period amounted to AED 23.0 million (2022: AED 19.25 million).

	2023	2022
	AED’000	AED’000
Key management compensation		
Salaries	24,064	20,363
Post-employment benefits	1,278	963
Other benefits	20,157	17,844

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34. RISK MANAGEMENT OBJECTIVES AND POLICIES

34.1 Risk Governance

The Board of Directors (the “Board”) has the overall responsibility for the operations and the financial stability of the Group, and ensures that the interests of shareholders, depositors, creditors, employees and other stakeholders, including the banking regulators and supervisors, are addressed. The Board is responsible for strategic direction, oversight of management and satisfying itself there are adequate controls with the ultimate objective of promoting the success and long-term value of the Group. The Board is also responsible for the overall framework of the risk governance, management, determining risk strategy, setting the Group’s risk appetite and ensuring that risk exposure is monitored, controlled effectively and kept within set limits. Additionally, it is responsible for establishing a clearly defined risk management structure and for approval of the risk policies and procedures as well as management of all risks related to the Group.

In order to effectively discharge this responsibility the Board is assisted by various Board Committees, namely the Board Executive Committee (BEC), Board Risk and Compliance Committee (BRCC), Board Audit Committee (BAC) and the Remuneration, Nomination and Governance Committee (REMCO).

Management actively manages risk, primarily through the Risk Department with oversight by the Executive Committee (EXCO), Assets & Liabilities Committee (ALCO), Credit Committee (CC), Project Investment Committee (PIC), Risk Management and Compliance Committee (RMCC), Human Resources Committee (HRC), Operational Risk Management Committee (ORMC), Environmental, Social, and Governance Council (ESG Council), Model Oversight Committee (MOC), IFRS 9 Provisions Committee (IFRS 9 PC) and the Sharia Supervision Committee (ISSC).

34.2 Control Environment

a) Group Risk

The Group Risk Management Department comprises of the following areas: Enterprise Risk Management, Market Risk, Operational Risk including Technology Risk and Business Continuity Management, Risk Governance and Fraud Risk Management. The core responsibilities include the following:

- The upkeep of the Risk Management Framework and risk appetite in accordance with the strategic plan approved by the Board and regulatory requirements;
- Performing the Group’s Internal Capital Adequacy Assessment Process (ICAAP) - including the Material Risk Identification Process - Capital Management analysis, the development of Pillar II capital assessment models and conducting Stress Testing;
- Providing the independent assessment of, and challenge to the business areas’ risk management and profiles to ensure that they are maintained in a robust manner;
- Acting as a point of reference for risk and control matters, providing advice to management, sharing best practices and carrying out special reviews as directed by RMCC and the ALCO, and highlighting emerging risks.
- Conducting assurance reviews on the 1st line of defense activities including risk and control self-assessments, control testing and the appropriate adoption of risk policies.
- Providing operational resilience - protecting Group and customer information assets from cybersecurity risks and ensuring that critical functions can be maintained should a disruptive event occurs;
- Centrally managing the Group’s policies to ensure timely review and approval in accordance with regulatory and internal deadlines;
- Formulating and managing the Group’s Model Risk management approach, ensuring appropriate governance controls are in place and in line with internal and regulatory expectations;
- Framing and introducing necessary controls to identify, assess and monitor the Group’s exposure to Market Risk.

34. RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

34.2 Control Environment (continued)

b) Internal Audit

The role of the Internal Audit Department within the Group is to provide independent and objective assurance that the process for identifying, evaluating and managing significant risks faced by the Group is appropriate and effectively applied. In addition, it also provides an independent assurance on the compliance with key laws and regulations and measuring compliance with the Group's policies and procedures. Additionally, Internal Audit provides consulting services which are advisory in nature, and are generally performed at the specific request of the BAC or Management.

It is led by the Chief Internal Audit Officer who reports to the BAC of the Board of Directors, with administrative reporting to the Chief Executive Officer of the Group.

To perform its role effectively, Internal Audit has organizational independence from management, to enable unrestricted evaluation of management activities and personnel. The Internal Audit Charter empowers it to have full, free and effective access at all reasonable times to all records, documents and employees of the Group. Internal Audit has direct access to the Chairman of the BAC and Chief Executive Officer of the Group.

To determine whether the Internal Audit Function is functioning effectively, the BAC shall:

- Assess the appropriateness of the Internal Audit Charter;
- Assess the adequacy of resources available, both in terms of skills and funding once each year; and
- Sponsor external assessments, at least once every five (5) years, by a qualified, independent reviewer from outside the Group.

c) Internal Control

Board of Directors and management are responsible for developing and maintaining the existence of a sound internal control system and procedures that meet international standards and fulfill the requirements of the Group's management and external regulatory bodies. The internal control system should be capable of ensuring the achievement of the following:

- Accuracy and integrity of financial and operational statements issued by the Group;
- Effectiveness and efficiency of the Group's operational activities;
- Effectiveness of measures and procedures set to safeguard the Group's assets and properties; and
- Compatibility with laws, legislations and regulations in force as well as policies pertinent to internal operational procedures.

Executive management constantly monitors and assesses the efficiency and effectiveness of internal control procedures and their ability to achieve stated objectives and their furtherance and enhancement.

The processes and responsibilities of the Internal Control functions include but not limited to:

- Ensuring that the Group's operational policies, processes and controls are adhered to;
- Ensuring that proper internal controls are in place and that they are functioning as designed in a timely and effective manner;
- Periodic review of the Group's internal control system in order to identify areas where internal controls may be weak, not present and areas where there appear to be excessive controls resulting in operational inefficiency so as to suggest ways to rectify the same;
- Enabling the management to conduct an annual review of the efficiency of the internal control system and report its findings; and
- Monitoring of operational activities and overseeing operational controls being exercised to ensure that these are timely and effective.

34. RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

34.2 Control Environment (continued)

d) Compliance

Compliance risk is defined by the Basel Committee as "the risk of legal or regulatory sanctions, financial loss, or loss to reputation that a Group may suffer as a result of its failure to comply with all applicable laws, regulations, codes of conduct and standards of good practice".

The process of monitoring compliance is an independent task which aims at ensuring that the Group, which includes the Bank and its regulated subsidiaries, operates in compliance with applicable laws, regulations, instructions, directives and circulars, issued by relevant authorities as well as prevailing market practices and ethical standards.

The Board of Directors oversees management of Compliance risk within the Group and takes necessary measures to set and promote a culture of compliance with the letter and spirit of applicable laws, rules, standards, ethical and professional conduct values when conducting the business of the Group.

The mission and role of the Group Compliance department is to:

- Ensure Compliance risk is adequately identified, assessed, monitored and mitigated in conjunction with Business and other control functions;
- Ensure senior management and the Board are fully informed of significant compliance issues and plans for resolution;
- Contribute to a "no surprise" compliance culture by educating and communicating compliance awareness throughout the Group;
- Conduct independent reviews of selected processes and controls across the Group to ensure that key regulatory obligations are met and that key controls operate effectively;
- Develop annual compliance plans which set out compliance priorities for the Group and align compliance plans with business strategies and goals; and
- Support the business in meeting applicable regulatory requirements, including Anti-Money Laundering (AML), Combatting the Financing of Terrorism (CFT), Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS) requirements.

e) Whistle Blowing

A set of arrangements has been designed to enable employees and customers to confidentially report concerns about any potential violations or misconduct, enabling the investigation and follow up of such concerns in an independent and confidential manner. Such arrangements are supervised by the Board in coordination with the senior management.

f) Fraud prevention

The Group has a dedicated Fraud Prevention and Investigation Unit that assists in identification, detection, and verification of potential or actual fraud incidents including quantification and recoupment of any losses sustained as a result of such incident. The purpose is to manage the susceptibility of the Group's assets and processes to fraud risk with a view to reducing it and to raise the level of fraud awareness amongst employees, customers and other stakeholders.

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34. RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

34.3 Disclosure policy

The Group has laid down the disclosure policy to ensure compliance with all regulations and guidelines issued by Central Bank of the UAE (CBUAE), International Financial Reporting Standards (IFRS), Securities and Commodities Authority (SCA) and Dubai Financial Market (DFM).

The following are the key features of the Group's disclosure policy concerning disclosure of financial information:

a) Materiality thresholds

Information is material if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity. Materiality depends on the size of the item or error judged in the particular circumstances of its omission or misstatement, and / or any material information that might affect the share price. The Group, in order to ensure adequate disclosure lays down qualitative materiality threshold, so that no material information is omitted or misstated; at the same time it does not jeopardize its competitive position.

b) Control framework

In order to ensure true and fair disclosure, the Group has established controls including detailed procedures for finalization and review of financial disclosures.

c) Frequency and medium of disclosure

Interim financial results are disclosed on a quarterly basis while complete consolidated financial statements complying with the requirements of IFRS, Basel III Pillar 3, relevant laws of the UAE, SCA requirement and other guidelines from CBUAE are made on annual basis. Disclosures of material non-public financial information are made as follows:

- Uploading quarterly reviewed and annual audited consolidated financial statements to DFM, SCA, Nasdaq Dubai and the Group's websites;
- Management discussion and analysis in Arabic and English newspapers in a manner that ensures wide dissemination;
- Publication of the annual report which includes audited consolidated financial statements, list of names of members of the Board of Directors, senior executives and names of wholly or partially owned subsidiaries; and
- Investor's pack is presented on Group's website on a quarterly and annual basis.
- Uploading quarterly reviewed Basel III, Pillar 3 disclosures to the Group's website.

35. FINANCIAL RISK MANAGEMENT

a) Introduction and overview

Risk is inherent to the Group's business and operating activities. The Group's Risk Management Framework sets out the governance and risk management techniques to enable risk identification, assessment and the ongoing monitoring and management of each risk-type to which the Group is exposed. These activities contribute to the Group's overall financial and operational stability, performance and reputation.

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

a) Introduction and overview

As determined by the Group's Material Risk Identification Process, the main risk-types that the Group is exposed to are as follows:

- Credit (including concentration risk and residual risk)
- Market Risk and Counterparty Credit Risk
- Operational Risk (including cyber risk and business resilience)
- Interest Rate Risk in the Banking Book (IRRBB)
- Strategic Risk
- Reputational Risk
- Liquidity Risk
- Regulatory Compliance & Financial Crime
- Model Risk
- Environmental, Social, and Governance risks
- Sharia Risk

The Board Risk and Compliance Committee (BRCC) is responsible for overseeing the management of risk through the Group Risk Management Framework. A key risk management technique is Risk Appetite setting that commences with the Board's articulation of accepted and tolerated levels of risk and return on an enterprise-wide basis. Other key techniques include Policies and Procedures, Internal Capital Adequacy Assessment Process, Internal Controls – including Risk and Control Assessments and Control testing, Limits and Key Risk Indicator Monitoring & Reporting and Stress Testing.

The Group's BRCC is assisted by the Risk Management and Compliance Committee (RMCC). The RMCC is responsible for monitoring compliance with the Group's Risk Management policies and procedures, including the ongoing review of the adequacy of the Risk Management Framework. The RMCC provides risk performance updates to the BRCC and recommends key risk policies for approval.

Formal RMCC sub committees are in place for certain risk categories where there is a cross risk element to the activity or by exception. The sub-committees include the Model Oversight Committee and the Operational Risk Committee.

Market Risk is overseen by the Asset and Liability Committee.

Environmental, Social, and Governance risks is overseen by the ESG Council.

All Group policies are prepared as per the requirements set out in the Policy Management Framework. Risk policies are established to manage principal risks taken, in accordance with the approved risk-appetite and typically include limits, delegations and requirements for reporting and monitoring.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions, products and services offered. The Group, through its training, management standards and procedures, aims to develop a disciplined and constructive control environment, in which all employees understand their roles and obligations.

b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations arising principally from the Group's balances with Central Bank, due from banks, loans and advances and Islamic financing, other financial assets, loan commitments and financial guarantee contracts. For reporting purpose, credit risk on loan commitments and financial guarantee contracts is reported as a component of credit risk on loans and advances and Islamic financing. For risk management purposes, credit risk arising on investment securities held at FVPL is managed independently.

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk (continued)

i. Management of credit risk

Credit Committee (CC) manages the credit risk of the Group by continuous review and update of the following:

- Formulating credit policies;
- Establishing the authorisation structure for the approval and renewal of credit facilities;
- Reviewing and assessing credit risk;
- Limiting concentrations of exposure to counterparties, geographies and industries;
- Developing and maintaining the Group's risk gradings;
- Developing and maintaining the Group's processes for measuring ECL;
- Reviewing compliance of business units with agreed exposure limits; and
- Providing advice, guidance and specialist skills to business units to promote best practice.

ii. Internal credit risk ratings

In order to minimize credit risk, the Group has tasked its credit committee to develop and maintain the Group's credit risk grading to categories exposures according to their degree of risk of default. The Group's credit risk grading framework comprises various categories. The credit rating information is based on a range of data that is determined to be predictive of the risk of default and applying experienced credit judgement. The nature of the exposure and type of borrower are taken into account in the analysis. Credit risk grades are defined using qualitative and quantitative factors that are indicative of risk of default.

The credit risk grades are designed and calibrated to reflect the risk of default as credit risk increases. As the credit risk increases the difference in risk of default between grades changes. Each exposure is allocated to a credit risk grade at initial recognition, based on the available information about the counterparty. All exposures are monitored and the credit risk grade is updated to reflect current information. The monitoring procedures followed are both general and tailored to the type of exposure.

The following data are typically used to monitor the customer risk profile:

- Payment record and ageing analysis;
- Extent of utilisation of granted limit;
- Forbearances (both requested and granted);
- Changes in business, financial and economic conditions;
- Credit rating information supplied by external rating agencies;
- For retail exposures: internally generated data of customer behaviour, affordability metrics etc.; and
- For corporate exposures: information obtained by periodic review of customer files including audited financial statements review and where available changes in the financial sector the customer operates etc.

The Group uses credit risk grades as a primary input into the determination of the term structure of the probability of default (PD) for exposures. The Group collects performance and default information about its credit risk exposures analysed by jurisdiction or region and by type of product and borrower as well as by credit risk grading.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk (continued)

ii. Internal credit risk ratings (continued)

The Group analyses all data collected using statistical models and estimates the remaining lifetime PD of exposures and how these are expected to change over time. The factors taken into account in this process include macro-economic data such as Economic Composite Index (ECI), Oil price per barrel (OPB), hotel occupancy and house prices. The Group generates a 'base case' scenario of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. The Group then uses these forecasts, which are probability-weighted, to adjust its estimates of PDs.

The Group uses different criteria to determine whether credit risk has increased significantly for each obligor. The criteria used are both quantitative changes in PDs as well as qualitative.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group has monitoring procedures in place to make sure that the criteria used to identify significant increase in credit is effective, meaning that significant increase in credit risk is identified before the exposure is defaulted. The Group performs periodic back-testing of its ratings to consider whether the drivers of credit risk that led to default were accurately reflected in the rating in a timely manner.

Loss Given Default is the loss expected to arise on default, incorporating the impact of forward-looking economic assumptions where relevant, which represents the difference between the contractual cash flows due and those that the Group expects to receive. The Group estimates LGD based on history of recovery rates and considers the valuation of any collateral that is integral to the financial asset, taking into account forward-looking economic assumptions where relevant.

iii. Measurement of ECL

As explained in note 3.1.1 (e), the Group measures ECL considering the risk of default over the maximum contractual period (including extension options) over which the entity is exposed to credit risk. However, for financial instruments such as credit cards and overdraft facilities that include both a loan and an undrawn commitment component, the Group's contractual ability to demand repayment and cancel the undrawn commitment does not limit the Group's exposure to credit losses to the contractual notice period. For such financial instruments the Group measures ECL over the period that it is exposed to credit risk and ECL would not be mitigated by credit risk management actions. These financial instruments do not have a fixed term or repayment structure and have a short contractual cancellation period. However, the Group does not enforce in the normal day-to-day management the contractual right to cancel these financial instruments. This is because these financial instruments are managed on a collective basis and are cancelled only when the Group becomes aware of an increase in credit risk at the facility level. This longer period is estimated taking into account the credit risk management actions that the Group expects to take to mitigate ECL, e.g. reduction in limits or cancellation of the loan commitment. The maximum contractual period extends to the date at which the Group has the right to require repayment of an advance to terminate a loan commitment or guarantee.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk (continued)

iv. Restructured and renegotiated loans

Loans with renegotiated terms are defined as loans that have been restructured due to a deterioration in the borrower's financial position, for which the Group has made concessions by agreeing to terms and conditions that are more favourable for the borrower than the Group had provided initially and that it would not otherwise consider. A loan continues to be presented as part of loans with renegotiated terms until maturity, early repayment or write-off. Management continuously monitors the progress on renegotiated loans to ensure compliance with the terms at all times.

v. Exposure to credit risk

The Group measures its exposure to credit risk by reference to gross carrying amount of financial assets less interest suspended and expected credit allowances, if any.

	Stage 1	Stage 2	Stage 3	Total
31 December 2023	AED'000	AED'000	AED'000	AED'000
Due from banks				
Performing	3,774,453	-	-	3,774,453
Expected credit losses allowance	(1,744)	-	-	(1,744)
Net carrying amount	3,772,709	-	-	3,772,709
	Stage 1	Stage 2	Stage 3	Total
Loans and advances	AED'000	AED'000	AED'000	AED'000
Performing	73,832,602	8,325,756	-	82,158,358
Non-performing	-	-	6,715,706	6,715,706
Expected credit losses allowance	(435,892)	(734,474)	(4,390,392)	(5,560,758)
Net carrying amount	73,396,710	7,591,282	2,325,314	83,313,306
	Stage 1	Stage 2	Stage 3	Total
31 December 2022	AED'000	AED'000	AED'000	AED'000
Due from banks				
Performing	3,767,680	-	-	3,767,680
Expected credit losses allowance	(1,173)	-	-	(1,173)
Net carrying amount	3,766,507	-	-	3,766,507
	Stage 1	Stage 2	Stage 3	Total
Loans and advances	AED'000	AED'000	AED'000	AED'000
Performing	66,198,778	7,342,083	-	73,540,861
Non-performing	-	-	6,078,877	6,078,877
Expected credit losses allowance	(472,031)	(683,245)	(3,744,345)	(4,899,621)
Net carrying amount	65,726,747	6,658,838	2,334,532	74,720,117

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk (continued)

v. Exposure to credit risk (continued)

The stage 1 and stage 2 are performing loans having credit risk grading 1 – 19 while stage 3 are predominantly non-performing loans having grades 20 – 22, or other uncured indicators of default.

The borrower risk ratings are mapped into the following buckets as below:

31 December 2023	Stage 1 AED'000	Stage 2 AED'000	Stage 3 AED'000	Total AED'000
Loans and advances and Islamic financial, net				
1-10 (Strong Credit Risk ratings)	11,952,120	85,854	-	12,037,974
11-14 (Good Credit Risk ratings)	51,311,896	1,567,927	-	52,879,823
15-19 (Moderate to Weaker Credit Risk ratings)	10,568,586	6,671,975	-	17,240,561
20 - 22 (Default non-performing loans)	-	-	6,715,706	6,715,706
Gross loans and advances and Islamic financing	73,832,602	8,325,756	6,715,706	88,874,064
Expected credit losses	(435,892)	(734,474)	(4,390,392)	(5,560,758)
Net loans and advances and Islamic financing	73,396,710	7,591,282	2,325,314	83,313,306
31 December 2022	Stage 1 AED'000	Stage 2 AED'000	Stage 3 AED'000	Total AED'000
Loans and advances and Islamic financial, net				
1-10 (Strong Credit Risk ratings)	7,372,097	143,301	-	7,515,398
11-14 (Good Credit Risk ratings)	49,924,196	1,864,524	-	51,788,720
15-19 (Moderate to Weaker Credit Risk ratings)	8,902,485	5,334,258	-	14,236,743
20 - 22 (Default non-performing loans)	-	-	6,078,877	6,078,877
Gross loans and advances and Islamic financing	66,198,778	7,342,083	6,078,877	79,619,738
Expected credit losses	(472,031)	(683,245)	(3,744,345)	(4,899,621)
Net loans and advances and Islamic financing	65,726,747	6,658,838	2,334,532	74,720,117

The Group's Investment securities were classified under stage 1 at the reporting date (2022: classified under stage 1).

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk (continued)

vi. Impairment reserve under Central Bank of the UAE (CBUAE) guidance

The CBUAE has issued its IFRS 9 guidance addressing various implementation challenges and practical implications for Banks adopting IFRS 9 in the UAE (“the guidance”).

Pursuant to clause 6.4 of the guidance, the reconciliation between general and specific provision under Circular 28/2010 of CBUAE and IFRS 9 is as follows:

	2023	2022
	AED’000	AED’000
Allowances for impairment losses: General		
General provisions under Circular 28/2010 of CBUAE	1,332,066	1,208,867
Less: Stage 1 and Stage 2 provisions under IFRS 9	1,345,489	1,247,154
General provision transferred to the impairment reserve*	-	-
Allowances for impairment losses: Specific		
Specific provisions under Circular 28/2010 of CBUAE	4,216,879	3,407,387
Less: Stage 3 provisions under IFRS 9	4,422,002	3,764,763
Specific provision transferred to the impairment reserve*	-	-
Total provision transferred to the impairment reserve	-	-

*In the case where provisions under IFRS 9 exceed provisions under CBUAE, no amount shall be transferred to the impairment reserve.

vii. Allowances for impairment

As discussed above in the significant increase in credit risk section, under the Group’s monitoring procedures, a significant increase in credit risk is identified before the exposure has defaulted, and at the latest when the exposure becomes 30 days past due. This is the case mainly for loans and advances to customers and more specifically for retail lending exposures because for corporate lending and other exposures there is more borrower specific information available which is used to identify significant increase in credit risk.

Assets carried at fair value through profit or loss is not subject to ECL, as the measure of fair value reflects the credit quality of each asset.

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For the year ended 31 December 2023

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk (continued)

vii. Allowances for impairment (continued)

The Group monitors concentrations of its impaired loans by sector and by geographic location. An analysis of concentrations of impaired (excluding restructured / under restructuring) loans by sector is shown below:

	Impaired loans	Collateral	Specific provision and interest in suspense
31 December 2023	AED'000	AED'000	AED'000
Manufacturing	47,838	16,283	34,361
Construction	1,797,660	519,861	1,509,860
Real estate	2,124,965	1,652,172	955,643
Trade	335,136	37,520	297,667
Transportation and storage	117,844	81,304	36,557
Services	922,856	461,769	518,590
Hospitality	284,661	212,772	97,978
Financial and insurance activities	701,856	29,496	688,238
Personal - mortgage	49,140	42,338	11,387
Personal - schematic	133,332	112,373	28,385
Individual loans for business	107,320	23,170	99,504
Others	93,098	1,221	112,222
Total carrying amount	6,715,706	3,190,279	4,390,392

	Impaired loans	Collateral	Specific provision and interest in suspense
31 December 2022	AED'000	AED'000	AED'000
Manufacturing	69,639	37,012	46,142
Construction	1,443,931	528,585	992,152
Real estate	1,511,585	1,084,330	632,165
Trade	351,931	33,966	319,439
Transportation and storage	5,901	1,117	5,986
Services	918,110	424,093	412,503
Hospitality	278,555	236,561	80,129
Financial and insurance activities	1,064,870	270,254	901,097
Personal - mortgage	71,717	61,052	17,713
Personal - schematic	50,223	18,919	22,879
Individual loans for business	297,335	42,238	298,980
Others	15,080	235	15,160
Total carrying amount	6,078,877	2,738,362	3,744,345

All impaired loans are located in one geographic area i.e. the United Arab Emirates. The value of collateral is restricted to lower of loan exposure or realisable value of the collateral.

The gross carrying value of unfunded exposures pertaining to impaired loans amounted to AED 456.4 million (2022: AED 346.8 million).

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk (continued)

viii. Write - off policy

The Group writes off a loan / investment in debt security (and any related expected credit allowances) when the Board Executive Committee (BEC) determines that the loan / security is uncollectible. This determination is reached after considering information such as the significant deterioration in the borrower's / issuer's financial position such that the borrower / issuer can no longer pay the obligation, or proceeds from collateral will not be sufficient to pay back the entire exposure or all possible efforts of collecting the amounts have been exhausted.

For smaller balances of standardized loans, write off decisions are generally based on a product-specific past due status.

ix. Collateral

The Group holds collateral against loans and advances in the form of cash, guarantees, mortgages and liens over properties or other securities over assets. Estimates of fair value are based on the value of collateral assessed at the time of borrowing, and are subsequently monitored and updated on a periodic basis. Generally, collateral is not held against debt securities and amounts due from banks, and no such collateral was held at 31 December 2023 or 2022.

Analysis of collateral by type is presented in the following table:

	2023 AED'000	2022 AED'000
Pledged deposits	2,357,544	2,024,670
Properties	35,526,549	38,009,754
Mortgages	1,226,135	1,207,668
Pledge of shares	1,580,478	2,491,527
Bank guarantees	174,966	212,796
Gold	118,288	185,880
Credit Insurance	160,212	127,415
Total collaterals	<u>41,144,172</u>	<u>44,259,710</u>

The above represents collateral value restricted to the lower of loan balance or collateral value.

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For the year ended 31 December 2023

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk (continued)

x. Concentration

Concentrations arise when a number of counterparties are engaged in similar business activities or activities in same geographic region or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. The following tables set out the concentration of credit risk by sector, geography and currency.

Concentration of credit risk by sector for 2023:

	Loans and advances and Islamic financing	Due from banks	Debt securities	Equity securities and fund of funds	Cash, balances with Central bank and other assets	Total funded exposures	Undrawn commitments	Acceptances and contingent liabilities
	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Manufacturing	6,767,339	-	341,357	-	-	7,108,696	1,874,970	1,496,542
Construction	5,860,537	-	-	-	-	5,860,537	966,543	10,477,062
Real estate	18,394,058	-	-	-	-	18,394,058	4,245,922	1,400,828
Trade	9,573,867	-	-	-	-	9,573,867	5,032,808	10,869,045
Transportation and storage	2,771,389	-	123,574	-	-	2,894,963	1,511,650	101,731
Services	6,290,765	-	368,251	52,991	-	6,712,007	1,417,580	892,834
Hospitality	2,782,500	-	-	-	-	2,782,500	179,665	18,001
Financial and insurance activities	8,688,549	3,774,453	3,227,769	280,589	102,390	16,073,750	4,336,059	1,349,397
Government entities	2,651,504	-	9,089,976	-	14,167,637	25,909,117	1,001,866	42,557
Personal - mortgage	12,356,828	-	-	-	-	12,356,828	8,864	-
Personal - schematic	4,950,521	-	-	-	-	4,950,521	4,077,042	10,691
Individual loans for business	1,495,293	-	-	-	-	1,495,293	572,469	647
Others	6,290,914	-	1,614,350	-	5,090,804	12,996,068	1,811,706	1,106,089
Total carrying amount	88,874,064	3,774,453	14,765,277	333,580	19,360,831	127,108,205	27,037,144	27,765,424

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Notes to the Group consolidated financial statements

For the year ended 31 December 2023

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk (continued)

x. Concentration (continued)

Concentration of credit risk by sector for 2022:

	Loans and advances and Islamic financing AED'000	Due from banks AED'000	Debt securities AED'000	Equity securities and fund of funds AED'000	Cash, balances with Central bank and other assets AED'000	Total funded exposures AED'000	Undrawn commitments AED'000	Acceptances and contingent liabilities AED'000
Manufacturing	5,555,810	-	255,625	-	-	5,811,435	2,013,617	1,479,519
Construction	5,267,474	-	-	-	-	5,267,474	686,635	7,643,635
Real estate	19,133,781	-	-	-	-	19,133,781	5,183,808	1,296,605
Trade	9,230,932	-	-	-	-	9,230,932	4,674,607	10,966,060
Transportation and storage	2,390,725	-	134,426	-	-	2,525,151	423,995	77,751
Services	5,987,754	-	334,727	60,072	-	6,382,553	1,427,151	840,490
Hospitality	3,182,690	-	-	-	-	3,182,690	315,806	14,504
Financial and insurance activities	5,948,857	3,767,680	2,284,008	381,867	92,916	12,475,328	4,130,769	1,717,568
Government entities	1,656,336	-	4,039,390	-	14,929,737	20,625,463	217,522	171,140
Personal - mortgage	10,284,271	-	-	-	-	10,284,271	32,850	-
Personal - schematic	4,512,723	-	-	-	-	4,512,723	3,400,171	1,677
Individual loans for business	1,484,289	-	-	-	-	1,484,289	372,997	682
Others	4,984,096	-	1,319,994	-	5,625,537	11,929,627	384,049	1,014,921
Total carrying amount	79,619,738	3,767,680	8,368,170	441,939	20,648,190	112,845,717	23,263,977	25,224,552

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk (continued)

x. Concentration (continued)

Concentration of credit risk by geographic location for 2023:

	Loans and advances and Islamic financing AED'000	Due from banks AED'000	Debt securities AED'000	Equity securities and fund of funds AED'000	Cash, balances with Central bank and other assets AED'000	Total funded exposures AED'000	Undrawn commitments AED'000	Acceptances and contingent liabilities AED'000
UAE	80,110,995	31,962	9,287,005	168,788	19,360,831	108,959,581	21,850,660	21,794,553
GCC	3,576,298	1,307,428	1,448,487	-	-	6,332,213	2,502,331	672,289
Middle East	925,796	550,367	-	66,665	-	1,542,828	162,600	100,061
Europe	2,043,617	531,132	761,211	1,702	-	3,337,662	1,429,582	2,883,392
USA	24,341	1,029,417	1,296,813	3,075	-	2,353,646	275	21,817
Asia	791,403	160,073	1,570,139	-	-	2,521,615	270,390	2,151,516
Others	1,401,614	164,074	401,622	93,350	-	2,060,660	821,306	141,796
Total carrying amount	88,874,064	3,774,453	14,765,277	333,580	19,360,831	127,108,205	27,037,144	27,765,424

Concentration of credit risk by geographic location for 2022:

	Loans and advances and Islamic financing AED'000	Due from banks AED'000	Debt securities AED'000	Equity securities and fund of funds AED'000	Cash, balances with Central bank and other assets AED'000	Total funded exposures AED'000	Undrawn commitments AED'000	Acceptances and contingent liabilities AED'000
UAE	75,988,624	77,545	4,454,572	179,662	20,648,190	101,348,593	20,339,004	20,427,867
GCC	625,889	219,440	1,050,307	-	-	1,895,636	1,419,744	475,548
Middle East	489,517	350,148	-	47,846	-	887,511	689	182,425
Europe	967,695	1,408,405	335,837	1,651	-	2,713,588	1,119,611	499,748
USA	6,035	1,530,369	1,039,483	16,944	-	2,592,831	45	1,380,392
Asia	689,626	86,191	1,184,611	-	-	1,960,428	307,210	2,154,039
Others	852,352	95,582	303,360	195,836	-	1,447,130	77,674	104,533
Total carrying amount	79,619,738	3,767,680	8,368,170	441,939	20,648,190	112,845,717	23,263,977	25,224,552

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

b) Credit risk (continued)

x. Concentration (continued)

Concentration of credit risk by currency for 2023:

	Loans and advances and Islamic financing	Due from banks	Debt securities	Equity securities and fund of funds	Cash, balances with Central bank and other assets	Total funded exposures	Undrawn commitments	Acceptances and contingent liabilities
	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
AED	64,974,039	7	6,171,814	52,991	18,322,441	89,521,292	21,060,347	15,186,477
Other currencies*	23,900,025	3,774,446	8,593,463	280,589	1,038,390	37,586,913	5,976,797	12,578,947
Total carrying amount	88,874,064	3,774,453	14,765,277	333,580	19,360,831	127,108,205	27,037,144	27,765,424

Concentration of credit risk by currency for 2022:

	Loans and advances and Islamic financing	Due from banks	Debt securities	Equity securities and fund of funds	Cash, balances with Central bank and other assets	Total funded exposures	Undrawn commitments	Acceptances and contingent liabilities
	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
AED	62,845,809	7	1,541,743	60,072	19,569,402	84,017,033	18,397,554	12,228,639
Other currencies*	16,773,929	3,767,673	6,826,427	381,867	1,078,788	28,828,684	4,866,423	12,995,913
Total carrying amount	79,619,738	3,767,680	8,368,170	441,939	20,648,190	112,845,717	23,263,977	25,224,552

*Majority of assets denominated in other currencies are in USD to which AED is pegged.

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

c) Settlement risk

The Group's activities may give rise to risk at the time of settlement of transactions and trades. Settlement risk is the risk of loss due to the failure of the counterparty to honour its obligations to deliver cash, securities or other assets as contractually due. Delays in settlement are rare and are monitored through a framework of limits.

For certain types of transactions, the Group mitigates this risk by conducting settlements through a settlement / clearing agent to ensure that a trade is settled only when both parties have fulfilled their contractual settlement obligations. Settlement limits form part of the credit approval / limit monitoring process described above. Acceptance of settlement risk on free settlement trades requires transaction specific or counterparty specific approvals from the Wholesale Credit Department.

d) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations associated with financial liabilities that are settled by delivering cash or other financial assets. Liquidity risk is the inability to meet obligations as they become due. This risk includes the inability to liquidate assets at reasonable prices and in the required timeframe. Liquidity risk can be caused by market disruptions or idiosyncratic events which may cause certain sources of funding to diminish.

i. Management of liquidity risk

Liquidity risk is managed by the Treasury and Asset and Liability management (ALM) department in line with the regulatory, internal policies and guidelines. The Group's approach to manage liquidity risk is to ensure that it has adequate funding from diversified sources at all times to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage of the Group's reputation.

Funds are raised using a broad range of instruments including customers' deposits, medium term borrowings, repurchase agreements, money market instruments, subordinated debts and capital. The Treasury and ALM department monitors the liquidity profile of financial assets and liabilities and the projected cash flows arising from existing and future business. Treasury maintains a portfolio of short-term liquid assets and inter-bank placements to ensure that sufficient liquidity is maintained. The daily liquidity position is monitored and regular liquidity stress testing is conducted under a variety of scenarios covering both normal and abnormal market conditions.

The Group's liquidity management process, as carried out within the Group and monitored by Group's treasury, includes:

- Day to day funding is managed by monitoring future cash flows to ensure that requirements can be met including replenishment of funds as they mature or are borrowed by customers. The Group maintains an active presence in global money markets to facilitate funding activities;
- Maintenance of a portfolio of highly marketable assets that can easily be liquidated as protection against any unforeseen interruption to cash flow;
- Managing balance sheet liquidity ratios against internal and regulatory requirements;
- Managing the concentration and profile of funding maturities; and
- Maintaining repurchase arrangements with various Banks to allow for the bank to 'Repo' fixed income investments to meet any liquidity needs that may arise.

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

d) Liquidity risk (continued)

ii. Exposure to liquidity risk

The key measure used by the Group for measuring liquidity risk is the Advances to Stable Resources ratio (ASRR) (regulatory ratio) which is 87.25% as at 31 December 2023 (2022: 87.09%). In addition, the Group also uses the following ratios / information on a continuous basis for measuring liquidity risk:

- Eligible Liquid Assets ratio (ELAR) to total assets ratio;
- Net Loans to Deposits ratio (LDR); and
- Basel III ratios (including LCR and NSFR) are also monitored internally and by the ALCO and Board Risk and Compliance Committee (BRCC).

The following table summarizes the maturity profile of the Group's assets and liabilities based on the contractual repayment arrangements. This profile does not take into account the effective maturities as indicated by the Group's deposit retention history. The contractual maturities of assets and liabilities have been determined on the basis of the residual period at the report date to the contractual maturity date.

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

d) Liquidity risk (continued)

ii. Exposure to liquidity risk (continued)

The maturity profile of the assets and liabilities at 31 December 2023 was as follows:

	Total	Less than 1 month	From 1 to 3 months	From 3 months to 1 year	From 1 to 5 years	Over 5 years	No Fixed Maturity
	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Assets							
Cash and balances with Central Bank	15,009,602	8,141,965	200,000	1,300,000	-	-	5,367,637
Due from banks, net	3,772,709	1,705,569	-	422,395	1,644,745	-	-
Loans and advances and Islamic financing, net	83,313,306	8,495,817	7,820,806	11,512,497	29,134,773	26,349,413	-
Investment securities, net	15,098,729	1,131,840	1,281,112	5,542,294	5,227,473	1,916,010	-
Investment in associate	102,390	-	-	-	-	-	102,390
Investment properties	246,050	-	-	-	-	-	246,050
Property and equipment	431,843	-	-	-	-	-	431,843
Bankers acceptances	7,931,518	1,961,053	88,611	5,850,331	31,523	-	-
Positive mark to market value of derivatives	697,872	697,872	-	-	-	-	-
Other assets, net	2,383,472	1,028,772	-	-	-	-	1,354,700
Total assets	128,987,491	23,162,888	9,390,529	24,627,517	36,038,514	28,265,423	7,502,620
Liabilities and equity							
Due to banks	7,833,389	2,556,667	183,650	2,045,867	3,047,205	-	-
Customer deposits and Islamic customer deposits	88,287,145	52,923,801	11,957,338	22,947,418	446,716	11,872	-
Notes and medium term borrowings	5,705,456	-	-	623,793	5,081,663	-	-
Due for trade acceptances	7,931,518	1,961,053	88,611	5,850,331	31,523	-	-
Negative mark to market value of derivatives	634,707	634,707	-	-	-	-	-
Other liabilities	2,813,919	2,765,397	-	-	-	-	48,522
Total liabilities	113,206,134	60,841,625	12,229,599	31,467,409	8,607,107	11,872	48,522
Gap representing equity	15,781,357	(37,678,737)	(2,839,070)	(6,839,892)	27,431,407	28,253,551	7,454,098

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

d) Liquidity risk (continued)

ii. Exposure to liquidity risk (continued)

The maturity profile of the assets and liabilities at 31 December 2022 was as follows:

	Total	Less than 1 month	From 1 to 3 months	From 3 months to 1 year	From 1 to 5 years	Over 5 years	No Fixed Maturity
Assets	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Cash and balances with Central Bank	15,760,429	12,530,692	-	-	-	-	3,229,737
Due from banks, net	3,766,507	3,281,371	-	182,531	302,605	-	-
Loans and advances and Islamic financing, net	74,720,117	9,197,572	6,886,764	8,534,060	29,091,078	21,010,643	-
Investment securities, net	8,810,092	56,260	666,260	1,370,382	4,044,117	2,673,073	-
Investment in associate	92,916	-	-	-	-	-	92,916
Investment properties	185,768	-	-	-	-	-	185,768
Property and equipment	354,251	-	-	-	-	-	354,251
Bankers acceptances	8,570,044	1,254,037	1,674,927	5,634,675	6,405	-	-
Positive mark to market value of derivatives	1,024,009	1,024,009	-	-	-	-	-
Other assets, net	2,902,494	747,182	-	-	-	-	2,155,312
Total assets	116,186,627	28,091,123	9,227,951	15,721,648	33,444,205	23,683,716	6,017,984
Liabilities and equity							
Due to banks	7,838,704	1,835,072	577,883	989,099	4,436,650	-	-
Customer deposits and Islamic customer deposits	81,074,379	50,431,143	11,122,064	18,601,077	909,119	10,976	-
Notes and medium term borrowings	2,034,019	-	-	-	2,034,019	-	-
Due for trade acceptances	8,570,044	1,254,037	1,674,927	5,634,675	6,405	-	-
Negative mark to market value of derivatives	923,911	923,911	-	-	-	-	-
Other liabilities	1,863,324	1,809,439	-	-	-	-	53,885
Total liabilities	102,304,381	56,253,602	13,374,874	25,224,851	7,386,193	10,976	53,885
Gap representing equity	13,882,246	(28,162,479)	(4,146,923)	(9,503,203)	26,058,012	23,672,740	5,964,099

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

d) Liquidity risk (continued)

ii. Exposure to liquidity risk (continued)

The table below shows the maturity of the Group's contingent liabilities and credit commitments:

	Total	Less than 1 month	From 1 to 3 months	From 3 months to 1 year	From 1 to 5 years	Over 5 years
31 December 2023	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Contingent liabilities	19,833,906	956,151	1,872,942	3,067,041	2,330,483	11,607,289
Credit commitments	27,037,144	5,139,610	1,820,345	5,018,472	6,964,757	8,093,960
Total	46,871,050	6,095,761	3,693,287	8,085,513	9,295,240	19,701,249
31 December 2022						
Contingent liabilities	16,654,508	2,005,206	1,839,560	2,365,779	1,328,365	9,115,598
Credit commitments	23,263,977	4,884,592	2,511,043	3,793,699	3,163,637	8,911,006
Total	39,918,485	6,889,798	4,350,603	6,159,478	4,492,002	18,026,604

Due to the nature of the contingent liabilities and credit commitment, it is possible that the guarantees and commitments could be called in the less than one month bucket, being the earliest period in which the guarantees could be called, and commitments could be drawn. Behavioral maturity is materially aligned with contractual dates.

The tables below show undiscounted contractual cash flows on the Group's financial liabilities:

	Total	Less than 1 month	From 1 to 3 months	From 3 months to 1 year	From 1 to 5 years
31 December 2023	AED'000	AED'000	AED'000	AED'000	AED'000
Due to banks	8,057,940	2,559,196	185,198	2,077,001	3,236,545
Customer deposits and Islamic customer deposits	89,279,015	52,948,812	12,069,243	23,731,930	529,030
Notes and medium term borrowings	6,555,710	-	-	638,734	5,916,976
Due for trade acceptances	7,931,518	1,961,053	88,611	5,850,331	31,523
Other liabilities	1,028,458	1,028,458	-	-	-
Total liabilities	112,852,641	58,497,519	12,343,052	32,297,996	9,714,074
31 December 2022					
Due to banks	8,167,278	1,836,210	579,564	1,012,193	4,739,311
Customer deposits and Islamic customer deposits	81,663,802	50,447,283	11,167,828	19,045,284	1,003,407
Notes and medium term borrowings	2,124,807	-	-	-	2,124,807
Due for trade acceptances	8,570,044	1,254,037	1,674,927	5,634,675	6,405
Other liabilities	722,028	722,028	-	-	-
Total liabilities	101,247,959	54,259,558	13,422,319	25,692,152	7,873,930

35. FINANCIAL RISK MANAGEMENT (CONTINUED)

e) Market risk

Market Risk is the risk of losses arising from movements in market prices. Market risk comes from a number of factors, particularly changes to market variables including, but not limited to, interest rates, credit spreads, exchange rates, equity prices, commodity prices, and implied volatilities. The Group is exposed to market risk through its participation in trading, investment, and asset/liability management activities. Trading activities involve taking positions on various instruments such as bonds, shares, currencies, commodities, or derivative financial instruments. The Group is exposed to non-trading market risk through its asset/liability management and investment portfolios.

i. Governance

Market risk management policy governs global market risk management across the Group. The policy is approved by the Board Risk and Compliance Committee (BRCC). It sets out the principles for managing market risk and the framework that defines risk measures, control and monitoring activities, market risk limits, and reporting of breaches.

A limit and governance structure are in place to manage market risk which are consistent with the Group's Risk Appetite framework.

The BRCC sets the risk appetite pertaining to market risk which translates into risk limits which are closely monitored by Group Risk Management, reported daily to senior management and discussed monthly by the ALCO.

The Group separates its exposure to market risk between trading and non-trading portfolios with overall responsibility vested with the ALCO. The Group Risk Management department is responsible for the development of detailed risk management policies and for the day-to-day implementation, subject to review and approval by the ALCO.

ii. Assessment and Management of market risk

The Risk Management Group uses a variety of risk measures to estimate the size of potential losses due to market risk. The Group's risk measures include Value-at-Risk (VaR), sensitivity metrics and stress test analysis.

Additionally, a comprehensive set of limits is applied to market risk measures, and these limits are monitored and reported on a regular basis. Instances when limits are exceeded are reported to the appropriate management level. The risk profiles of the Group's operations remain consistent with its risk appetite and the resulting limits, and are monitored and reported to traders, management of the applicable business unit, senior executives, and Board committees.

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

e) Market risk (continued)

iii. Investment Portfolio

The Group has an investment portfolio of liquid securities for strategic and liquidity management purposes. These investments carry market risk, credit risk, liquidity risk, and concentration risk.

In line with the IFRS9, the transactions pertaining to this portfolio are either classified as amortised cost or fair value through other comprehensive income (FVOCI).

The investment governance framework sets out the guiding principles and general management standards that must be followed by all parties involved. Under the framework, the Board of Directors through the Board Risk and Compliance Committee (BRCC) approves and sets risk appetite for the investment portfolio in terms of size, returns and risk. The investment portfolio is managed directly by the Treasury and risk limits are closely monitored by the market risk and reported regularly to ALCO.

The Risk Management Group applies different risk measures including Value-at-Risk (VaR), sensitivity metrics and stress test analysis. The risk reports are shared with ALCO and BRCC on a regular basis.

iv. Exposure to interest rate risk – non trading portfolio

Interest rate risk arises from interest bearing financial instruments and reflects the possibility that changes in interest rates will adversely affect the value of the financial instruments and the related income. The Group manages the risk principally through measuring and monitoring interest rate gaps, Economic Value of Equity (EVE) and Net Interest Income (NII) sensitivity as well as DV01 for the entire balance sheet. The Group Risk Management Department monitors compliance with these Interest rate risk measures against approved limits on a regular basis and is responsible for reporting breaches if any, to senior management. ALCO review reports monthly.

The following is the impact of interest rate movement on net interest income:

	2023		2022	
	Net interest income		Net interest income	
	50 bps	100 bps	50 bps	100 bps
	AED'000	AED'000	AED'000	AED'000
Upward Parallel Shift	52,085	107,584	75,417	137,914
Downward Parallel Shift	(98,439)	(179,699)	(72,602)	(150,620)

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

e) Market risk (continued)

A summary of the Group's interest rate sensitivity position based on contractual re-pricing arrangements or maturity dates, whichever dates are earlier is as follows:

31 December 2023	Non-interest bearing	Less than 3 months	From 3 to 6 months	From 6 months to 1 year	Over 1 Year	Total
Assets	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Cash and balances with Central Bank	6,209,602	8,800,000	-	-	-	15,009,602
Due from banks, net	1,705,570	-	-	-	2,067,139	3,772,709
Loans and advances and Islamic financing, net	1,154,946	63,072,044	6,394,963	1,489,866	11,201,487	83,313,306
Investment securities, net	333,580	2,208,154	3,558,463	1,855,050	7,143,482	15,098,729
Investment in associate	102,390	-	-	-	-	102,390
Investment properties	246,050	-	-	-	-	246,050
Property and equipment	431,843	-	-	-	-	431,843
Bankers acceptances	7,931,518	-	-	-	-	7,931,518
Positive mark to market value of derivatives	697,872	-	-	-	-	697,872
Other assets, net	2,383,472	-	-	-	-	2,383,472
Total assets	21,196,843	74,080,198	9,953,426	3,344,916	20,412,108	128,987,491
Liabilities						
Due to banks	1,422,628	1,317,690	1,219,441	826,426	3,047,204	7,833,389
Customer deposits and Islamic customer deposits	32,270,579	40,189,904	5,986,508	9,410,719	429,435	88,287,145
Notes and medium term borrowings	-	-	623,793	-	5,081,663	5,705,456
Due for trade acceptances	7,931,518	-	-	-	-	7,931,518
Negative mark to market value of derivatives	634,707	-	-	-	-	634,707
Other liabilities	2,813,919	-	-	-	-	2,813,919
Total liabilities	45,073,351	41,507,594	7,829,742	10,237,145	8,558,302	113,206,134
Interest rate sensitivity gap	(23,876,508)	32,572,604	2,123,684	(6,892,229)	11,853,806	15,781,357
Cumulative interest rate sensitivity gap	(23,876,508)	8,696,096	10,819,780	3,927,551	15,781,357	
Represented by equity						15,781,357

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

e) Market risk (continued)

31 December 2022	Non-interest bearing	Less than 3 months	From 3 to 6 months	From 6 months to 1 year	Over 1 Year	Total
Assets	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Cash and balances with Central Bank	4,060,429	11,700,000	-	-	-	15,760,429
Due from banks, net	3,281,371	36,640	275,092	145,891	27,513	3,766,507
Loans and advances and Islamic financing, net	1,179,258	58,005,001	3,761,734	1,656,895	10,117,229	74,720,117
Investment securities, net	441,939	949,858	793,103	531,285	6,093,907	8,810,092
Investment in associate	92,916	-	-	-	-	92,916
Investment properties	185,768	-	-	-	-	185,768
Property and equipment	354,251	-	-	-	-	354,251
Bankers acceptances	8,570,044	-	-	-	-	8,570,044
Positive mark to market value of derivatives	1,024,009	-	-	-	-	1,024,009
Other assets, net	2,902,494	-	-	-	-	2,902,494
Total assets	22,092,479	70,691,499	4,829,929	2,334,071	16,238,649	116,186,627
Liabilities						
Due to banks	-	7,216,905	309,594	312,205	-	7,838,704
Customer deposits and Islamic customer deposits	31,628,721	30,188,365	8,349,818	10,515,308	392,167	81,074,379
Notes and medium term borrowings	-	1,411,196	622,823	-	-	2,034,019
Due for trade acceptances	8,570,044	-	-	-	-	8,570,044
Negative mark to market value of derivatives	923,911	-	-	-	-	923,911
Other liabilities	1,863,324	-	-	-	-	1,863,324
Total liabilities	42,986,000	38,816,466	9,282,235	10,827,513	392,167	102,304,381
Interest rate sensitivity gap	(20,893,523)	31,875,033	(4,452,305)	(8,493,442)	15,843,483	13,882,246
Cumulative interest rate sensitivity gap	(20,893,523)	10,981,509	6,529,204	(1,964,237)	13,882,246	
Represented by equity						13,882,246

Non-interest bearing loans and advances and Islamic financing, net comprises of stage 3 loans.

Overall interest rate risk positions are managed by the Treasury and ALM Department, which uses investment securities, advances to banks, deposits from banks and derivative instruments to manage the overall position arising from the Group's activities. Interest rate risks are assumed by ALM from the businesses through fund transfer pricing process.

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

e) Market risk (continued)

Currency Risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Transactional foreign currency exposures represent exposure on banking assets and liabilities, denominated in currencies other than the functional currency of the transacting entity.

The Market risk management policy is designed to prevent the holding of significant open positions in foreign currencies outside the trading portfolio managed by the Group. Exposures are monitored through open currency position limits and VaR, within the risk appetite set by the Board.

Positions are closely monitored by the Market Risk Department and hedging strategies are used to ensure positions are maintained within established limits.

At 31 December, the Group had the following significant net exposures denominated in foreign currencies:

	Net spot Position AED'000	Forward Position AED'000	Net exposure	
			2023 AED'000	2022 AED'000
Currencies				
US Dollar	5,986,887	(4,373,694)	1,613,193	(308,067)
GCC currencies	(849,991)	952,174	102,183	11,188
Great Britain Pound	(97,574)	98,183	609	92
Japanese Yen	(39)	1,103	1,064	720
Euro	(206,472)	211,972	5,500	7,890
Others	31,385	(19,972)	11,413	15,378

A summary of capital requirement for market risk under standardized approach of Basel III is set out below:

	2023 AED'000	2022 AED'000
Foreign currency risk	12,733	3,746
Interest rate risk	62,337	75,472
	75,070	79,218

f) Equity risk

The Group has defined in its trading book policy the instruments which the Group is allowed to trade. A limited trading activity takes place in the equity market, monitored by Risk Management and in line with ALCO recommendations. Daily stop loss limits as well as portfolio notional limits are monitored daily and reported to senior management. In addition, the Group has classified an equity portfolio as FVOCI.

Analysis of equity portfolio:

	2023 AED'000	2022 AED'000
Publicly traded (quoted):		
Equity (note 10)	52,991	60,072
Privately held (unquoted):		
Unquoted equity instruments and fund (note 10)	280,589	381,867
Total	333,580	441,939

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

f) Equity risk (continued)

Analysis of gains or (losses) on equity investments:

	2023	2022
	AED'000	AED'000
Unrealised loss	(19,585)	(8,196)

Analysis of capital requirement for equity investments under standardized approach of Basel III:

	2023	2022
	AED'000	AED'000
Quoted equity instruments and fund	5,564	6,308
Unquoted equity instruments and fund	52,683	73,120
Total	58,247	79,428

g) Operational risk

Operational risk is defined by Basel as “The risk of loss resulting from inadequate or failed internal processes, people and systems or from external events, this includes legal risk but excludes strategic and reputation risks”.

The Group’s objective is to manage operational risk, to balance the mitigation of financial losses and damage to the Group’s reputation, with overall cost effectiveness and to avoid control procedures that restrict initiative, innovativeness and creativity.

The primary responsibility for overseeing the establishment of sound operational risk management framework and monitoring the operational risk profile of the Group vests with the senior management of the Group. The Group maintains a cross functional committee, the Operational Risk Management Committee (ORMC), the members of which are senior management with the responsibility to closely monitor the status of key Operational Risks across the Group and support timely execution of action plans.

The Group maintains a robust risk governance framework with accountability embedded throughout the organisation. The Group applies a “Three lines of defense” model within which the businesses and functions are responsible for the risks that form part of their respective areas and must ensure that these risks are identified, measured, mitigated, and monitored through appropriate control. Risk, Compliance and Finance are the major second lines of defense and are responsible for providing policy guidance, assurance, challenge, and oversight of risks they steward. Internal Audit is the third line, providing independent assurance to senior management and the Board and its subcommittees.

Accountability and responsibility is assigned to the heads of individual units, departments or branches. This responsibility is supported by the development of overall Group standards for the management of operational risk in the following areas:

- Requirements for appropriate segregation of duties, including the independent authorisation of transactions to eliminate scenarios involving any conflict of interest;
- Requirements for the reconciliation and monitoring of transactions;
- Compliance with regulatory and other legal requirements;

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35. FINANCIAL RISK MANAGEMENT (CONTINUED)

g) Operational risk (continued)

- Documentation of controls and procedures pertaining to all activities of the Group;
- Requirements for at least annual assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified;
- Requirements for the reporting of operational losses, tracking preventative actions to avoid future recurrence, and remedial actions to ensure the incident is appropriately managed;
- Development and testing of contingency plans to mitigate the threats that could disrupt the functioning of the Group to service its customers;
- Training and professional development of employees at all levels so as to maintain and increase their awareness of the areas they are responsible for;
- Mandatory annual risk and compliance training for all staff;
- Ethical and business standards (through the Group's Code of Conduct);
- Risk mitigation, including insurance wherever this is effective; and
- Whistle Blowing and Incident Reporting Policies are channels available to all staff for reporting of any loss events or other wrongdoings.

The Group has an approved framework for end-to-end management of its operational risks, which involves the active participation of the employees at all levels. The Operational Risk Management policy defines the framework for the identification, assessment, control, monitoring and reporting of operational risks and events. The Control Testing Program was introduced to the Operational Risk Framework and Policy in 2023 as the 4th integral pillar of Operational Risk Management. Control Test programs have been developed to assess the operating effectiveness of controls recorded in departmental risk profiles. Reports are produced for the Operational Risk Management Committee.

The Group maintains an operational risk tool to record and manage all operational risk activities. The system collates operational risk information that enables the group to effectively analyse and report operational risk data.

Group Risk Management are responsible for embedding group-wide operational risk awareness, by delivering workshops, seminars and training courses on different operational risk disciplines, for employees throughout the year.

As part of the operational risk framework in the Group, Risk and Control Self Assessments (RCSA) are carried out by all business units to identify and measure their operational risks and assess the effectiveness of existing controls. Action plans are agreed for any control weaknesses or unacceptable risks to mitigate the likelihood and / or impact of an operational risk event. Any operational risk events that occur are recorded and escalated to ensure timely remedial actions are taken, to reduce customer dissatisfaction and recover losses.

Information and Cyber Security is the practice that protects Information and Information Systems from unauthorized access, use, disclosure, disruption, modification, or destruction. The risk includes cyber threats to application, infrastructure, and cloud security. The Group's Information Security Management System is certified to ISO/IEC 27001, and compliant to UAE's National Electronic Security Authority (NESA) Standards, the Payment Card Industry (PCI) Data Security Standards and Article 6 of the Consumer Protection Regulation. The key risk to the Group is the safety and privacy of critical data such as customer account details and financial data that could lead to reputational damage, financial loss and regulatory violations.

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36. CAPITAL MANAGEMENT

36.1 Regulatory capital

The Group's regulator, Central Bank of the UAE (CBUAE), sets and monitors regulatory capital requirements. The Group's objectives when managing capital are as follows:

- Safeguard the Group's ability to continue as a going concern and optimize returns for shareholders;
- Comply with regulatory capital requirements set by Central Bank of the UAE.

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The level of capital on shareholders' return is also recognised and the Group recognises the need to maintain a balance between the higher returns that might be possible with greater gearing and the advantages and security afforded by a sound capital position.

The Group also assesses its capital requirements internally taking into consideration growth requirements and business plans, and quantifies its Regulatory and Risk / Economic Capital requirements within its integrated ICAAP Framework. Risks such as Interest Rate Risk in the Banking Book, Concentration Risk, Strategic Risk, Legal and Compliance Risk, Stress Risk, Insurance Risk and Reputational Risk are all part of the ICAAP.

The Group also calculates the Risk Adjusted Return on Capital (RAROC) for credit applications that are priced on a risk-adjusted basis. RAROC calculations are also built into the Credit Appraisal System.

The CBUAE supervises the Group on a consolidated basis, and therefore receives information on the capital adequacy of, and sets capital requirements for, the Group as a whole. Effective from 2017, the capital is computed at a Group level using the Basel III framework of the Basel Committee on Banking Supervision ('Basel Committee'), after applying the amendments advised by the CBUAE, within national discretion. The Basel III framework, like Basel II, is structured around three 'pillars': minimum capital requirements, supervisory review process and market discipline.

The Group's capital base is divided into three main categories, namely CET1, AT1 and Tier 2 (T2), depending on their characteristics;

- CET1 capital is the highest quality form of capital, comprising share capital, legal, statutory and other reserves, fair value reserve, retained earnings, after deductions for intangibles and other regulatory adjustments relating to items that are included in equity but are treated differently for capital adequacy purposes under 'CBUAE' guidelines.
- AT1 capital comprises eligible non-common equity capital instruments.
- Tier 2 capital comprises of collective provision which shall not exceed 1.25% of total credit risk weighted assets.

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36. CAPITAL MANAGEMENT

36.1 Regulatory capital (continued)

The CBUAE issued Basel III capital regulations, which came into effect from 1 February 2017 introducing minimum capital requirements at three levels, namely Common Equity Tier 1 ('CET1'), Additional Tier 1 ('AT1') and Total Capital. The minimum capital adequacy requirements as set out by Central Bank of the UAE are as follows:

- Minimum Common Equity tier 1 (CET 1) ratio of 7% of risk weighted assets (RWAs).
- Minimum tier 1 ratio of 8.5% of RWAs.
- Total Capital Adequacy Ratio (CAR) of 10.5% of RWAs.

Additional capital buffers (Capital Conservation Buffer (CCB) and Countercyclical Capital Buffer (CCyB) - maximum up to 2.5% for each buffer) introduced over and above the minimum CET1 requirement of 7%.

The Group has complied with all the externally imposed capital requirements.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

36. CAPITAL MANAGEMENT (CONTINUED)

36.2 Capital resources and adequacy

The table below summarizes the composition of regulatory capital and the ratios of the Group as per BASEL III guidelines and has complied with all of the externally imposed capital requirements to which it is subject. As per Central Bank of the UAE regulation for Basel III, the capital requirement as at 31 December 2023 is 13% inclusive of capital conservation buffer of 2.5%. The Group has also applied the standards issued vide its circular dated 12 November 2020 and 30 December 2022 by the CBUAE which includes additional Guidance on the topics of Credit Risk, Market Risk, Operational Risk, Equity Investment in Funds (EIF), Counter Party Credit Risk (CCR) and Credit Value Adjustment (CVA). The Standards support the implementation of the “Regulations re Capital Adequacy” (Circular 52/2017).

	2023	2022
Common equity tier 1 (CET1) capital	AED'000	AED'000
Share capital	2,985,192	2,802,734
Legal and statutory reserve	1,492,596	1,401,447
General reserve and other reserves	1,366,663	1,366,663
Retained earnings	6,960,603	6,071,426
Accumulated other comprehensive income	(550,354)	(692,040)
IFRS transitional arrangement	108,425	90,292
	12,363,125	11,040,522
Regulatory deductions and adjustments	(159,903)	(123,565)
Total CET1 capital	12,203,222	10,916,957
 Additional tier 1 (AT1) Capital (note 19.2)	 2,203,800	 2,203,800
Tier 1 capital	14,407,022	13,120,757
Tier 2 capital		
Eligible general provision	1,110,055	1,007,389
Tier 2 capital	1,110,055	1,007,389
 Total regulatory capital	 15,517,077	 14,128,146
Risk weighted assets (RWA)		
Credit risk	88,804,371	80,591,138
Market risk	1,038,385	1,248,790
Operational risk	7,458,217	6,233,385
Risk weighted assets	97,300,973	88,073,313
Tier 1 ratio	14.81%	14.90%
Tier 2 ratio	1.14%	1.14%
Capital adequacy ratio	15.95%	16.04%

The Capital adequacy ratio calculation is after netting off the proposed dividend distribution from the capital base.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements
For the year ended 31 December 2023

36. CAPITAL MANAGEMENT (CONTINUED)

36.2 Capital resources and adequacy (continued)

Risk Weighted Capital Requirement

The Group has adopted the standardized approach for credit risk and market risk and basic indicator approach for operational risk for regulatory reporting purposes. The Group's risk weighted capital requirement for credit, market and operational risk are given below:

i. Risk weights for credit risk

The Group has a diversified funded and unfunded credit portfolio. The exposures are classified as per the Standard Portfolio approach mentioned under Central Bank of the UAE Basel III Capital Adequacy Framework covering the standardized approach for credit risk. The descriptions of the counterparty classes along with the risk weights used to derive the risk weighted assets are as follows:

• Funded exposure

Claims on sovereigns

These pertain to exposures to governments and their central banks. Claims on central banks and sovereigns are risk weighted in accordance with their ratings from acceptable external credit assessment institutions (ECAIs). Exposure to the Federal Government and Emirates Government receives 0% risk weight, if such exposures are denominated and funded in AED or USD. A 0% risk weight is applied to exposures to GCC sovereigns and their central banks only if these exposures are denominated and funded in the domestic currency of that sovereign and the Supervisory authority of that sovereign has adopted such preferential treatment for exposures to its own sovereign and central bank.

Claims on non-commercial public sector entities (PSEs) and government related enterprises (GRE)

Non-Commercial PSEs that are acknowledged by the Central Bank is treated in the same as Claims on Bank. Exposure to all other PSEs that are not included on the Central Bank's list must be treated like exposures to corporates.

Claims on government related entities (entities with greater than 50% government ownership) are risk weighted in accordance with ratings from acceptable ECAIs. Risk weight of 100% is applied on claims on unrated government related entities.

Claims on multilateral development banks (MDBs)

All MDBs are risk weighted in accordance with each bank's credit rating except for those members listed in the World Bank Group which are risk weighted at 0%.

Claims on banks

Claims on banks are risk weighted based on the ratings assigned to them by external rating agencies, however, short term claims were assigned more favorable risk weighting.

No claim on an unrated bank would receive a risk weight lower than that applied to claims on its sovereign of incorporation.

Claims on corporate

Claims on corporate are risk weighted in accordance with ratings from acceptable ECAIs. Risk weight of 100% is applied on claims on unrated corporate.

For unrated exposures to Small and Medium-sized Entities (SME) that do not meet the criteria of regulatory retail portfolio, an 85% risk weight is applied.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements
For the year ended 31 December 2023

36. CAPITAL MANAGEMENT (CONTINUED)

36.2 Capital resources and adequacy (continued)

Risk Weighted Capital Requirement (continued)

i. Risk weights for credit risk (continued)

• Funded exposure (continued)

Claims on regulatory retail portfolio

Retail claims that are included in the regulatory retail portfolio (including SME) are assigned risk weights of 75% (except for those assets that are past due loans), if they meet the criteria mentioned in Central Bank of the UAE Basel III guidelines.

Claims secured by residential property

A preferential risk weight of 35% was applied on claims that did not exceed AED 10 million to a single borrower and the claim was secured by residential property with LTV of up to 85%. If the two criteria cannot be definitively established or met, then if the exposure meets the criteria for regulatory retail claims then a 75% risk weight applies. Other claims secured on residential property were risk weighted 100%.

Claims secured by commercial real estate

100% risk weight was applied on claims secured by commercial property.

Past due loans

The unsecured portion of any loan (other than a qualifying residential mortgage loan) that is past due for more than 90 days, net of specific provisions (including partial write-offs), is risk weighted as follows:

- 150% risk weight when specific provisions are less than 20% of the outstanding amount of loan;
- 100% risk weight when specific provisions are greater than 20% of the outstanding amount of loan.

In the case of residential mortgage, when such loans are past due for more than 90 days it is risk weighted at 100%. All other assets are classified between 'assets under higher-risk categories' and 'others'; and risk weighted at the prescribed risk weights.

• Unfunded exposure

For credit-related contingent items, the nominal value is converted to an exposure through the application of Credit Conversions Factors (CCF). The CCF is at 20%, 50% or 100% depending on the type of contingent item, and is used to convert off balance sheet notional amounts into an equivalent on balance sheet exposure.

Undrawn commitments to extend credit represent commitments that have not been drawn down or utilized at the reporting date. The nominal amount provides the calculation base to which the CCF is applied for calculating the exposure. CCF range between 20% and 50% for commitment with original maturity of up to one year and over one year respectively and 0% CCF is applicable for commitments which can be unconditionally cancelled at any time.

• Equity Investments in Funds (EIF)

For all equity investments by banks in all types of funds that are held in the banking book (in-scope equity positions), the RWA is calculated as if the bank held the fund's exposures directly rather than indirectly through investment in the fund. The Group has used a hierarchy of three successive approaches i.e. Look-through approach (LTA), Mandate-based approach (MBA) and Fall-back approach (FBA) with varying degrees of risk sensitivity and conservatism, as required in the standards. Further, leverage adjustment to RWA is also incorporated to reflect a fund's leverage appropriately as described in the standards.

Commercial Bank of Dubai PSC

Notes to the Group consolidated financial statements

For the year ended 31 December 2023

36. CAPITAL MANAGEMENT (CONTINUED)

36.2 Capital resources and adequacy (continued)

Risk Weighted Capital Requirement (continued)

i. Risk weights for credit risk (continued)

• Credit Valuation Adjustment (CVA)

The Group has adopted the standardized approach for calculating risk weighted assets for CVA risk. The process followed by the Group is as follows:

- Exposure at Default (EAD) is calculated based on the Counterparty Credit Risk (CCR) standard.
- Single Name Exposure (SNE) for each counterparty is calculated by multiplying the EAD by the Supervisory Discount Factor (DF) for each netting set.
- Capital is calculated using the formula applicable for Banks.

The final calculation performed is to multiply the capital by 12.5 to derive at the CVA RWA.

ii. Risk weights for market risk

Capital requirement for market risk is calculated using standardized approach. The capital requirement for market risk is analysed into capital requirement for interest rate risk, equity risk, foreign exchange risk and option risk.

iii. Risk weight for operation risk

Capital requirement for operation risk is calculated using basic indicator approach. This capital charge was computed using basic indicator approach by multiplying the three years average gross income by a predefined beta factor.

37. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the presentation adopted in these consolidated financial statements, the effect of which are considered immaterial.

Sustainability Report

Executive Statements

Message from the Chairman

I am proud to present Commercial Bank of Dubai's fourth annual sustainability report which showcases the Bank's Environmental, Social and Governance ('ESG') practices, progress, and commitments for the future.

The year 2023 was significant in tackling the United Nations Sustainable Development Goals and the United Arab Emirates played a leading role in this critical pursuit. His Highness Sheikh Mohamed bin Zayed Al Nahyan, UAE President and Ruler of Abu Dhabi, announced 2023 as the "Year of Sustainability". This culminated in the hosting of the 28th Conference of the Parties ('COP28'), the most important event hosted by the nation in 2023, according to His Highness Sheikh Mohammed bin Rashid Al Maktoum, Vice President and Prime Minister of the UAE and Ruler of Dubai.

All organizations in the UAE have a role to play in progressing the UN SDGs and fighting climate change. As an organization that is backing the ambitions of our proud nation, Commercial Bank of Dubai remains committed to operating its business in a sustainable manner, aligning with the UAE's efforts towards sustainable development, empowering local communities, preserving the environment and, very importantly, supporting our customers as they transition towards the new economy.

In 2023, CBD reassessed the ESG topics which are material to the Bank's business, employees, customers, regulators and other stakeholders. We identified initiatives which needed to be prioritized to respond to the impacts of CBD's operations on society and the environment as well as the impact of these external factors on CBD's shareholder value. We are proud of the progress made on these initiatives and all our material initiatives, but we are equally cognizant that there is more to be done.

This report outlines the progress made across the five pillars of our ESG Framework by emphasizing the key achievements and commitments across our material initiatives. Our commitments are continually evolving as we identify new ways in which we can better contribute to this global challenge while continuing to back the nation's ambitions, including the realization of net zero by 2050.

Thank you to our shareholders, customers, employees, and the communities we serve for your loyalty and faith in us. As we reflect on a successful COP28, we are reminded that community collaboration and alignment are crucial to the sustainability of the planet for our future generations. I look forward to more engagement with our customers and stakeholders as we drive our sustainability agenda.

H.E. Humaid Mohammad Al Qutami
Chairman

Message from the CEO

Sustainability remains at the heart of CBD's business strategy and long-term planning. During 2023, we accelerated the transformational changes required to ensure that CBD progressed its sustainability initiatives in line with the materiality matrix introduced in our 2022 Sustainability Report. We prioritized those initiatives where the Bank could have the greatest impact for the environment and for society. Some of the highlights from 2023 are listed below:

- We leveraged our Sustainable Finance Framework to issue a \$500 million conventional Green Bond for projects championing green finance.
- We baselined our greenhouse gas emissions across scopes 1,2 and 3 and committed to achieving carbon-neutral operations by 2030, by removing greenhouse gas emissions from our own operations.
- We sponsored the Dubai Future Sustainability Forum hosted in the Dubai International Financial Center, taking a leading role in discussions shaping a sustainable tomorrow. In parallel, we facilitated our first Sustainability Hackathon, through a collaborative stakeholder engagement exercise with university students and external advisors.
- We signed the UAE's Ministry of Climate Change and Environment, Sustainable Companies Pledge, aligning our goals with a decarbonized UAE by 2050.
- We embedded ESG risk into our Risk Management Framework, incorporating environmental and social risks as part of our credit risk assessments, and stress testing climate risk transition scenarios.
- We were awarded ISO Certifications related to Information Security Management and Business Continuity Management.
- We signed up to the United for Wildlife's Mansion House Declaration to help in the fight against illegal trade in wildlife.
- We partnered with a world-leading digital payments company to provide sustainability initiatives for our personal banking customers.
- We introduced EV chargers for customers in our key branches, offering a sustainable infrastructure that aligns with our commitment to an eco-friendly future.
- We rolled out sustainability training to all colleagues in recognition of the importance of a broader understanding of sustainable business activities.
- We launched a series of podcasts focused on community and consumer education covering such topics as female leadership and how sustainability can unlock opportunities for banks.

Our sustainability transformation journey continued to be governed by our ESG Council and quarterly reports were presented to the Bank's Board of Directors. I am proud of our progress in 2023 and acutely aware that the pace of transformational change needs to continue. While we reflect on the success of COP28, it is important that we remember the wise words of the COP28 President Dr Sultan Al Jaber who cautioned that "An agreement is only as good as its implementation. We are what we do, not what we say".

Dr. Bernd van Linder
Chief Executive Officer

Introduction

About this report

Purpose

This report complements our 2023 Annual Report and 2023 Corporate Governance Report, providing additional information on our sustainability strategy, approach, and performance in 2023, as well as our plans and ambitions for 2024. With this report, we aim to provide transparency to our stakeholders on how we effectively manage material ESG risks and opportunities to safeguard the long-term success of our business. We also aim to highlight the externalities associated with the Bank's activities. In doing so we not only highlight how we are managing the financial risks facing the Bank, but also how the Bank's activities are impacting upon the environment and society. We are on a journey to embed sustainability into the core of how we operate. This report intends to provide a reflection of where we are and what is yet to come.

Scope

This report covers the Commercial Bank of Dubai PSC and all its material subsidiaries. The data and information presented in this report represent activities that occurred in the 2023 fiscal year, from January 1, 2023 to December 31, 2023 with a number of highlighted exceptions. One such exception is Greenhouse Gas ('GHG') emissions data reported for our own operations, supply chain, and financed emissions. In 2023, we partnered with a leading consulting firm to baseline our GHG emissions using full year 2022 data.

Reporting standards

This report was prepared in accordance with national and local reporting standards including the Dubai Financial Market ESG reporting guidelines and the UAE Securities and Commodities Authority ('SCA') sustainability disclosure requirements. In addition, the Global Reporting Initiative ('GRI') Standards, United Nations Sustainable Development Goals ('UN SDGs'), and International Financial Reporting Standards ('IFRS') Sustainability Standards informed our disclosures.

CBD at a glance

About CBD

Our story

For 54 years, CBD has had the privilege of a social license to operate in the UAE. We retained this license through an unending commitment to our corporate and social responsibility initiatives. However, in recent years the stakes have risen. Retaining our social license requires us to hold ourselves to account for the impact we as an organization are having on future generations. It requires us to become a sustainable business.

Becoming a sustainability focused business is a key ingredient for long-term success as it builds a foundation of trust and cooperation between us and the communities we serve, ultimately leading to a more sustainable future for all. However, it is not easy. It requires change, and change is an area in which CBD excels.

Our purpose

Backing the Nation's Ambitions.

Our vision

To be the best bank for our customers.

Our values

COLLABORATION (one bank together now) – OWNERSHIP (What we say, we do) – DELIVERY (drive flawless execution through effective planning) – EXCELLENCE (win together through service excellence).

Our customer promise

We are the Bank that is 'backing your ambition'.

Our Organization

Ownership Structure

CBD is proud of its local ownership. The Bank is mostly owned by UAE Nationals, including 20% by the Investment Corporation of Dubai ('ICD'). Other key shareholders include Al Futtaim Private Co (10.51%), Orient Insurance PJSC (8.84%), Abudullah Hamed Al Futtaim (6.95%), Ghobash Trading & Inv (6.37%), A W Rostamani Group (7.68%), and General Public (39.65%).

CBD at a glance

<i>Key Subsidiaries</i>	• CBD Financial Services LLC			
<i>Customer Segments</i>	• Institutional banking • Corporate banking • Personal banking			
<i>Geographic Footprint</i>	• 14 branches across 6 Emirates			
<i>Customers</i>	• 505,845 personal banking customers • 89% of corporate customers digitally registered in 2023 • 74% of corporate customers digitally active in 2023 • 97% of retail customers digitally registered in 2023 • 78% of retail customers digitally active in 2023			
<i>Employees</i>	• 1,200 employees • 43% female • 37.1% UAE nationals			
<i>Financials</i>		2021	2022	2023
	Net profit (AED Mn)	1,451	1,825	2,650
	Operating income (AED Mn)	3,183	3,812	4,938

	Return on equity	13.2%	15.99%	21.23%
	Total assets (AED Bn)	114.2	116.1	129.0
	Return on Assets	1.37%	1.58%	2.16%

‘Year of Sustainability’ in the UAE

President His Highness Sheikh Mohamed bin Zayed Al Nahyan declared 2023 as “the Year of Sustainability”. We affirmed our support of this declaration and the UAE’s “Net Zero by 2050” strategic initiative by making significant strides to advance our sustainable transformation:

- We leveraged our Sustainable Finance Framework to issue a \$500 million conventional Green Bond for projects championing green finance.
- We baselined our greenhouse gas emissions across scopes 1,2 and 3 and committed to achieving carbon-neutral operations by 2030, by removing greenhouse gas emissions from our own operations.
- We sponsored the Dubai Future Sustainability Forum hosted in the Dubai International Financial Center, taking a leading role in discussions shaping a sustainable tomorrow. In parallel, we facilitated our first Sustainability Hackathon, through a collaborative stakeholder engagement exercise with university students and external advisors.
- We signed the UAE’s Ministry of Climate Change and Environment, Sustainable Companies Pledge, aligning our goals with a decarbonized UAE by 2050.
- We embedded ESG risk into our Risk Management Framework, including incorporating environmental and social risks as part of our credit risk assessments, and stress testing climate risk transition scenarios.
- We were awarded ISO Certifications related to Information Security Management and Business Continuity Management.
- We signed up to the United for Wildlife’s Mansion House Declaration to help in the fight against illegal trade in wildlife.
- We partnered with a world-leading digital payments company to provide sustainability initiatives for our personal banking customers.
- We introduced EV chargers for customers in our key branches, offering a sustainable infrastructure that aligns with our commitment to an eco-friendly future.
- We rolled out sustainability training to all colleagues in recognition of the importance of a broader understanding of sustainable business activities.
- We launched a series of podcasts focused on community and consumer education covering such topics as female leadership and how sustainability can unlock opportunities for banks.

Spotlight on COP 28

COP28 brought together world leaders, private sector decision makers, and environmental experts to accelerate action to avoid the most damaging impacts of climate change. Over 2 weeks, nearly 100,000 politicians, diplomats, journalists, and campaigners registered for the meeting, making it the biggest climate conference ever held.

One key outcome was the commitment to triple the capacity of renewable energy like wind and solar power, and to double the rate of energy efficiency improvements, both by 2030. COP28 concluded with a historic agreement by 198 parties to deliver a new era of climate action, with the UAE Consensus for the first time ever calling on parties to transition away from fossil fuels. Another outcome was the mobilization of more than USD 85 billion in new financial commitments. This included the activation of the loss and damage fund, and the launch of ALTÉRRRA, the world's largest catalytic private investor that is 100 percent focused on solutions to climate change.

CBD had a strong presence at COP28, with several key events and engagements attended by CBD employees and management. The Bank's CEO, Dr Bernd van Linder, represented CBD during the announcement by the UAE Banking Federation ('UBF') and the Central Bank of the UAE ('CBUAE') that the country's banking sector will mobilise AED 1 trillion towards sustainable finance by 2030. As we reflect on the significant strides made at COP28, we are excited about the future and the role we can play in shaping a sustainable world.

Our Approach to ESG

2023 Sustainability performance highlights

In 2023, we continued to make progress across the five strategic pillars of our Sustainability Framework:

Environment	
A Greenhouse Gas ('GHG') baseline was conducted for our own operations, supply chain, and financed emissions:	
Own Operations and Supply Chain = 26,027 tCO2e	
CBD Operations Inventory	GHG Own Emissions (tCO2e)
Scope 1 – Fugitive Emissions	522
Scope 1 – Mobile Emissions	24
Scope 2 – Purchased Electricity	22,142
Scope 3 – Business Travel	135
Scope 3 – Employee Travel	2,664
Scope 3 – Purchased Goods	540
Total	26,027
Financed Emissions	
In-scope Industries	
Upstream Oil & Gas	
Power Generation	
Aviation	
Cement	
Steel	
Inaugural Green bond issued:	
500 USD million 2.8x oversubscribed 33% International investors, 67% from Middle East	
Local procurement	
93% of procurement budget spent on local suppliers	
Environmental and social risk assessments embedded into credit decisioning process	
Climate risk gap analysis completed against Central Bank of the UAE issued principles and action plan devised.	

CBD People
Employee engagement score:
2023: 75
Emiratization:
37.1% UAE nationals (of whom 72% Female, and 28% Male)
Employee diversity:
43% Female employees
Training:
42.4 employee learning hours per employee
Emirates Labour Market award received for our outstanding performance in the UAE labour market.

Financial Inclusion
Accounts held by low-income customers: As at December 2023 – 115,303
Loans to SME customers: Total net value of AED 729.1m
Financial literacy and education: 43 communications and events

Community
Customer complaints (# per 100k customers): 2023 - 339 2022 - 466 2021 – 776
Customer experience: 4.01 Average-CSAT Score - Best Digitization Initiatives - ME Banking AI Awards - Best Digital Wallet - MENA Banking Excellence Award - Best Mobile Banking Services - MEA Finance Banking Technology Awards - Payments Innovation of the Year - MEA Finance Leaders in Payments Awards 2023 - Best Instant Payments Technology Implementation – MEA Finance Leaders in Payments Awards 2023 - Excellence in Retail Banking – Finnovex Middle East Awards 2023 - Best Instant Payments Platform Implementation – MEA Finance Awards 2023
Philanthropy: 33 charities and community organizations supported 2,890 volunteer hours by 132 employees - Awarded the “Silver Impact Seal” by the National CSR fund for sustainable impact practices
Sponsored Future Sustainability Forum in partnership with Dubai International Financial Center (‘DIFC’),
Hosted our first Sustainability Hackathon with innovators from CBD, Deloitte and Middlesex University Dubai

Governance
Five Sustainability updates provided to the Board of Directors
Climate Risk presented to Board Risk Committee as “top emerging risk” for Board oversight
ESG Council convened 5 times during 2023 and membership expanded to align with 2024 priorities
Corporate Governance Review completed and actioned
ESG Risk embedded in the Bank’s Risk Management Framework
ISO Certifications obtained: - ISO 27001:2022 Information Security Management System Certification - ISO 22301:2019 Business Continuity Management System Certification

Materiality assessment

In 2023, we reviewed the materiality assessment completed in 2022, which was implemented with support from third party experts. This assessment involved consultation with both internal and external stakeholders to identify the topics most relevant for CBD.

Overall, the Bank found that its 2022 materiality assessment remained relevant for the key stakeholder groups consulted. The Bank also noted an opportunity to incorporate aspects from other stakeholders (Central Bank of the UAE, Securities and Commodities Authority, Dubai Financial Markets) to refresh the prioritization of material initiatives. This resulted in the following material topics increasing in importance to external stakeholders:

- Climate risk management
- GHG emissions
- Responsible lending and investing

In the table below, the 20 material topics identified in our 2022 assessment are mapped against our five-pillar Sustainability Framework, which was first showcased in our 2021 Sustainability Report.

Environment	CBD People	Financial Inclusion	Community	Governance
Our purpose				
We hold ourselves to account while supporting our society and our customers' environmental ambitions.	We promote Emiratization and a healthy, up skilled and engaged workforce.	We are all-inclusive and aspire to share in our customers' success.	We are a default digital bank, backing our customers and residents of the UAE.	We protect our stakeholders by taking accountability for risk management at Board level.
Our material topics				
• Responsible Lending and Investing • Climate Risk Management • GHG Emissions • Environmental Impact of our Operations • Sustainable Procurement Practices	• Talent Acquisition and Retention • Emiratization • Diversity, Equity, and Inclusion	• Access and Affordability • Financial Literacy and Education • SME Lending • Responsible Labelling and Marketing	• Customer Experience • Digitalization • Philanthropic Donations • Social Advocacy	• Ethics, Compliance, and Governance • Privacy and Cyber Security • Business Continuity • Transparency, Accountability, and Reporting
Our mapping to UN Sustainable Development Goals				
Clean water and sanitation (SDG 6), Affordable and clean energy (SDG 7), Responsible	Good health and well-being (SDG 3), Quality education (SDG 4), Gender	Decent work and economic growth (SDG 8), Reduced inequalities (SDG 10), Partnerships	Good health and well-being (SDG 3), Quality education (SDG 4), Industry,	Peace, justice, and strong institutions (SDG 16)

consumption and production (SDG 12), Climate action (SDG 13)	equality (SDG 5), Decent work and economic growth (SDG 8), Reduced inequalities (SDG 10)	for the goals (SDG 17)	innovation and infrastructure (SDG 9), Sustainable cities and communities (SDG 11)	
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All material topics are incorporated into our overall sustainability approach, and we are committed to disclosing our performance and progress on each of these topics in our sustainability reports. Our approach and progress on the material topic, “Transparency, Accountability and Reporting”, is demonstrated through our Sustainability Report. In addition, we will assess opportunities to align our reporting more closely to the IFRS Sustainability Standards in 2024.

In 2023 our senior leadership team also took the time to reflect on the areas where we think there is an opportunity for us to do more. Through this reflection, we identified a need to accelerate our response to climate change by addressing our own operational GHG emissions footprint, enhancing our ESG risk management, and expanding our responsible lending. Our increased focus on these material topics is also reflected in the contents of this report.

Sustainability Governance

This year CBD’s Board of Directors and Executive Committee provided oversight on the Bank’s sustainability initiatives, receiving periodic updates on progress and performance for material topics.

All sustainability initiatives are governed by the Bank’s ESG Council. The ESG Council is co-chaired by the Chief Risk Officer and Chief Sustainability & Customer Officer and includes representatives from the Sustainability, Human Resources (‘HR’), Wholesale Banking, Finance and Operations teams. The ESG Council provides updates to the Executive Committee and the Board Executive Committee, as well as the Board of Directors and other Board Committees, as required. The ESG Council met a total of five times in 2023.

Other management committees provide oversight on specific sustainability initiatives that are aligned with their area of accountability.

Our Sustainability Governance model:

Board of Directors	Protecting the interests of all our stakeholders and promoting the long-term sustainability of the Bank
Board Executive Committee	Provides board-level oversight on the Bank’s sustainability transformation and performance
Executive Committee	Provides executive-level oversight of the Bank’s sustainability transformation and performance and makes key decisions on the Bank’s ESG initiatives
ESG Council	Responsible for driving the Bank’s sustainability transformation and the controlled delivery of material ESG initiatives and monitoring of related ESG Key Performance Indicators (‘KPIs’)

Sustainability Team	Responsible for the day-to-day execution of sustainability initiatives
Other Committees	
Board Risk & Compliance Committee	A standing committee of the board that provides oversight on key and emerging risks, including Climate Risk
Risk Management & Compliance Committee	Provides executive-level oversight on emerging environmental and social risks and the implementation of suitable risk mitigation strategies across the business
HR Committee	Provides oversight on the CBD People pillar of CBD's ESG Framework and the implementation of strategic HR initiatives
Asset and Liabilities Committee	Responsible for final approval of the eligible Green Bond loan portfolio, monitoring the allocation of green bond net proceeds, and ensuring ongoing compliance with the CBD Sustainable Finance Framework

ESG Council Terms of Reference (high-level mandate)

The ESG Council is responsible for the controlled delivery of material ESG initiatives and the monitoring of related KPIs. The ESG Council, which is co-chaired by the Chief Sustainability Officer and the Chief Risk Officer, is accountable to the EXCO, and is comprised of a cross-functional team, including representatives from Business units, Human Resources, Customer Engagement, Enterprise Risk Management and Corporate Social Responsibility.

- Steer the implementation of the Bank's ESG strategy, policy, and sustainable finance practices.
- Approve the plan to implement ESG initiatives to achieve the objectives of the ESG strategy.
- Report to EXCO on the progress of ESG initiatives.
- Monitor the progress of ESG performance and the ESG risk culture of the Bank.
- Approve the Sustainable Finance Product Framework and endorse new sustainable finance products.
- Review and approve the selection of eligible loans for inclusion in the Eligible Portfolio.
- Monitor external reviews (Second Party Opinion Provider and Independent Verifier) and deal with external advisor(s).
- Review and approve the annual Sustainability and Sustainable Finance reports.
- Address changes in the Eligible Portfolio and put forward potential alternative eligible loans.
- Monitor the evolution of the Sustainable Finance regulation and update the framework to the extent necessary.
- Coordinate with business units, as required, to achieve the objectives of the above mandate.

Environment

In 2023, CBD became increasingly aware of the role the Bank must play in addressing climate change, not only through our own operations and supply chain, but importantly as a financier and investor. We made significant strides to advance our internal capabilities to support the transition to a net zero economy and proactively manage climate change risks.

Responsible Lending and Investing

Our approach and progress

Financial institutions have an important role to play in tackling climate change. It has become increasingly clear that societal value and negative externalities need to be adequately accounted for in financial markets. To change this trajectory, we must find ways to consider environmental and social benefits and costs when making investment and financing decisions. This is why we have made it a priority this year to accelerate our sustainable finance capabilities.

In 2023, CBD set the foundation for our sustainable finance capability by:

- Introducing our Sustainable Finance Framework.
- Issuing our inaugural Green Bond to mobilize USD 500 million to achieve environmental objectives.

The launch of CBD's Green Bond has impacted the Bank's internal objectives and motivations, increasing the momentum needed to mobilize funds towards projects aligned with the environmental or social objectives outlined in our Sustainable Finance Framework. Our forecasted balance of sustainable assets for June 2025 which meet the eligibility criteria of our Sustainable Finance Framework is significantly higher than the required balance of AED 1,835 million. Additionally, we started advising clients on sustainability-linked loans in 2023 and have plans to extend our sustainable finance capabilities further in 2024.

We are therefore supportive of the pledge made by the UAE Banks Federation ('UBF') on behalf of the UAE banking sector to mobilize more than AED 1 trillion in sustainable finance by 2030. Through our involvement in the UBF, we continue to stay abreast of the evolving sustainable finance standards for the UAE and we look forward to playing a key role in enabling the required flow of sustainable finance.

Introducing our Sustainable Finance Framework

This year we introduced our Sustainable Finance Framework to define the eligibility criteria for Green, Social and Sustainability financing instruments. Our framework was designed in alignment with the International Capital Market Association ('ICMA'), Green Bond Principles ('GBP') and Social Bond Principles ('SBP'), as well as the Loan Syndications and Trading Association, the Loan Market Association, and the Asia Pacific Loan Market Association Social Loan Principles ('SLP').

Eligible green and/or social projects as per CBD Sustainable Finance Framework include:

- Green Buildings
- Renewable Energy
- Clean Transportation
- Pollution Prevention and Control
- Access to Education

CBD successfully obtained a Second Party Opinion from ISS ESG who independently verified the quality of CBD's Sustainable Finance Framework in alignment with the aforementioned principles.

[CBD's Sustainable Finance Framework](#)

[Second Party Opinion on Sustainable Finance Framework](#)

Issuing our inaugural USD 500 million Green Bond

The Sustainable Finance Framework and Second Party Opinion jointly provided the foundation for the issuance of CBD's inaugural green bond in June 2023.

The issuance of CBD's inaugural green bond marked a significant milestone in the Bank's commitment to sustainable finance during the UAE Year of Sustainability.

The USD 500 million five-year bond generated substantial interest from investors following a well-received global road show. Final orders peaked at USD 1.4 billion and delivered an impressive price tightening of 35 basis points from the initial price thoughts (IPTs), representing the strongest spread tightening, at that point in the year, for a Middle East & North Africa ('MENA') conventional issuance. The bond was priced at 140 basis points over treasuries with a coupon rate of 5.319%

The strong demand showcased the confidence placed by local, regional and international investors in CBD's financial performance and ESG approach, further emphasizing the growing importance of sustainable investment opportunities.

Proceeds from the bond are being mobilized to finance or refinance a range of green and social projects that meet the eligibility criteria outlined in the CBD Sustainable Finance Framework. Eligible sustainable assets are jointly tracked by the Sustainability and Wholesale Banking teams with oversight from the ESG Council and the Assets and Liabilities Committee.

CBD will publish its first Green Bond Allocation Report to provide information to investors on the allocation of the Bank's Green Bond proceeds in May 2024.

- 2.8x oversubscribed
- 67% Middle East investors
- 33% International investors, of which 41% of the international investors were considered as "green investors"

"This successful issuance of CBD's inaugural green bond underscores our strategic dedication to long-term sustainability and our proactive approach in addressing environmental challenges. By supporting the UAE's sustainability ambitions and contributing to a greener future, we are aligning ourselves with global environmental goals and driving sustainable finance to help foster a more resilient economy."

Dr. Bernd van Linder, CEO

What's next?

Going into 2024, CBD will continue to focus on developing our internal capabilities as well as collaborating with our clients and external partners to deliver product and service innovations that provide transition finance and support our clients on their journey towards a net zero economy.

Climate Risk Management

Our approach and progress

Climate risk may become a major source of systemic risk in the financial system because of both increasing physical and transition risk. Physical risk refers to the financial impact of more frequent severe weather events and environmental degradation. Transition risk refers to the financial loss which may occur due to the adjustment to a more sustainable and low-carbon economy.

In recognition of the potential impact of climate risk on the financial system, we have identified climate risk as a top emerging risk for the Bank. This has been reported to the Bank's Board who are now overseeing the management of this risk. We are actively working on strengthening our approach to climate risk management to increase resilience and to future-proof our business. We have also embedded broader environmental and social (E&S) risk considerations into our risk management framework and lending practices.

Key Climate Risk 2023 milestones include:

- Introducing our ESG Policy.
- Integrating ESG risk into our Enterprise Risk Management Framework.
- Establishing our risk appetite to monitor our loan portfolio exposure to E&S risks.
- Conducting our first Climate Risk Scenario Analysis.
- Embedding E&S risk considerations into our approach to credit assessment.

CBD's approach to climate risk management, and E&S risk management more broadly, is primarily focused on managing indirect risks arising from counterparties, including but not limited to risks linked to counterparty business models, management practices, and geographic footprint.

Closely related to CBD's approach to climate risk management is the measurement of our financed emissions and the development of sector net zero transition plans. This topic is addressed in the next section of this report (titled 'GHG Emissions').

Understanding our exposure to sectors with material E&S risks

In 2023, we engaged third party advisors to assess our lending portfolio to better understand our exposure to sectors with high E&S risk. The assessment framework leveraged industry benchmarks, such as the European Bank for Reconstruction and Development Environmental and Social Risk Categorization and considered both our current exposure as well as historical exposure to high-risk sectors.

A key output from the assessment was CBD's exposure to high E&S risk sectors. This set the baseline for the articulation and approval of an ESG Risk Appetite which is monitored by the Sustainability team and communicated to the ESG Council.

Wholesale Loans & Advances as at Dec 31st, 2023

Sector	Portfolio exposure (AED 000')	Portfolio exposure (%)
Agriculture, Forestry and Fishing	35,263	0.1%
Mining & Quarrying	2,544,695	3.8%
Manufacturing	6,767,339	10.0%
Electricity, Gas Steam and Air Conditioning Supply	1,546,104	2.3%
Water Supply	451,072	0.7%

Construction	5,860,537	8.7%
Wholesale and Retail	9,573,867	14.2%
Transportation & Storage	2,771,389	4.1%
Accommodation, Food & Services	2,782,500	4.1%
Information & Communication	1,725,465	2.6%
Financial and Insurance Activities	8,688,549	12.9%
Real Estate Activities	18,394,058	27.3%
Professional Scientific & Technical Activities	318,463	0.5%
Administrative & Support Service Activities	1,976,033	2.9%
Education	1,976,523	2.9%
Human Health & Social Work	1,817,718	2.7%
Arts, Entertainment, and Recreation	192,857	0.3%
Other	10,154	0.0%
Total	67,432,586	100%

- Total lending to oil and gas is AED 2.47 billion, representing 3.7% of CBD wholesale loans and advances. This constitutes the bulk of our Mining & Quarrying exposure.
- CBD does not have any direct exposure to coal mining.

Conducting our first Climate Risk Scenario Analysis

The Financial Stability department of the CBUAE introduced Climate Risk Scenario Analysis in 2023, as part of the annual stress testing process. To support this analysis, the CBUAE shared guidance for transition risk and physical risk scenarios, with transition risk scenario analysis mandatory for all the UAE-based banks and physical risk scenario analysis optional. The three Network of Central Banks and Supervisors for Greening the Financial System scenarios for transition risk are: Current Policies (+3.0°C), Net Zero 2050 (+1.5°C), Delayed Transition (+2.0°C).

CBD applied CBUAE guidance to forecast the impact of transition risk on ratings, probability of default, and loss given default for its top 20 non-financial corporate clients from a pre-defined list of climate sensitive economic sectors. In addition, a high-level physical risk scenario impact analysis was explored, noting the challenges in assessing the impact.

Embedding E&S risk considerations in credit assessment

This year, CBD integrated the assessment of E&S risks in the Wholesale Banking credit approval policy and process. The policy is followed by the relationship managers with support from the Sustainability team to screen credit applications at the counterparty and transaction level against the Bank's list of restricted lending activities. The impact of the proposed credit on the Bank's overall ESG risk appetite is considered as part of the assessment. The launch of the process included the training of all customer-facing relationship managers and credit officers. The process is followed for credit applications and as part of periodic credit reviews for existing Wholesale Banking customers.

What's next?

Looking forward, we plan to launch a second phase of our E&S risk credit assessment approach to strengthen and streamline our operations. This second phase will include enhanced exclusion and restricted lending lists, as well as supporting information databases and technology solutions to enable

our front-line employees to conduct the initial screening at the counterparty and transaction level. The Sustainability team will continue to oversee the end-to-end process and will conduct enhanced due diligence on specific customers and transactions, as required.

Further, as part of this second phase, we will formalize our client engagement approach with the goal of supporting our clients as they transition to an inclusive, net zero economy, while proactively managing the Bank's portfolio exposure to E&S risk. We will focus our client engagement efforts in sectors where we believe we can make the most impact.

GHG Emissions

Our approach and progress

Understanding our greenhouse gas ('GHG') emissions footprint was a major priority for the Bank in 2023. To support this priority, CBD partnered with a leading consulting firm to baseline our GHG emissions using full year 2022 data. The baseline covers CBD's Scope 1 and Scope 2 GHG emissions, as well as Scope 3 GHG emissions for material categories in accordance with guidelines set out in the GHG Protocol. This includes financed emissions (category 15 per the GHG protocol) for five prioritized sectors following the Partnership for Carbon Accounting Financials ('PCAF') standard for financial institutions.

The analysis conducted as part of CBD's GHG emissions baseline enabled the Bank to announce its commitment to carbon-neutrality for the Bank's own operations by 2030. The commitment includes reducing GHG emissions from CBD's own operations as much as possible and by a minimum of 50% by 2030. This will ensure that we minimize our reliance on carbon offsets in reaching carbon neutrality.

Own operations and supply chain emissions

The following GHG Protocol categories were included in scope for own operations and supply chain GHG emissions calculation:

Scope 1	• Company facilities, including HVAC refrigerant leakages • Company vehicles
Scope 2	• Purchased electricity, steam, heat and cooling
Scope 3	• Purchased goods and services • Waste generated in operations • Business travel • Employee commuting • Upstream leased assets • Downstream leased assets¹

For the 2022 reporting year, CBD's total calculated GHG emissions related to its own operations and supply chain were 26,027 tCO₂e. This is roughly equivalent to the carbon absorbed by 1.2 million trees over the course of one year.

In terms of material categories, Scope 2 GHG emissions from purchased electricity make up 85% of our total footprint. Employee commuting forms the most significant part of our Scope 3 emissions related to

¹ Excludes repossessed real estate assets collected as collateral against defaulted loans.

own operations . To address GHG emissions related to employee commuting, the Bank offers discounted public transport passes and is investigating other ways to reduce employee commuting.

Own operations and supply chain GHG emissions (tCO2e) for 2022 year-end	
Scope 1	545
Scope 2	22,142
Scope 3	3,340
Total GHG Emissions	26,027

Financed Emissions

For our first financed emissions calculation, we prioritized five sectors based on CBD's exposure to GHG emission intensive sectors. Within these sectors, we focused on the part of the value chain where transition efforts are most needed to bring the end-to-end value chain in alignment with the International Energy Agency's ('IAE') Net Zero Emissions ('NZE') scenarios.

Our financed emissions calculations cover the subset of lending activities depicted in the following chart.

Portfolio Scoping:

Oil & Gas	Upstream	Trading	Midstream	Storage	Downstream	Integrated Players
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Power	Power Generation	Transmission & Distribution	Electricity Off Takers	Integrated Players
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Aviation	Suppliers	Airplane Manufacturers	Airliners (including leased aircraft)	Logistics, Maintenance and Other Services
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Cement	Suppliers	Production	Recycling
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Steel	Mining Iron	Transport	Production	End Users	Recycling
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Green = Included in baseline

Data limitations and quality:

Given this was CBD's first time performing a GHG emissions calculation, we encountered some data limitations. We used proxy data to address our data limitations when available and appropriate. Quality control procedures were performed to ensure the quality of underlying data collected, calculations performed, and assumptions.

With respect to financed emissions, our overall PCAF data quality score on year-end 2022 data was 3.6, on a scale of 5 to 1, wherein 5 is the lowest and 1 is the highest.

What's next?

Own Operations Emissions

In 2024, we will conclude an ongoing energy efficiency audit to identify opportunities to reduce energy use across our office buildings and to accelerate our transition to renewable energy. The first phase of this energy efficiency audit will focus on our highest emitting offices. We plan to expand our focus and cover all CBD owned and leased spaces in a subsequent phase. From there, we will recalibrate our 2030 roadmap to reduce our operational and supply chain related emissions in line with our 2030 commitment to carbon neutrality for own operations emissions.

Our 2030 roadmap considers changes to the operations of our data centers, which could result in energy savings and reduce GHG emissions from our existing data center footprint.

Financed Emissions

Our calculated financed emissions are currently under the review of our ESG Council and Executive Committee and will form a key component of our sustainable finance strategy. In response to our baselined financed emissions, we will work with our clients to improve the underlying data quality of the financed emissions calculations and take steps to set reduction targets in consideration of the IEA's Net NZE scenarios and in alignment with the UAE's Net Zero ambitions. We will also consider expanding upon our 2022 GHG emissions baseline by including additional sectors where CBD has a material exposure, like commercial and residential real estate.

Finally, we will formalize our reporting processes, roles and responsibilities, and supporting tools for GHG emissions in 2023, including the assessment of reporting solutions and automation opportunities, to improve the timeliness of our GHG emissions reporting on a go-forward basis. We look forward to disclosing our financed emissions in future Sustainability Reports.

Environmental Impact of Our Operations

Our approach and progress

In parallel to the key focus on GHG emissions, collective efforts were made to reduce the harmful environmental impact of our operations whilst upskilling our colleagues on how they can change their "in office" and "at home" behaviors.

Employee awareness and behavior change

Our "People's Page" is a fortnightly internal communication issued to all colleagues. It contains a dedicated "Sustainability Stories" section which summarizes the efforts being made by the Bank to address and respond to growing environmental and societal responsibilities. It also educates colleagues on broader sustainability developments whilst providing tips on how colleagues can reduce the adverse environmental impact inherent in their daily lifestyles.

Electricity and water consumption

In 2023, electricity consumption was 54,152,736² kWh for owned buildings and leased properties. For the same scope of properties, water consumption was 124,190,725 gallons.

² End of November consumption figures extrapolated to end of December to estimate total year.

In 2023, CBD concluded the migration to LED signs at its branches. The energy efficiency audit is expected to recommend further changes to the Bank's energy usage which should result in a reduction in electricity consumption in future years.

Electricity & Water Consumption for Buildings which are owned by CBD

(excludes repossessed buildings)

	2022	2023
Electricity consumption (kWh)	51,721,280	54,152,736
Water consumption (gallons)	147,864,950	124,190,725

Paper consumption

Ongoing efforts were made to reduce paper consumption across our offices. Our IT colleagues were the pioneers in restricting access to printers across the IT department. Other departments will follow their example throughout 2024.

Paper Consumption by CBD

	2022	2023
Paper and paper-based products used and recycled (kg)	34,440	19,520

Waste management

In 2023, we installed new waste bins to improve waste segregation and recycling of paper, cans, and plastic. We also contracted a waste management vendor to better handle waste and recycling at our Head Office. In 2022, CBD distributed free reusable water bottles to all employees to encourage them to reduce the use of single-use plastic bottles and installed water stations across its head office and branch locations. In 2023, new reusable water bottles continued to be made available to new joiners.

What's next?

In 2024, we aim to improve our reporting capabilities to monitor and further reduce our purchased electricity and water consumption across our building portfolio. Our plans and priorities to reduce energy consumption across our real estate portfolio are outlined in the previous report section titled 'GHG Emissions'. The outcome of the energy audit will be the key lever in deciding our next steps. We will also explore the possibility of achieving environmental certifications for some of our buildings. Finally, we will continue our 'paperless' journey in 2024 with plans to further limit access to printers across our organization.

Sustainable Procurement Practices

Our approach and progress

By establishing sustainable procurement practices, we reduce the environmental impact of the goods and services we purchase and promote responsible and ethical behavior across our supply chain.

In 2023, we continued to apply our ESG Scorecard to assess the ESG practices and performance of current and future suppliers. This scorecard is integrated into the Bank's RFP supplier evaluation matrix to prioritize suppliers who share our ESG goals. This integration has helped us identify strategic green

partnerships across our supply chain. For example, we signed a Memorandum of Understanding (MoU) with Visa to collaborate on sustainable initiatives and are currently exploring the opportunity to use recycled materials for all new banking cards.

As a local bank, we are focused on backing the businesses and the residents of the UAE and we strive to work with local suppliers wherever possible. In 2023, 93% of bank-wide spend was with local suppliers, matching the previous year’s result.

Local Procurement

	2022	2023
Percentage of procurement budget spent on local suppliers (%)	93%	93%

What’s next?

Looking forward, CBD will continue to strengthen our sustainable procurement practices through strategic partnerships that advance our commitment to reduce emissions in our own operations by 50% by 2030. The Bank has plans to expand the number of green partnerships we have with suppliers in 2024 and beyond.

CBD People

Our people are our most prized asset, and they are the key to success as we continue to grow and transform our business. The promise to all our customers is that we are the Bank that is 'backing your ambition'. However, this promise can only be delivered if we first back our employees by supporting their professional aspirations and by fostering a safe, inclusive, and empowering workplace. Through this approach, we provide equal opportunity for talent at all levels and all backgrounds to grow and create an environment where high-performing team's flourish.

CBD was proud to be recognized by the Ministry of Human Resources and Emiratization. In 2023, we received the Emirates Labour Market Award for our outstanding performance in the UAE labour market. The award was presented to CBD for playing a leading role among private sector enterprises, business service centers, and workers.

Talent Acquisition and Retention

Our approach and progress

Employees who feel supported, valued and engaged are more likely to stay longer with their employer and to produce better results. In 2023, we continued to invest in our people and capabilities to help us attract, develop and retain the right talent, providing the foundation for the growth of our business.

Talent acquisition

CBD hired over 200 more employees in 2023 compared to the previous year, with a priority on finding high quality local talent. CBD is focused on building and maintaining a well-balanced organization representing diversity in age, gender, and nationality.

Hiring Profile

	2021	2022	2023
Total new hires (#)	208	247	450
UAE national new hires (#)	77	74	150
Female new hires (%)	40%	39%	40%
Male new hires (%)	60%	61%	60%
Employees under 25 years (%)			7%
Employees aged 25-34 years (%)			24%
Employees aged 35-44 years (%)			43%
Employees over 45 years (%)			26%

Engagement and satisfaction

Every year we run a bank-wide employee engagement and culture survey. Survey responses are anonymous to encourage our employees to share candid feedback on what is working well and what needs to improve. Our HR management team uses the survey results to monitor the extent to which our organization is providing the optimal environment for our employees to succeed and be happy as well as to identify actionable improvement opportunities. In 2023, our employee engagement score was 75 and our employee culture score was 73. These scores are in line with local and global benchmarks and represent no change from the prior year.

Employee Engagement & Culture

	2022	2023
Employee engagement score	75	75
Employee culture score	73	73

Talent retention

In 2023, our 12 month rolling average employee turnover was 25%. This uptick was intricately linked to the Central Banks Emiratization Initiatives, intensifying attrition among UAE Nationals. The post COVID-19 market expansion accentuated this circumstance, markedly amplifying attrition rates. Mindful of these challenges, a paramount goal for 2024 is to adeptly mitigate employee turnover through strategic initiatives..

Employee Turnover

	2023
Total employee turnover (#)	288
Total employee turnover (%)	25%

Employee wellbeing

CBD continues to keep the health and wellbeing of its employees as a top priority, providing a series of wellbeing initiatives throughout 2023. Our employee wellbeing initiatives are designed to back employees physically, financially, socially and emotionally, helping to create a positive impact on both their work and personal lives.

Our Employee Assistance Program, Sanad, provides telephonic counselling support to employees and their family members. Online webinars on various topics were delivered with subject matter experts and medical professionals to boost the wellness of our employees.

In addition to Sanad, we held 13 events in 2023 to support our employees' wellness across our four wellbeing pillars:

Wellness Events

Wellbeing Pillar	Events Held in 2023
Emotional	3
Financial	1
Social	6
Physical	3

Motivational session with Paralympic gold medalist Mark Colbourne

In an awe-inspiring session, Paralympic gold medalist, Mark Colbourne,, delivered a powerful talk on 'Battling adversity with determination and perseverance'. Mark shared his incredible journey of resilience and triumph, leaving a lasting impression on all who joined.

Remuneration

Employee remuneration packages are comprised of fixed pay, allowances, benefits based on the job category, and performance-based pay. CBD benchmarks employee remuneration against the market on an annual basis.

With respect to performance-based pay, employees are rewarded based on both their individual performance as well as that of their business unit. Our performance-based pay includes bonus, incentives and recognition awards:

- 98 team and 59 individual CODE Awards were given to recognize teams and employees who demonstrate exceptional personal drive and positive behaviors aligned to CBD's CODE values.
- 79 SPOT awards were given by line managers to recognize their employees for displaying exemplary behavior and driving process enhancements.

Learning and Development

CBD is committed to supporting the continuous learning and development ('L&D') of its employees to build organizational capability. Developing the overall competence of employees is an investment that drives both organizational and individual goals. The Bank is committed to facilitating L&D interventions which enable all employees to drive performance and realize their potential.

Learning Framework

The 70:20:10 learning principle is applied wherever possible; 70% of the learning is facilitated on the job through experiential learning, 20% through social learning and 10% through formal learning including e-learning. Social learning helps improve and reinforce formal and experiential learning.

Training and performance management

In 2023, employees benefited from more than 46,232 formal learning hours. This represents an increase of 83% from the prior year. These learning hours were delivered through a mix of in-house classroom training, virtual training, Emirates Institute of Finance ('EIF') training programs and other online learning programs.

Learning Hours

	2021	2022	2023
Total learning ³ hours (#)	11,360	25,317	46,232
Average learning hours per employee (#)	8.5	20	42.4

CBD's approach to performance management ensures we support the professional growth of our employees and sets the foundation for a culture of continuous learning at the Bank. Our performance management cycle is staged as follows:

- **Stage 1:** Planning through KPI setting as well as discussing and agreeing an individual development plan.
- **Stage 2:** Mid-year review of performance is an opportunity to provide feedback, discuss areas of improvement and review KPIs, if required.

³ Formal learning hours are defined by the bank as non-mandatory training hours

- **Stage 3:** Year-end Assessment of performance to determine individual performance ratings of all employees.

Employee performance is assessed on a regular basis for both, employees on incentives and those participating in the discretionary bonus plan. For those on incentives, performance is managed on a monthly or quarterly basis, in line with the type of role/ business function.

Learning & Development highlights:

Leadership and Management programme

In 2023, a new cohort of 45 leaders and emerging leaders completed our flagship Leadership and Management programme. The 9-month programme was run in partnership with Franklin Covey Middle East, a globally renowned leadership development programme consultancy, providing participants with the tools, skills, strategies, and techniques to fully develop within their current role and enable them to thrive in a leadership position both now and in the future.

Digital Accelerator programme 2.0

In 2023, a new cohort of 50 employees participated in our Digital Accelerator Programme, a pivotal initiative reinforcing CBD's commitment to employee development. In partnership with PwC Academy, this 14-week programme is designed to fuel the growth of our workforce and equip participants with the skills, knowledge, and mindset required to thrive in a digital era, driving innovative solutions for our valued customers.

Emirates Institute of Finance ('EIF') course offerings

CBD employees have access to 310 courses to expand their skills and knowledge, from technical skills to leadership development. Courses are available in a variety of formats, including virtual instructor-led training and classroom sessions.

Microsoft Copilot programme

Microsoft facilitated three training sessions to support the launch of Copilot into CBD. Copilot is a large language model-based chat-bot developed by Microsoft to improve workflow efficiency in organizations.

Mandatory Sustainability and ESG eLearning

A new mandatory eLearning was launched this year to ensure that all CBD employees have a thorough understanding of CBD's sustainability policies, and to raise awareness of how their individual roles can support the Bank to achieve its ESG goals.

Professional certifications

During 2023, we continued to support employees to take up professional certifications including the following specializations: Project Management Professional ('PMP'), Association of Certified Anti-Money Laundering Specialists ('ACAMS'), Chartered Institute for Securities & Investment ('CISI'), Certified Information Systems Security Professional ('CISSP'), Certified Internal Auditor ('CIA'), Chartered Institute of Personnel and Development ('CIPD'), and Sustainability certifications offered by leading institutions.

What's next?

In 2024, talent acquisition and retention will continue to be a key priority for the Bank. A new senior HR position has been created to drive forward several priority transformation initiatives, with particular focus

on employee culture and the digitalization of core HR processes. In relation to learning and development, the Bank will launch the third cohort of its Digital Accelerator programme and will take steps to introduce a new Learning Experience Platform.

Emiratization

Our approach and progress

As a national bank, we are immensely proud to support the UAE's visionary Emiratization efforts, as we believe in nurturing the next generation of UAE National talent to achieve their ambitions. We are not only investing in the future of these young leaders but also the banking and financial services sector in the UAE.

We employ 445 UAE nationals, who account for 37.1% of our workforce. In 2023, we welcomed 150 UAE nationals to our Bank, including a mix of recent graduates and experienced hires. The number of UAE Nationals in C-Suite positions increased in 2023 and currently the Emiratization rate for our Executive Committee stands at 45%, increasing from 33% in 2022.

Emiratization Overview

	2021	2022	2023
UAE national employees (#)	351	363	445
Female UAE national employees (% of total workforce)	25%	26%	27%
Male UAE national employees (% of total workforce)	8.5%	9.5%	10%
UAE national new hires (%)	37%	30%	33%
UAE national internships and summer work placements (#)	7	1	7

Training and development programmes

To support our Emiratization objective, we run a series of programmes for the development of our Emirati talent. These programmes include:

Bedayati programme

In 2023, 48 UAE National high school graduates successfully completed our Bedayati Programme. In collaboration with Emirates Institute of Finance, this initiative empowers young talents with essential knowledge and skills for excelling in the dynamic banking industry. Over a six-month period, programme participants are immersed in a diverse set of disciplines such as banking operations, branch automation, and customer service, while benefiting from invaluable on-the-job training.

Tumoo7 Management Graduate programme

This is a unique structured programme for fresh UAE graduates offered by CBD. The programme is designed to equip the graduates with skills that will prepare them for seamless integration into a corporate role at CBD after university. Each graduate is assigned to a specific department where they undergo "on-the-job" learning while simultaneously attending formal training courses for technical and soft skills. Each participant is assigned a Senior Manager in the Bank who serves as their mentor to help them define their career path. A final presentation on product and process enhancement is the capstone

project for this programme. All participants are evaluated at the end of 12 months to assess their readiness to move into an Assistant Manager position.

Acceleration programme

This programme, originally launched in October 2021, is aimed at developing aspiring UAE Nationals for them to take up more senior roles in the Bank.

Future Graduate Development programme

The new batch of graduates for 2023 were enrolled for the Certified Banking Operations Certification delivered by EIF in collaboration with the Banking Institute of Hong Kong. A selection of the graduates will also go on to study for professional certifications through EIBFS.

Credit Skills programme

We continued our partnership with a globally renowned training provider to deliver a Credit Skills program to UAE Nationals across WBG, Credit and PBG. Participants underwent 20 days of classroom training aimed at developing their credit skills. They finished the program with a capstone project and a presentation to executive management.

Future Tech Leaders programme

In 2023, we launched our “Future Tech Leaders” programme, in collaboration with the Emirates Institute of Finance, University of Oxford, and Massachusetts Institute of Technology (MIT). The 6-month programme is unique in its focus on strategic as well as technological development, covering three main domains: Cybersecurity, Data Science, and Software Programming.

CBD Youth Council

In the UAE, Corporate Youth Councils empower and connect Emirati youth across the private or public sector enterprises. By implementing programs, policies, and plans, they seek to reinforce the role of youth and to harness their voices, outputs, and talents to serve the country’s organizations and enterprises, UAE Vision 2021, and the national youth agenda.

In line with this vision, we launched the CBD Youth Council to champion the ideas of our Emirati youth and spearhead positive changes within CBD and across the UAE. The purpose of the council is to:

- Connect with Corporate Youth Councils across the UAE.
- Improve organizational culture by emphasizing the importance of communication between corporate leaders and youths.
- Provide an environment that encourages listening to the youth’s ideas and outputs within the Bank.
- Reinforce CBD’s role in choosing the most appropriate methods to harness young talents.
- Reinforce the role of youth and support their engagement in the Bank.
- Stress the importance of empowering and developing young talents, empowering women, and instill the Bank’s CODE values.
- Support UAE’s national theme and agenda.

What’s next?

Looking forward, we are committed to achieving the Emiratization targets set by the CBUAE. In 2024, we will strengthen and extend our Emirati training and development programmes, with particular focus on

our Tumoo7 Academy and Tumoo7 Management Graduate programme. In addition, with support from our newly formed Youth Council, we will continue to enhance our end-to-end talent management practices to attract, develop, and retain our Emirati talent.

Diversity, Equity, and Inclusion

We believe that diversity in our workforce makes CBD a stronger company. To build and maintain diversity, we create a culture that makes everyone feel included and supported and provides equal opportunities for talent at all levels to grow.

Gender diversity

Of the 1,152 employees at the Bank, 43% are female. At Director level and above, female representation falls to 20%. CBD knows it can do better when it comes to gender diversity and is committed to increasing female representation in senior positions across the Bank. There is no material gender pay gap at any level throughout the organization.

Female : Male Colleagues Overall

	2021	2022	2023
Female Employees (%)	42%	43%	43%
Male Employees (%)	58%	57%	57%

Female : Male Colleagues per Seniority

	2023
Entry and mid-level positions - Female (%)	49%
Entry and mid-level positions - Male (%)	51%
Senior and executive level positions - Female (%)	20%
Senior and executive level positions - Male (%)	80%

Flexible Work

Many of our employees choose to participate in and benefit from our flexible work hours. We believe that flexibility in our working hours will create a more inclusive work environment, enabling employees to manage their work and personal lives better.

For job roles where flexible hours do not inconvenience our customers and/or disrupt normal business, employees can start their workday from 7AM to 9AM and finish from 3.30PM to 5.30PM. To manage potential impacts on our customers and employees, all working arrangements are agreed in advance with the relevant line manager and approved by the Department Head.

Board Diversity

The Central Bank of the UAE and the Securities and Commodities Authority's Corporate Governance Standards for Banks requires that at least 20% of the candidates considered for appointment to the Board of a listed company must be female and at least one Board member must be female.

The Remuneration, Nomination and Governance Committee has discussed the present absence of female representation on the Board and effected changes to the Board selection procedure, such that this will be addressed at the next Annual General Meeting ('AGM') and on an ongoing basis thereafter.

What's next?

To support the professional development and advancement of women at the Bank, CBD is considering launching a Female Leaders Forum in early 2024. The objectives of this forum will include to:

- Create opportunities for women to advance to leadership positions.
- Foster a cultural shift that seeks to proactively identify and mitigate any potential subconscious bias.
- Identify the key changes required to attract, retain, and support female growth and progress across all levels.

Financial Inclusion

Financial inclusion is a key enabler to building communities that are supportive, vibrant, and resilient. At CBD, we back our community and our clients by delivering financial products and services that are accessible, responsible, and meet our clients' needs.

Access and Affordability

Our approach and progress

To make our banking solutions more accessible, we offer free salary transfer accounts. As at 2023 year-end, 115,303 accounts were held by low-income customers.

CBD continues to offer a robo-advisory investment solution. "CBD Investr" is an innovative investment app powered by smart algorithms that actively manage investment portfolios to deliver optimal risk-adjusted performance. With a low minimum investment amount requirement of just \$500, the CBD Investr app has made investing accessible to low- and medium-income workers.

CBD has a strategic focus on growing its remittance and foreign exchange income. CBD has partnerships with the State Bank of India, "Thunes" and "helloworld" to offer international remittance to bank accounts, mobile wallet top ups and cash pick up services. Currently, the Bank offers instant remittances to India, Pakistan, Philippines and Bangladesh. Approximately 84% of our customers list one of these four countries as their home country.

What's next?

We are committed to delivering accessible and affordable banking solutions to our customers and potential customers and will continue to invest in our capabilities to support this commitment.

Financial Literacy and Education

Our approach and progress

In 2023, CBD increased its focus on financial literacy and education, providing regular communications on key topics, such as fraud and cyber security, financial literacy, and general economic and market updates, via the Bank's website, social media, and targeted emails. CBD also hosted eight in-person client outreach events, including six hosted by the Bank's Private Banking and Treasury teams.

We also offer our customers a free personal finance management tool, called 'Budget and Track', with our online banking solution. This tool helps our customers manage their finances through improved visibility into how they spend their money, amongst other features.

Beyond Banking by CBD Talks!

Building on the success of our "CBD Talks" webinar series, in 2023 we partnered with Brett King, the renowned futurist, bestselling author, and award-winning speaker, to launch our "Beyond Banking" podcast. "Beyond Banking" promotes financial literacy and education in our community by delving into the trends shaping the UAE, Middle East, and global economies. Our partnership with Brett King has expanded the reach of "CBD Talks" and provided access to leading thought-leaders across a wide range of fields and professions. After a formal launch in October 2023, we published five podcasts this year covering emerging trends from digitization to decarbonization, through the evolution of AI, the advent of smart economies, female leadership and sustainability.

Consumer Education & Awareness Sessions

	2022	2023
Total financial literacy and education communications ⁴ (#)	21	30
Total customer outreach events (#)	2	8
Total number of Beyond Banking by CBD Talks! podcast recordings	22 CBD Talks webinars	5

What's next?

In 2024, we will continue to produce a diverse range of high-quality financial education and awareness content for our customers and potential customers to help manage their day-to-day finances and to stay on top of the latest trends.

SME Lending

Our approach and progress

The Small and Medium Enterprise ('SME') sector is integral to the ongoing prosperity of the UAE economy and continues to be a focus area for CBD. As at December 31st, 2023, the value of SME loans was AED 729 million. In 2023, we have invested in our capabilities to offer more tailored financial solutions to the SME sector. We continue to engage with different government authorities such as Emirates Development Bank, Dubai SME and the Khalifa Fund to explore possibilities of cooperation against the credit guarantee schemes offered by them. The decrease in the number of SME customers is in alignment with a revised risk appetite.

SME Customers

	2021	2022	2023
Total number of SME customers (#)	20,923	25,995	18,830

What's next?

In 2024, we will continue our current path of investing in both our SME offerings and also in our 'Emerging Corporates' capabilities to deliver innovative and tailored financial products and services that meet the needs of this segment in our portfolio.

Responsible Labelling and Marketing

Our approach and progress

The Consumer Protection Regulation ('CPR') was issued by the Central Bank of the United Arab Emirates in December 2020. This regulation imposes various standards in relation to conduct, governance and

⁴ Excluding Beyond Banking by CBD Talks! podcast recordings

oversight, responsible lending practices, information and transparency, barriers to competition/access to services, complaints handling, and public awareness.

In line with regulatory requirements, CBD developed a Consumer Protection Framework, which was embedded in our Consumer Protection Policy. The Consumer Protection policy includes five pillars and principles of Conduct at CBD:

- Transparent Business Model.
- Effective Governance.
- Culture and Behavior.
- Fair Outcome for Consumers.
- Market Integrity.

What's next?

Looking forward, we will continue to monitor our performance through various customer feedback channels, including complaints monitoring and satisfaction surveys. In addition, as we look to increase our use of AI to enhance customer experience, we will consider the potential impacts on our Consumer Protection Framework and Policy and make updates accordingly.

Community

As a national bank, CBD is proud to serve our local community here in the UAE. Customer-centricity, innovation, and backing the UAE's ambitions and our local community are deeply embedded in our DNA.

Customer Experience

Our approach and progress

Our Voice of the Customer Program is designed to effectively listen to our customers so that we can capture and address feedback received at every touchpoint and onboarding experience. In 2023, CBD introduced a Customer Satisfaction ('CSAT') survey. The CSAT score is a measure of customer satisfaction and provides CBD with an understanding of how our customers regard CBD and its services. This year, a total of 51,210 responses have been received from customers. This feedback enables us to continually improve our products and services. The average-CSAT Score in 2023 was 4.01 out of 5.

Our customers are our highest priority, and the Bank has created various touchpoints for them to reach us. These channels allow our customers to inquire about products and services offered, to submit requests, to provide feedback and suggestions and, if required, to raise complaints. Our average handling time for resolving customer complaints in 2023 was 2.8 days.

Customer Complaints

	2021	2022	2023
Total number of customer complaints recorded (#)	18,447	20,694	20,629
Total number of customer complaints per 100K customers (#)	776	466	339

In collaboration with Arabian Gulf Mechanical Centre L.L.C, we installed Electric Vehicle ('EV') charging stations at our flagship branches this year. By expanding the EV charging infrastructure across Dubai, we aim to make it easier for our clients to transition to greener transportation alternatives.

What's next?

Our customers remain at the center of everything we do. We recognize the intersection between sustainability and customer experience. In 2024, we will prioritize supporting all of our customers with both sustainability opportunities and sustainable finance solutions.

Digitization

Our approach and progress

CBD was one of the first banks to start digitizing its services when it launched the UAE's first digital-only bank in 2017. This bold initiative is part of a strategy that has been in place for many years, with the aim of making digital technology the main driver of business development. CBD maintains its focus on servicing customers through "Default Digital" channels, with a large part of our project portfolio focused on enhancing our digital solutions with practical and rapidly accessible functionalities that align with the needs of connected customers.

This year, we proudly received three industry awards in recognition of our strong commitment to innovation and delivering exceptional digital experiences for our customers. Our Mobile Banking App was awarded the 'Best Mobile Banking Services' at the MEA Finance Banking Technology Awards 2023. Our Cash Online and White Label Wallets won the 'Best Digital Wallet' Award at the MENA Banking Excellence Awards 2023. Furthermore, CBD was awarded the "Best Digitization Initiatives" at the ME Banking AI Awards. Our Mobile Banking App is highly rated by our customers.

- Apple Store 4.8
- Google Play 4.4

To maintain our position as a leading digital bank, we announced several new Memorandum of Understandings (MoUs) with digital leaders in 2023:

- **Accenture to set up a Development Centre of Excellence ('COE')** to optimize CBD's IT platforms and incorporate best-in-class technologies to enhance customer experience. The Development COE, powered by hyper automation and generative AI solutions, will augment CBD's IT efficiency and productivity. CBD will leverage Accenture's innovative assets and accelerators to infuse intelligence into systems and applications across the software development lifecycle, making them more efficient and adaptable, delivering greater value from technology investments.
- **PwC Middle East to accelerate the adoption of AI technologies** across CBD's operations. The partnership focuses on elevating customer experiences and enhancing engagement through personalized AI-driven customer service solutions. Additionally, the collaboration will explore how AI can optimize internal processes at CBD and use data-driven insights to streamline our operation and boost efficiency.
- **Visa to provide better insights into customers' carbon footprint associated** with their spending patterns. By signing the MoU both parties demonstrated a commitment to future collaboration on sustainable initiatives with the ultimate objective of providing enhanced sustainability, and specifically carbon awareness, engagement and offsetting.

Digitally Registered Customers

	2021	2022	2023
Proportion of retail customers digitally registered (%)	86%	92%	97%
Proportion of corporate customers digitally registered (%)	83%	86%	89%

What's next?

In 2024, we will advance our collaborations with Accenture, PwC Middle East and Visa. We are already taking steps to launch a Carbon Calculator Solution with Visa. This solution will provide our personal banking clients with better insights into the carbon footprint associated with their spending pattern, ultimately empowering them to spend in alignment with what really matters to them.

Philanthropic Donations

Our approach and progress

Humanitarian Work in the UAE is a deeply ingrained value that the late Sheikh Zayed has instilled in every citizen and resident to ensure that the country remains an oasis of goodness, giving and humanity. We seek to uphold and honor these values through our Corporate Social Responsibility ('CSR') policy, which promotes a culture of social responsibility within the organization and contributes to the sustainable creation of value for our shareholders.

Every year, CBD donates 100% of late payment fees on Islamic Banking products to charitable and community organizations in accordance with Islamic Finance Sharia principles. Our community investment, delivered through a combination of financial support, charitable work, and employee volunteering, is focused around three pillars. These pillars are informed by the local issues and causes of most concern to our stakeholders and include:

- Providing and raising awareness about preventive healthcare and preserving and promoting sports.
- Investing in youth.
- Promoting education and cultural activities.

Under the patronage and attendance of H.H Sheikh Sultan bin Mohammed bin Sultan Al Qasimi, Crown Prince and Deputy Ruler of Sharjah, the Bank was recognized and awarded by Sharjah City for Humanitarian Services (SCHC) in an honoring ceremony, for its efforts in giving back to the community and making a positive impact.

Philanthropic highlights in 2023 include:

Supporting 'Bridges of Giving' Campaign for Syria and Turkey Earthquake Victims

In response to the devastating earthquake that struck northern Syria and southern Turkey in February, CBD made a donation for every international money transfer made by our customers to provide vital assistance to the affected communities. In partnership with the Emirates Red Crescent, we organized an internal drive among our employees to provide aid and assistance to the earthquake victims, resulting in the collection of 52 boxes of vital food, clothing, and essential items. 20 CBD Volunteers along with their families joined in packing the donated items for those effected by the earthquake, over a period of two days accumulating over 200 volunteering hours. Furthermore, CBD staff and management contributed a significant financial donation.

Zayed Humanitarian Day

On the occasion of marking Zayed Humanitarian Day, following the legacy of the late Sheikh Zayed, CBD donated to 33 charitable, educational, research, training and rehabilitation centers for people of determination across UAE. In an effort to embrace the spirit of giving during the holy month of Ramadan, and as part of our continued partnership with Beit Al Khair Society, the CSR team organized a volunteering program to distribute Iftar meal boxes during Ramadan, accumulating up to 180 volunteering hours. The initiative provided a great opportunity for CBD volunteers to experience Ramadan and give back to the society. CBD was also recognized and awarded by our partner Beit Al Khair Society for its continuous support. Additionally, the Dubai Club for People of Determination invited CBD to the Ramadan festival closing ceremony where CBD was recognized and presented with an award.

Tarahum for Gaza

Enthusiastic volunteers, including 50 CBD staff members along with their families, joined thousands of volunteers from all over the city, in the “Tarahum for Gaza” campaign, a UAE initiative aimed at providing relief to those affected by the conflict in Gaza. CBD also launched an internal campaign to raise donations among staff, resulting in 40 donated boxes and accumulating 300 volunteering hours.

UAE Culture and Sport’s Heritage

CBD continued its 28-year-old partnership with Jabel Ali horse racecourse by sponsoring 8 races in 2023.

What’s next?

In 2024, we plan to conduct a review of our community investment pillars. The purpose of this review is to ensure we continue to engage on the issues that matter most to our stakeholders.

Social Advocacy

Our approach and progress

Through CBD’s Volunteer Club, we empower our employees to create a meaningful impact in our local community and to foster deeper connections with each other. A wide range of volunteer opportunities are planned throughout the year, allowing employees to get involved with the causes they care about most.

In 2023, the CBD Volunteers Club achieved a total of 2890 volunteering hours accumulated by 132 enthusiastic volunteers from different teams within the Bank. Volunteers participated in various events aimed at giving back to the community. CBD is proud to see that the number of volunteers has more than doubled compared to last year. As a result, this achievement was appreciated in an honoring ceremony and the top 3 volunteers were recognized with an award by the CEO.

Volunteering

	2021	2022	2023
Total number of employees participating in CBD Volunteer Club (#)	38	50	132
Total employee volunteer hours (#)	1,500	2,500	2,890

The CBD Volunteers Club highlights in 2023 include brightening the day of the wonderful children at Al Jalila Children’s Hospital, an outing with al Noor training center, a visit to the Elderly center, volunteering with Dubai center for special needs, and supporting the Wheelchair Basketball World Championships.

What’s next?

In 2024, CBD plans to build on our success in 2023 by continuing to grow the reach and impact of our Volunteers Club and by exploring opportunities to link volunteering initiatives with environmental protection such as mangrove restorations.

Governance

Good corporate governance is essential for long-term success. We consider corporate governance to be a dynamic concept, whereby our Corporate Governance Framework, which includes our policies, capabilities, and systems, continually progresses in line with new insights and regulations.

Ethics, Compliance, and Governance

Our approach and progress

As a leading financial institution in the UAE, CBD subscribes to the principles of integrity, accountability, and transparency in its manner of doing business. The Bank is committed to dealing fairly with its clients, investors, and shareholders, and various communities impacted by its activities. The Bank does not only adhere to the Governance Regulations issued by the relevant authorities in the UAE, but also to international standards for developing good corporate governance policies.

A comprehensive overview of our approach to corporate governance can be found in our 2023 Corporate Governance Report.

Corporate Governance Report 2023

Board of Directors

The role of the CBD Board of Directors is to protect the interests of all our stakeholders and promote the long-term sustainability of the Bank. They contribute by setting risk appetite, by providing strategic guidance and effective monitoring of management, by ensuring adequate controls, and by defining the culture of the Bank to enhance and ensure sustainable shareholder value.

The Board is comprised of 11 members who are elected through the Annual General Meeting, for a term of three years. The formation of the Board of Directors takes into consideration the need to ensure that the Board and its Committees have the appropriate balance of skills, experience, knowledge of the Bank, and independence of mind to enable them to discharge their respective duties and responsibilities.

The Board operates four standing committees:

- Board Executive Committee.
- Board Risk & Compliance Committee.
- Audit Committee.
- Remuneration and Nomination and Governance Committee.

The Board and its committees met a total of 47 times in 2023.

Additional information on board independence, nomination and evaluation, skills and expertise, continuing professional development, performance evaluation, remuneration, as well as the management of conflicts of interest can be found in our 2023 Corporate Governance Report.

Board Membership

Board members	11
Independent Board members	36%
Female representation at Board level ⁵	0%
Number of meetings held by the Board and its committees	47

Results of 2023 Corporate Governance Review

CBD appointed a leading consultancy firm in November 2022 to review the Bank's overall Corporate Governance Framework against regulatory requirements and leading practices, and to identify areas of improvement. The conclusion of this review in early 2023 resulted in several observations, following a review of key components of the Corporate Governance Framework, including: Board and Board Committees Meetings, Board Structure and Composition, Conflict of Interest and Independence, Compensation and Incentives, Disclosure and Transparency, Document Enhancement, Evaluation and Assessment, Governance, Policies and Procedures, Related Party Transactions, and Training and Development. All observations have since been addressed, with appropriate Board approval, as required.

Executive remuneration

The Remuneration and Nomination and Governance Committee of the Board is responsible for setting the overarching principles, parameters, and governance of CBD's remuneration framework for all employees, and the remuneration of the Management Executive Committee and other senior employees and overseeing governance initiatives on behalf of the Board of Directors.

CBD uses a balanced scorecard approach to measure employee performance across four categories: Financial, People, Customer, and Change Management / Strategic Initiatives.

Code of conduct

CBD's Code of Conduct sets out the principles to guide employees' conduct to the highest standards of personal and corporate integrity. The Code of Conduct covers areas such as conflict of interest, use of company assets, confidentiality of proprietary information, and acceptance of gifts. As part of CBD's onboarding process, all employees must acknowledge that they have read the Bank's Code of Conduct. Noting the current 86% compliance with the acknowledgment of the Employee Code of Conduct, the Bank is investigating how to ensure 100% compliance going forward.

Compliance with the Bank's Code of Conduct, Conflict of Interest Policy, Anti-bribery and Corruption Policy, Personal Dealing and Prohibiting Insider Trading Policy, and Disciplinary Policy is monitored closely, and any breaches may result in disciplinary action.

⁵ Further information on board diversity can be found in the report section titled 'Diversity, Equity, and Inclusion'

Employee Conduct

	2023
Employees who have formally acknowledged compliance with Employee Code of Conduct (%)	86%
Employees formally trained on anti-corruption and bribery policy (%)	100%
Proportion of employees held in breach of disciplinary policy (%)	1.2%

Whistleblowing policy

The Bank's Whistleblowing Policy provides the channels to report wrongdoings by employees and/or other stakeholders whilst ensuring the integrity of the process and protecting the rights of informants. The implementation of this policy enables the Bank to address such concerns that may adversely affect the reputation and interests of the Bank more effectively.

There is a designated email and mobile number for the submission of whistleblowing reports and incidents. These channels are monitored by the Chief Compliance Officer. The majority of cases reported through our whistleblowing channels in 2023 were determined to be customer complaints and not whistleblowing cases.

Substantiated Whistleblowing Cases

	2023
Total number of substantiated whistleblowing cases in the reporting year (#)	5

Compliance monitoring and reporting

The Compliance Department has oversight for the management of Financial Crime and Regulatory Risk throughout the Bank. Actions to improve the effectiveness of the control environment are tracked through the Risk Control Self-Assessment and a gap analysis is performed on each Regulation to track and close any actions to address non-compliance with the regulations.

What's next?

In 2024, with the increased focus on Sustainable Finance, particularly in supporting wholesale banking customers to transition to lower carbon operations, the governance model for the oversight of the sustainable finance flows will be defined and rolled out.

Privacy and Cyber Security

Our approach and progress

At CBD, protecting our customers and their information is of the highest priority. As we continue to deliver innovative digital products and services to create value for our customers, we must also continue to invest in our capabilities to ensure we do not compromise on security.

The information we store is protected by advanced technology and multilayered privacy safeguards appropriate to the sensitivity of the data. Some key features include:

- A framework of policies and protocols conforming to international data protection standards both online and offline to ensure maximum security.
- Rigorous encryption and verification standards to ascertain the identity of an individual.
- Training and awareness-building among staff and employees.
- Regular risk assessments and compliance counterchecks to keep the integrity of the security measures.

A major milestone for CBD in 2023 was the achievement of our ISO 27001:2022 Information Security Management System Certification. This certification is the global standard for the protection of information security.

CBD also signed a MOU with Dubai Police to combat financial crime. Base on this MOU, we collaborate with the Dubai Police to share expertise to investigate, detect, and prevent financial crimes, including money laundering and fraud to help us better protect our customers, shareholders, and the wider community from financial crime.

Information Security

	2023
Data security breaches involving customers' personally identifiable information (#)	0
Account holders impacted by data security breaches involving customers' personally identifiable information (#)	0
Employees formally trained on information security, data privacy, and protection (%)	99%
Card fraud to sales ratio (%)	0.05 ⁶

What's next?

We need to uphold the best-in-class standards to protect our customers and our customers' sensitive data. The Bank maintains a full suite of tools deployed to prevent and detect cyber and information security threats and vulnerabilities, internally and externally. The cyber threats against banks and all institutions storing personal data are constantly evolving. CBD will continue to invest to stay ahead of the threats.

Business Continuity

Our approach and progress

Business disruption can happen at any moment and has the potential to significantly impact on the ability of the Bank to serve its customers. CBD's Business Continuity Framework aims to ensure that the Bank is well prepared and has a robust recovery plan in place to deal with such difficult situations, ensuring that the organization can continue to function with as little disruption as possible. The framework includes:

- Identification of mission critical tasks.
- Testing disaster recovery processes, with clear demarcation of roles and responsibilities.

⁶ The reported fraud to sales ratio is for gross card fraud losses. As a "3D Secure" credit card issuer, CBD has chargeback rights and can recover the amounts owed to customers.

- Ensuring clear internal and external communication at the right time.

In 2023, CBD achieved its ISO 22301:2019 Business Continuity Management System Certification. This certification demonstrates our preparedness, capacity, and effective management strategies to continue operations during unforeseen disruptions, safeguarding our stakeholder and customer interests.

Business Disruptions

	2021	2022	2023
Business disruptions with a material impact on bank operations (#)	0	0	0

What's next?

We need to continue to remain vigilant and alert to any potential disruptions to bank services and be prepared to respond proactively and, where required, reactively, to limit the impact of any disruption. We are looking to deploy IT modules for business continuity management to improve the effectiveness of processes in respective areas. The MetricStream Business Continuity Management software enables the Bank to digitize and automate its business continuity and disaster recovery program. The tool provides a flexible, integrated, and robust workflow-based platform to orchestrate business continuity planning, risk assessments, disaster tracking, recovery action initiation, and emergency mass notification in case of crises.

Corporate Governance Report

Chairman's Message to Shareholders on Corporate Governance

I am pleased to present the Corporate Governance Report for 2023 which marks the end of the term of the current Board of Directors, with the election of a new Board happening during the General Assembly Meeting of the shareholders in early 2024. Six years have passed since I was appointed as the Bank's Chairman and as Chairman of the Board of Directors of Commercial Bank of Dubai PSC ("CBD" or the "Bank"), it is my primary responsibility to ensure that CBD has both sound corporate governance and an effective Board.

The Bank subscribes to the principles of integrity, accountability, and transparency in its manner of doing business; dealing fairly with its clients, investors, shareholders, and various communities affected by its activities.

The Board considers good corporate governance essential for long-term success. Similarly, the Bank considers corporate governance to be a dynamic concept, with rules, systems, and processes evolving in line with new insights and regulations. Therefore, the Bank does not only adhere to the Governance Regulations issued by the relevant authorities in the UAE, but also to international standards for good corporate governance.

Corporate Governance Framework and its review by the Central Bank of the UAE ('CBUAE') and an Independent Third Party.

Since the end of 2019, we have been working diligently on revamping our Corporate Governance Framework to comply with the Central Bank's Regulations and Standards on Corporate Governance, and with international best practices. The Bank appointed Deloitte in November 2022 to review the overall Corporate Governance Framework against regulatory requirements and leading practices, and to identify areas of improvement. The review by Deloitte was concluded in February 2023. The different action points (as regulatory requirements or implementation of best practices) were implemented successfully during 2023 and closed by October.

The review covered some of the international best practices, including but not limited to:

- Board succession plan;
- Quality and periodicity of information to the Board;
- Culture oversight by the Board and establishment of a Culture Dashboard;
- Individual KPIs for the Board members; and
- Enhancement of the Board training and continuous development framework.

The Central Bank of the UAE also conducted a review of the Corporate Governance in January and February 2023. A report was shared with the Board on 10 March 2023. The results were encouraging, and action plans were adapted with full implementation completed by September 2023. Periodic reports were shared with the full Board during the meetings of April, July, and September 2023.

The Remuneration, Nomination and Governance Committee ('REMCO') played a crucial role, ensuring all actions were followed-up on the implementation of the different initiatives and action points.

Test of Directors' Independence and Committees' Composition.

A test of Directors' independence was concluded in early 2023, following which four (4) Directors were found to be 'independent' as per the definition of the Corporate Governance Regulations. As a result of the exercise, and following a review of the Committees' composition, the Board updated the composition of certain committees to be in full compliance with the governance regulations. Consequently, the Audit Committee is composed of independent members only, whereas the Risk & Compliance Committee members are independent in their majority. Some Directors also moved from one committee to another as part of the review of skills and the necessary rotation during the term.

CBD continues to enhance its corporate governance practices and procedures to support the Board's ambitions for best-in-class corporate governance. The Corporate Governance Report gives details of our Board of Directors, senior management, and Board Committees. It outlines key aspects of our approach to corporate governance.

Board Composition and Effectiveness

At present, CBD's Board of Directors consists of eleven (11) members, of which four (4) are independent. With the amendments to the Articles of Association approved by the shareholders in March 2023, the Bank must now have at least one (1) female member. We welcome this decision by the shareholders towards implementation of diversity in the Board composition.

Our Directors have a wide range of experience, including entrepreneurship, senior management experience, banking and finance experience, and public administration backgrounds. At the Board of Directors meetings, these members pose pertinent questions and express opinions during the discussions with the executive management. Although the current composition of the Board of Directors is aligned with the Bank's corporate values, we need to be mindful that the focus on digitization and regulatory controls requires to continuously attract directors with experience and knowledge that match the direction the Bank is heading, and the various present and future challenges we may face.

With the objective to continuously improve the Board's governance, the Bank had engaged Heidrick & Struggles, a reputed international consulting organisation, to conduct an evaluation of the CBD Board. Their findings were submitted to the Board during the meeting held on 13 December 2023 and assisted us in laying down parameters for the performance evaluation of the Chairman, the Directors and the Board Level Committees, and concluded the overall evaluation process.

The objective of the review exercise was to focus beyond governance, and look at other areas of board effectiveness, especially around strategic alignment, composition, and the dynamics and mechanics of how the Board works and interacts with the senior management. The goal is to further enhance the effectiveness of the Board, ensuring the Board is well-equipped to address evolving challenges and opportunities, and guide the Bank in today's dynamic business landscape.

The exercise was conducted based on the 'five elements of effective boards', being:

- Purpose: Alignment between the Board and Committees on purpose and role, strategic intent of the organisation, reflected in governance and terms of reference;
- Composition: Board composition of the required diversity of skills, capabilities, and thought to guide the strategic trajectory of the entity;
- Dynamics: An inclusive Board with a strong level of trust among all Board members and the Executive Team, raising the bar through challenge and discussion;
- Mechanisms: Streamlined committees and core governance processes that enable effective execution of the Board's mandate;
- Development: A Board that continuously enhances the capabilities of its Board members, ensuring a thriving culture while keeping a close eye on rising talent.

The results were encouraging, and more details can be found under the section 'Board Performance Evaluation'.

Structure of our Corporate Governance Report.

The report includes:

- *Content legally required for the annual Corporate Governance Report;*
- *Statement on Effectiveness of Internal Control System and Compliance with CBUAE Regulations;*
- *Reports on Board and Board Committees' operations and activities during 2023;*
- *Report on Director's remuneration and the overall Bank's Remuneration Policy;*
- *Disclosure of related party transactions.*

Note: Since 2020, CBD's annual reports on corporate governance have followed the mandatory requirements of the 2019 CBUAE Regulations and Standards on Corporate Governance as well as the guidelines from the Securities and Commodities Authority.

Directors Continuing Professional Development.

Considering the varied demands being increasingly placed on the boards of banks in terms of governance, as well as the importance of Director's continuing professional development, the Board attended six workshops in 2023 on topics covering:

- Environmental, Social, and Corporate Governance (ESG);
- COSO Internal Control-Integrated Framework;
- Islamic Banking Products and Services Landscape in the UAE;
- Internal Capital Adequacy Assessment Process (ICAAP) and Stress Testing;
- Financial Crime Risk; and
- Consumer Protection Regulations (CPR).

ESG

CBD's Board of Directors continue to embrace our commitment to a green economy and to supporting our customers in their own transition. To ensure maximum progress in this regard, ESG has become a standing agenda item for Board meetings. The Board Executive Committee and Board Risk & Compliance Committee are ensuring strict adherence by the Bank to its commitments and engagements in terms of our ESG commitments.

Finally, I want to take this opportunity to thank all my colleagues on the Board and all of the Bank employees for their support in this special year.

H.E Humaid Mohammad Al Qutami

Overview

Board of Directors

H.E. Humaid Mohammad Obaid Yousuf Al Qutami

Chairman - Non-Independent, Non-Executive

Board Member since March 2015

End of Current Term - March 2024

Elected as Chairman of the Board on 17 March 2021

Master's Degree in Administration from the Western Michigan University, USA.

He is the Chairman of the Federal Authority for Government Human Resources, Chairman of the Board of Trustees of Hamdan Bin Rashid Al Maktoum Award for Distinguished Academic Performance, Chairman of the Board of Trustees of the Sharjah Voluntary Work award and Chairman of the Board of Directors for Emirates Transport and Services Corporation. Until January 2021, he was the Director General of Dubai Health Authority, prior to which he has held the position of UAE Minister of Education and UAE Minister of Health, amongst many high other profile positions.

H.E. Sultan Saeed Al Mansoori

Vice Chairman - Non-Independent, Non-Executive

Board Member since March 2021

End of Current Term - March 2024

Elected as Vice Chairman of the Board on 17 March 2021

Bachelor of Science in Engineering from Arizona State University and Diploma in Computer System Analysis from the Institute of Computer Technology, Los Angeles, California, USA.

He is the Chairman of the Emirates Human Resources Council and UAE Special Envoy to Canada and Turkey. He was UAE Minister of Economy, UAE Minister of Communication, and UAE Minister of Government Sector Development.

Ahmad Abdulkarim Julfar

Independent, Non-Executive

Board Member since March 2018

End of Current Term - March 2024

Chairman of Remuneration, Nomination and Governance Committee

Elected as a representative of Investment Corporation of Dubai

Degrees in Civil Engineering and Computer Science from the Gonzaga University in Washington, USA.

He has been a Board Director of Emirates Integrated Telecommunications Company (PJSC) since March 2018, and he has been the Managing Director of Emirates Integrated Telecom Company since September 2020.

Mr. Julfar served as Group Chief Executive Officer of Etisalat from July 2011 to March 2016. He served as a Board Director of The National Bank of Ras Al-Khaimah until March 2018.

Abdullah Salim Obaid Al Turifi Al Shamsi

Non-Independent, Non-Executive

Board Member since March 2018

End of Current Term - March 2024

Bachelor of Business Administration and Political Science from the UAE University and an Honorary Fellowship of the Institute of Securities and Investment (CISI) in London.

He is Board Member of the DIFC Authority Board of Directors. He was the Chairman of the Sharjah Social Security Fund 2017 – 2023 and Chairman of the Board of Trustees of the Sharjah Award for Doctoral Dissertations in Management Science 2016 – 2022, member of the Board of Directors of the Business Company of the American University of Sharjah 2018 – 2022. He was the Chief Executive Officer of the Securities and Commodities Authority ('SCA') from 2003 to 2015. He was also the Chairman of Board of Trustees of the SCA Training Center. He was appointed in 2007 until 2010 as the Secretary General of the Union of Arab Securities Commissions. He was also Board member of the Emirates Industrial Bank from 2010 to 2011. He is the Founder and first director of the Hamriyah Industrial Free Zone, and Vice Chairman of the Board of Directors of DEPA (PLC) in 2018.

Abdulla Saif Obaid Al Hathboor

Non-Independent, Non-Executive

Board Member since March 2008

End of Current Term - March 2024

Bachelor's Degree in Accounting & Business Administration from UAE University, UAE.

He is the Chairman and Managing Director of Al Hathboor Group LLC, a Board member of Best Food Company, and Al Jadeed/Dubai Automatic Bakeries.

Abdul Wahed Mohamed Al Fahim

Independent, Non-Executive

Board Member since March 2018

End of Current Term - March 2024

Chairman of Board Risk & Compliance Committee

Elected as a representative of Investment Corporation of Dubai.

Bachelor's Degree in Business Administration Management from St. Edward's University.

He has been board member of EGA since 2014. He also acts as Chairman of NASDAQ Dubai Limited and serves as a board member of DUBAL Holding LLC and Emirates Development Bank.

Mr. Al Fahim has over 25 years of banking and finance experience with the Emirates NBD Group, having served as a board member of both Emirates NBD Capital and Emirates NBD Asset Management. Mr. Al Fahim served as General Manager of both the Corporate and Wholesale Banking divisions of Emirates NBD Bank before his appointment as Group Deputy Chief Executive Officer of the Bank in 2009.

Ali Fardan Ali Al Fardan

Non-Independent, Non-Executive

Board Member since March 2011

End of Current Term - March 2024

Bachelor of Science (Major in Information System) from the Metropolitan State College, USA.

He is the Chairman of the Al Fardan Group (Dubai, UAE) and its subsidiaries with over three decades of experience in real estate and banking. Al Fardan Group is a diversified conglomerate that is focused on the real estate and hospitality sector in the UAE and Europe. The Group also manages a significant investment portfolio in several sectors with a focus on the financial sector.

He is a board member of Dubai Investments (PJSC), Al Mal Capital (PJSC), National General Insurance Co. (PJSC), and has been on the board of several listed entities in the past.

He is a licensed board director.

Buti Saeed Mohamed Al Ghandi

Independent, Non-Executive

Board Member since March 2015

End of Current Term - March 2024

Chairman of Board Executive Committee

Bachelor's Degree in Business Administration & Finance from George Washington University, USA.

He is the Managing Director of Al Ghandi Investment Co. and Chairman of the Board of Emirates Investment & Development Company. He is also the Managing Director of Meethaq Employment Agency, Chancellor of the Canadian University of Dubai, and Vice Chairman of Dubai World Trade Centre. He holds directorships on the Board of the Dubai Chamber of Commerce. He was member of the Board of Zakat Fund and served as a Director of Union National Bank, Oman Insurance Company, Dubai Islamic Bank, and Union National Bank in Egypt.

Khalid Abdulwahid Hassan Al Rostamani

Non-Independent, Non-Executive

Board Member since March 2008

End of Current Term - March 2024

Bachelor's Degree in Finance from George Washington University, USA.

He is the Chairman of the A.W. Rostamani Group of Companies and a Founder and Chairman of BCD Travel, Transport and Freight Forwarding. He is also a Board Director of Dubai Insurance Company (PSC) and Etisalat Group (e&).

Sheikh Maktoum Hasher Al Maktoum

Independent, Non-Executive

Board Member since March 2015

End of Current Term - March 2024

Chairman of Board Audit Committee

Bachelor of Science Degree in Business Administration and Finance from Boston University, USA.

He is the Chairman of Dubai International Holdings and a non-executive Director of Artemis Resources. He served as an Executive Chairman of SHUAA Capital (PSC) from April 2012 to February 2015. He is a founding investor of Virgin Megastores in the UAE.

Hamad Omar Al Futtaim

Non-Independent, Non-Executive

Board Member since March 2021

End of Current Term - March 2024

Bachelor of Science in Business Administration from Northeastern University, Boston, USA.

He is a Director of Business Transformation of Al Futtaim Group and the Managing Director of Al Futtaim Logistics.

Executive Management

Dr. Bernd van Linder – Chief Executive Officer – Since January 2017

Dr. Bernd van Linder is currently the Chief Executive Officer at the Commercial Bank of Dubai. He has more than 25 years of banking experience. In his previous role, Dr. Bernd was the CEO for Alawwal Bank (Saudi Hollandi Bank) and was based in Riyadh. He worked at Alawwal Bank for over 10 years including more than seven years in the position of CEO. Prior to that, he worked for ABN Amro in the Netherlands. Dr. Bernd holds an MBA in Financial Management from the University of Bradford, UK, an MSc in Computer Science from Nijmegen University in the Netherlands, and a PhD in Artificial Intelligence from Utrecht University in the Netherlands. Dr. Bernd was appointed as CEO of CBD in January 2017.

Darren Clarke – Chief Financial Officer – Since April 2018

Darren Clarke is currently the Chief Financial Officer at the Commercial Bank of Dubai. He has more than 25 years of banking experience. In his previous role, Darren was the CFO for National Australia Bank (NAB) International and was based in Singapore. He worked at NAB for 13 years, and in addition held the role of CFO for Global Markets & Treasury. Prior to that, he worked for JPMorgan Chase in the UK, Luxembourg, and Hong Kong. Darren holds a Bachelor's Degree in Accounting from the University of Wollongong. He is also a qualified Chartered Accountant with the Institute of Chartered Accountants in Australia. Darren joined CBD in April 2018.

Rupert Rogers – Chief Risk Officer – Since July 2022

Rupert Rogers is the Chief Risk Officer at Commercial Bank of Dubai and is responsible for leading and implementing the Bank's risk framework and overseeing Operational Risk, Fraud Risk, Market Risk, and Enterprise Risk Management. Rupert is an accomplished banking and capital markets professional with more than 20 years of experience across multiple geographies. Prior to joining CBD, Rupert was the General Manager of Enterprise Risk Management in SABB in Saudi Arabia. Rupert has also held a number of senior risk and credit roles for Standard Bank and the Financial Services Authority in London, prior to his move to Saudi Arabia in 2009. Rupert is a Chartered Financial Analyst and holds a Bachelor of Law Degree from The London School of Economics.

Corporate Governance Framework

As per the Central Bank of the UAE ('CBUAE'), Corporate Governance is the set of relationships between the Bank's shareholders, Board, management, and other stakeholders, which provides the structure through which the objectives of the Bank are set, and the means of attaining those objectives and monitoring performance. It defines the way authority and responsibility are allocated and how corporate decisions are made.

The Bank strongly believes that sound corporate governance practices can help improve the performance of the Bank in multiple ways:

- **Improvement in performance and profitability:** Governance is intended to result in improved performance. Effectively, it increases the Board's and senior management's ability to make optimal decisions that can drive an increase in revenue and a reduction in costs.
- **Mitigation of risk of failure:** When executed effectively, governance can prevent corporate scandals, fraud, or any civil and criminal liability of the Bank. It also enhances the Bank's reputation in the market as a self-policing entity that is responsible and worthy of investor capital.
- **Protection of minority shareholders:** Sound governance practices ensure that the rights of minority shareholders are protected, particularly the right to seek information, voice an opinion, and vote in General Assembly Meetings.

As per the CBUAE regulations, the Bank's Board is in ultimate control of the Bank, and accordingly is ultimately responsible for the Bank's corporate governance. Members of the Board must ensure that the Bank has robust corporate governance policies and processes, commensurate with the Bank's risk profile and systemic importance. As Islamic products are offered by the Bank, members of the Board should also ensure compliance with Shari'ah Law and that the standards for Shari'ah governance are respected.

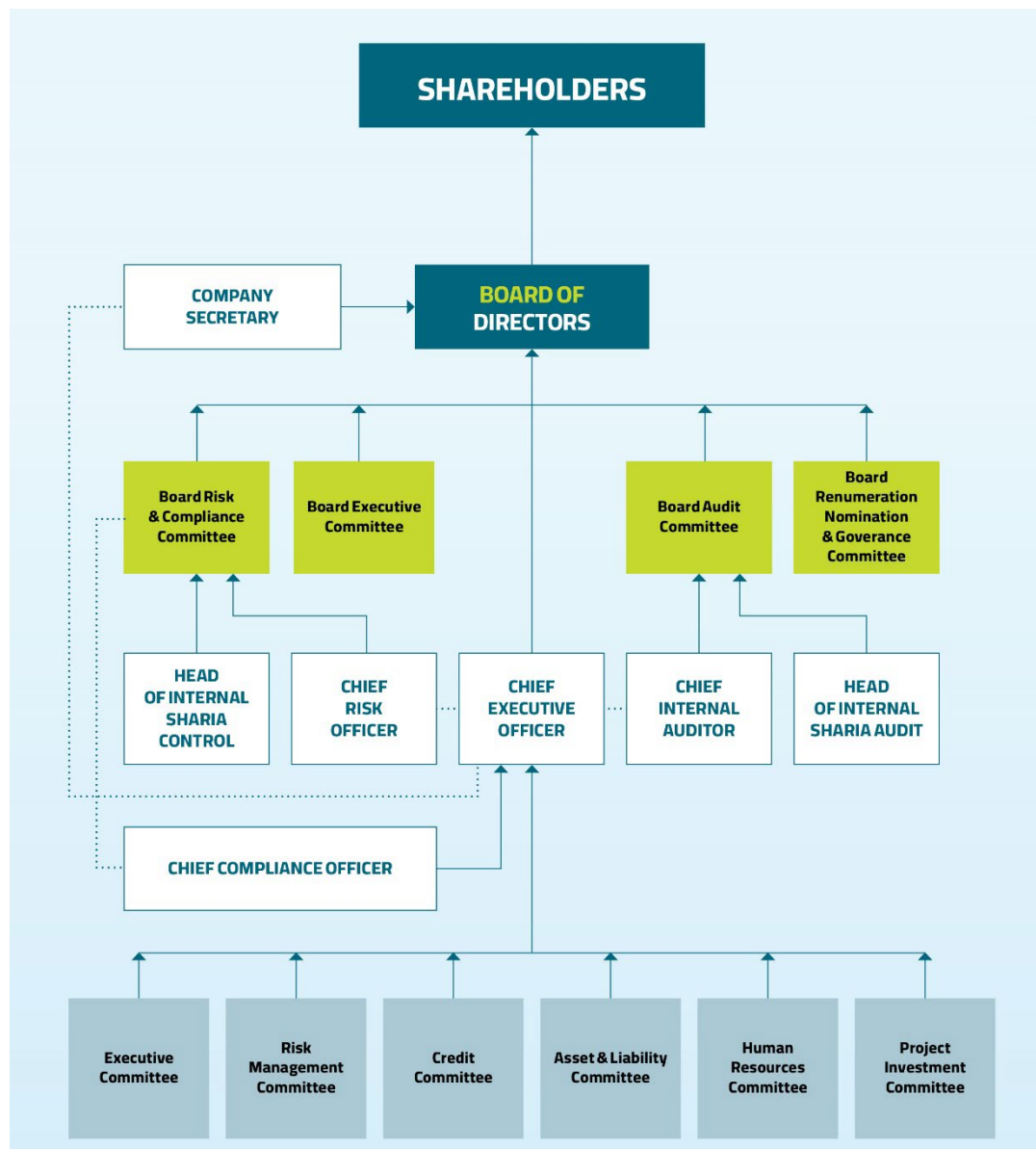
The Group's commitment to good corporate governance and transparency guides the conduct of the Board of Directors, the Committees thereof, and the other decision-making bodies of the Bank, in its relations with shareholders, investors, customers, and other stakeholders, as well as the development of its corporate governance strategy, which is based on the following principles:

- a) The good governance recommendations generally accepted in international markets and the specific regional governance regulations;
- b) The Bank conceives of the corporate interest as the common interest of all shareholders of an independent company oriented towards the creation of long-term value for the shareholders' benefit, considering other stakeholders related to its business activity and to its institutional reality, and especially the legitimate interests of the community in which the Bank acts and those of its employees;
- c) The Bank considers the effective engagement of the stakeholders in its corporate life to be a primary objective;
- d) The Bank encourages the informed participation of the shareholders at the General Shareholders Meeting and takes proper measures to facilitate the effective exercise by the shareholders at a General Shareholders Meeting of the powers they hold under the applicable laws;
- e) Transparency is one of the values constituting CBD's relationships with the markets and with the general public. The Bank maintains a corporate website, developed as an instrument for channeling its relations with shareholders and investors, as well as the other stakeholders. In addition, the Bank makes available to its shareholders and investors significant information concerning the running of the Bank and its Group, in accordance with the provisions of the applicable laws;

- f) The Board seeks a proper balance in its composition, and has independent directors, with specialised Committees.
- g) The Board of Directors endeavors to ensure a diversity of gender and experience in its composition, and in that of its Committees and the other decision-making bodies of the Bank, as a reflection of the social and cultural reality of the society in which the Group operates;
- h) The Bank seeks to assure, to the extent it is able to do so, the respectability, capability, expertise, competence, experience, qualifications, training, availability, and commitment to their duties of the Directors and senior officers. The Remuneration, Nomination and Governance Committee establishes an annual programme for the evaluation and ongoing review of qualifications and, if appropriate, independence of the Directors, as well as of ongoing compliance, thereby, with the requirements of respectability, capability, expertise, competence, availability, and commitment to their duties as Directors and as members of a given Committee of the Board of Directors;
- i) The Bank sets its Remuneration Policy following principles that combine motivation, loyalty-building and the objective evaluation of management and performance, with dedication and achievement of the goals and results of the Bank and its Group, in alignment with the shareholder's objectives;
- j) Institutional leadership, the promotion and protection of development initiatives and projects, and the improvement of the Bank's corporate governance framework, as well as ensuring the proper operation thereof, are entrusted by the Bank to the Chairman of the Board of Directors;
- k) The Bank's Board of Directors focuses its activity on approving the strategic goals of the Group, defining its organisational model, and supervising compliance and further development of these goals;
- l) The Bank is permanently committed to the application of ethical governance practices, and to the maintenance, development, and monitoring of compliance policies at the Group level. This includes compliance with applicable laws and regulations, and with risk management policies, endeavoring to ensure that the Group's internal procedures conform to the highest ethical standards. The Compliance Unit ensures the application of such standards, reporting to the Risk & Compliance Committee.

Governance Structure

As of 31 December 2023



- *The Chief Risk Officer reports directly to the Board Risk & Compliance Committee and has a dotted line to the Chief Executive Officer.*
- *The Chief Internal Audit Officer reports directly to the Board Audit Committee and has a dotted line to the Chief Executive Officer.*
- *The Chief Compliance Officer reports directly to the Chief Executive Officer and has direct access to the Board Risk & Compliance Committee.*
- *The Company Secretary is independent from the senior management, reports directly to the Chairman of the Board, and has a dotted line to the Chief Executive Officer.*

Statement on Effectiveness of Internal Control System

1. Responsibility

The Board of Directors, assisted by the Audit Committee and the Board Risk & Compliance Committee, is responsible for ensuring that an adequate and effective internal control system exists in the Bank and that senior management is maintaining and monitoring the performance of that system. An internal control system includes the policies, procedures, and processes, designed under the supervision of the Board to achieve the strategic objectives of the Bank in a controlled fashion and with proper consideration to risk incurred.

The Board acknowledges its overall responsibility in establishing a sound internal control system, as well as reviewing its adequacy and effectiveness. A leading principle for the Board is that the internal control system is designed to manage the Bank's risks within the approved acceptable risk appetite, rather than to eliminate risk. The Board can therefore provide reasonable, rather than absolute assurance, against material misstatement, fraud, or loss. The Risk Appetite Policy and appetite itself were updated, reviewed, and approved by the Board during the year.

The Bank operates a 'three lines of defence' model, whereby firstly line management is responsible for risks they incur and the appropriate design and functioning of the internal controls to mitigate those risks. The second line consists of primarily the Risk Management and Compliance team, who set policies and provide challenge to, and oversight of, the risks they steward. Internal Audit is the third line of defence, and provides independent assurance to senior management and the Board. The operation of the 'three lines of defence' model at the Commercial Bank of Dubai includes Risk and Control Self-Assessments (RCSAs) and control testing by first line teams, and challenge, assurance, and oversight by the second line.

The external auditors are responsible for determining the adequacy of the system of internal controls, for determining the level of reliance they can place on the effectiveness of the Bank's internal controls, and to design their audit procedures.

However, internal controls systems, no matter how well designed, have inherent limitations, and may not prevent or detect all control deficiencies. Moreover, the projection of current evaluations of the effectiveness to future periods is subject to a limitation that controls may become inadequate due to changes in conditions or compliance with policies and procedures.

All employees are ultimately responsible for operating and maintaining an efficient internal control system at their respective levels. Concerted and integrated efforts by all functions of the Bank improve the control environment at grassroots level through continuous reviewing and streamlining of procedures, to identify any control deficiencies. Each function, under the supervision of executive management, is responsible for overseeing the rectification of control deficiencies, whether self-identified or identified by internal and/or external auditors. These issues and corresponding actions are monitored through the Bank's Governance, Risk & Control (GRC) system.

2. Key Components of Internal Control System

The key components of the Bank's internal control system are as follows:

a. Integrity and Ethical Values

- The Code of Conduct Policy sets out principles to guide employees' conduct, seeking to ensure the highest standards of personal and corporate integrity. The code covers areas such as conflict of interest, use of company assets, confidentiality of proprietary information, and the acceptance of gifts.

b. Authority and Responsibility

- The Board establishes the vision and strategic objectives of the Bank and is responsible for leading and directing the Bank towards achieving its strategic goals and protecting long-term shareholders' interests. The Board retains full and effective control of the Bank's strategic plans, overseeing the conduct of the Bank's businesses, setting policies, implementing, reviewing, and maintaining an appropriate system of risk, control, and compliance management, and ensuring the adequacy and integrity of the Bank's system of internal control. The Board is also responsible for ensuring financial integrity, setting the Bank's risk appetite, reviewing, and approving material transactions, related party transactions, capital financing, succession planning, and for the execution of stakeholders' communications;
- A comprehensive review of the Bank's Delegation of Authority Policy and delegation matrix was conducted during the year, ensuring there is clear and appropriate delineation between Board and management as well as delegation of authority for financial and non-financial activity from the Board to its Committees, the CEO and senior management;
- The Board delegates to the CEO, the authority and powers of executive management within defined levels of authority. The CEO may delegate aspects of his authority and powers but remains accountable to the Board for the Bank's performance and is required to report regularly to the Board on the progress of the Bank's business units and operations. Delegation of responsibilities and accountability by the CEO further down the structure of the Bank is recorded via respective Committee structures, organisational charts, and authority matrices;
- Board Committees, which are guided by respective 'Terms of Reference', are set up to fulfil certain responsibilities delegated by the Board. These Committees assist the Board in promoting governance and accountability as well as overseeing internal controls.

c. Organisation Structure

- An operational structure and organisational chart exists which defines the lines of responsibility and delegation of authority, together with a hierarchical structure of reporting and accountability;
- The authority matrix defines the activities for which authority has been delegated, the persons authorised to approve any expenditure/commitment, and conditions within which the delegated authority must be exercised. Delegated authority carries with it the obligation to exercise sound judgement, good business sense, and accountability.

d. Frameworks, Policies and Procedures

- Systems and procedures have been designed to ensure effective and efficient operations, safeguarding assets against unauthorised use or disposition, maintaining proper account records, providing reliable financial information used within the business or for publication, compliance with all applicable laws and regulations, and for monitoring internal policies in relation to business performance;
- Systems and procedures are in place to identify, control, monitor, and report the major risks the Bank is exposed to, including, but not limited to, credit, market, liquidity, operational, and fraud risks. These policies have been reviewed and updated as required during the year. Exposure to these risks is monitored by respective Management Committees. These exposures are also monitored by the Board Executive Committee and the Board Risk & Compliance Committee.

e. Planning, Monitoring and Reporting

- An annual exercise involving all business units is conducted to prepare a comprehensive budget and business plan, which includes development of business strategies and the establishment of key performance indicators, against which the overall performance of the Bank is measured and evaluated;
- Furthermore, a review of key business variables and the monitoring of the achievements of the Bank's performance is completed by the Board on a quarterly basis.

f. Internal Audit

- The Internal Audit Department, independent from line management, is responsible for the assessment of the design and operating effectiveness of the internal control system across the Bank, as well as to provide reasonable assurance as to whether management has implemented and complied with prescribed policies and procedures. The Internal Audit Department follows a risk-based audit plan, which is approved by the Board Audit Committee. All significant and material findings from Internal Audit assessments are reported to the Board Audit Committee;
- The Board Audit Committee actively monitors the adequacy and effectiveness of the internal control system to ensure that identified risks are mitigated to safeguard the interests of the Bank. The Operational Risk Management and Compliance functions also monitor the control environment, during their respective reviews, in close coordination with each other. Internal Audit provides the Board Audit Committee at the end of each year with an annual opinion of the internal control environment. The view is based on the nineteen audits completed as part of the audit plan in 2023. To help measure, assess, and improve risk awareness across the Bank, Internal Audit also rates management's risk awareness using a separate rating ('Management Approach to Risk Control') in audit reports. The aim of this exercise is to continue to improve risk awareness and effective self-identification of key risks in the respective divisions, and to ensure that robust action plans, timelines for remediation and evidence of formal escalation exist, where findings have been self-identified;
- During the year the Bank commissioned an external review on the effectiveness of the Internal Audit function, which concluded that the function "Generally Conforms" to Institute of Internal Auditors (IIA) standards and is considered "Leading" when benchmarked against similarly sized organisations in the UAE.

g. Risk Management

- The Bank has implemented a Risk Management Framework to guide the implementation of a consistent risk management practice by both the Board and the management. It recognises that risks are inherent in businesses and manages them within the context of risk as an opportunity, uncertainty, or hazard;
- The framework, which was reviewed and updated in 2023, provides guidelines on the risk governance, risk management process, risk reporting, and generic tools to be used by the Bank. The design of the risk governance structure therein is premised on the aforementioned three lines of defence' concept, with clear functional responsibilities and accountabilities for the management of risk;
- To ensure effective implementation of the three lines of defence, the Chief Risk Officer role is segregated from that of the Chief Credit Officer. Further, first line risk and control owners are required to conduct RCSAs and have primary ownership of their risks and controls. Second line functions, particularly operational risk, provide challenge and assurance that risks identified are comprehensive, that mitigations and controls are effective, and that plans are put in place to rectify any shortcomings;
- Further, the second line ensures that, when operational risk incidents occur, a detailed root cause analysis is conducted, and appropriate remedial actions are assigned to appropriate stakeholders. These actions are then monitored to completion by the Operational Risk Management function;
- The Operational Risk Department prepares an annual report on the effectiveness of the internal control system for consideration of the Risk Management & Compliance Committee, upon whose endorsement it is submitted to the Board Audit and Board Risk & Compliance Committees.

h. Compliance Management

- The Compliance Department has oversight for the management of financial crime and regulatory compliance risk throughout the Bank. A Financial Crime Risk Assessment ('FCRA') is completed on an annual basis to evaluate the inherent risks faced by the bank, the effectiveness of the controls, and the residual risk across the different businesses;
- Actions to improve the effectiveness of the control environment are tracked through RCSAs and a gap analysis is performed on each regulation to track and close any actions and to address non-compliance with applicable regulations;
- The Compliance Department has developed a range of Key Performance Indicators ('KPIs') which are presented to the Board Risk & Compliance Committee on a regular basis;
- During the year the Bank commissioned an external review on the effectiveness of the Compliance function, which concluded that the Bank's compliance program overall has an "Operational" level of maturity which helps proactively remove potential liabilities, with several maturity criteria assessed at a "Strategic" level of maturity.

i. Business Continuity Management

- A dedicated Business Continuity function in the Risk Division manages the Bank's business continuity risks. The department maintains Business Continuity and Disaster Recovery plans and manages the testing of those plans;
- Crisis management, and communication policies and procedures, guide the handling of external communications in the event of any crisis/disaster.

j. Insurance

- An insurance programme is in place to mitigate financial loss resulting from fraud, property damage, business interruption, and general liability. Annually reviewed, this programme is aligned to the risk profile of the Bank.

k. Whistleblowing

- A Whistleblower Policy provides the channels to report wrongdoings by employees and/or other stakeholders whilst ensuring the integrity of the process and protecting the rights of informants. The implementation of this policy enables the Bank to address such concerns that may adversely affect the reputation and interests of the Group more effectively.

3. Conclusion

With consideration to the factors in the preceding paragraphs, the Board can confirm that the Bank has an effective system of internal controls and that policies required to ensure compliance with the Central Bank's Regulations and Standards on corporate governance, risk management, internal controls, compliance, internal audit, financial reporting, external audit, and outsourcing, have been implemented and found to be adequate by the Board over the last year.

This statement was approved by the Board Risk & Compliance Committee and the Board Audit Committee on 12 January 2024 and by the Board of Directors on 31 January 2024.

For and on behalf of the Board of Directors

H.E Humaid Mohammad Al Qutami

Board Governance

Board Composition, Appointment and Tenure

Commercial Bank of Dubai is a public joint stock company established under the laws of the United Arab Emirates in accordance with Federal Law by Decree No.32 of 2021 related to Commercial Companies as amended from time to time. As per Article 19 of its Articles of Association, the Bank is overseen by a Board of Directors consisting of eleven (11) Directors: a Chairman, a Vice-Chairman and nine other Directors. Each director shall be elected by the shareholders and shall hold their position for a term of three (3) years.

The current board members were elected during the General Assembly Meeting held on 17 March 2021. The term of the current board ends with the General Assembly Meeting to be held in March 2024.

The Board is composed of four (4) independent Directors and seven (7) non-independent Directors as of 31 December 2023.

Selection of Board Members

The Board of Directors, in its meeting held on 28 July 2021, approved its new Corporate Governance Manual (the 'Manual'). The Manual contains the Board of Directors Selection, Suitability and Diversity Policy. The purpose of the policy is to establish the fundamental principles and criteria for assessing suitability of the members of the Board of Directors, in particular the procedures covering the selection and diversity of members of the Board of Directors.

By a Board resolution adopted on 16 March 2022, the Remuneration and Nomination Committee was renamed as 'Remuneration, Nomination and Governance Committee', given the different requirements of the Governance Regulations and Standards directing the Board of Directors, to be responsible for multiple governance matters related to the Board, including selection of Board members.

Therefore, the Committee is responsible for the selection processes of CBD Directors. The Committee may rely on the advice and collaboration of specialised consulting companies or any other external advisor in the selection processes.

Within the framework of the selection process for Directors, candidates to be appointed as members of the Board of Directors must meet requirements of trustworthiness, knowledge, experience, compatibility, and dedication, all in accordance with applicable regulations and in line with the suitability provisions included in this policy.

After the publication of the call for nomination to the Board membership, which should be open for a period of at least ten (10) days, the list of candidates is sent to the Central Bank of the UAE for their approval.

Once the approval from the Central Bank of the UAE is received, the Board Secretary shall call for a meeting of the Remuneration, Nomination and Governance Committee, with the sole item on the agenda being the review and validation of the final shortlist of candidates.

Before the meeting, the Remuneration, Nomination and Governance Committee shall have completed a preliminary analysis of the needs of the Bank, considering, in particular, the knowledge and experience already embedded within the members of the Board, in order to advance diversity in its composition.

In this regard, and whenever possible, proposals for appointment will consider a restricted list, containing a shortlist of suitable candidates that considers, among other aspects, the diversity objectives set out in this policy. Likewise, the Board of Directors of CBD shall have members who, as a whole, have sufficient professional experience in the governance of credit institutions, to ensure the effective capability of the Board of Directors to make decisions independently and autonomously for the benefit of the Bank. The minutes of the Committee meeting shall reflect the reasons behind the selection of the shortlisted candidates.

The final list is then sent to the Securities and Commodities Authority and Dubai Financial Market and published on the official website of the Bank.

In any case, in the process of selecting Directors, any type of unconscious bias that could imply discrimination will strive to be avoided. In particular, the Remuneration, Nomination and Governance Committee, as the body responsible for the selection process for members of CBD's Board of Directors, will endeavour to adopt measures to ensure that, to the extent possible, the objective of members of the Board of Directors is met under the terms and proportion established in the applicable laws and regulations.

During 2023, there was no change to the members of the Board of Directors.

Responsibilities of the Board of Directors

The Board of Directors plays an integral role in the governance of the Bank and its responsibilities, including approving the Bank's strategy, setting its risk appetite and Risk Management Strategy, monitoring its financial performance, establishing the Corporate Governance Framework, and approving the Bank's corporate values.

In discharging their duties of care, confidentiality, and loyalty to the Bank, the primary responsibilities of members of the Board include, but are not limited to:

- a) Overseeing the affairs of the Bank and keeping up with material changes in the Bank's business and the external environment, as well as acting in a timely manner to protect the long-term interests of the Bank;
- b) Overseeing the development of, and approving of, the Bank's business objectives and strategy, and monitoring their implementation;
- c) Playing a lead role in establishing the Bank's corporate culture and values;
- d) Overseeing the implementation of the Bank's Governance Framework and periodically reviewing it to ensure that it remains appropriate in the light of material changes to the Bank's size, complexity, business strategy, markets, and regulatory requirements;
- e) In collaboration with senior management, establishing the Bank's risk appetite, considering the competitive and regulatory landscape, and the Bank's long-term interests, risk exposures, and ability to manage risk effectively;
- f) Overseeing the Bank's adherence to its risk appetite and risk limits;
- g) Approving and overseeing the implementation of key policies, including but not limited to, the Internal Capital Adequacy Assessment Process, policies for liquidities and compliance, and the Internal Control System and Record Management Policy;
- h) Requiring that the Bank maintains a robust finance function, responsible for accounting and financial data;
- i) Approving the annual financial statements and requiring periodic independent reviews of critical areas of the Bank;
- j) Approving the selection of, and overseeing the performance of, senior management;
- k) Overseeing the Bank's approach to compensation, including monitoring, reviewing executive compensation, and assessing whether it is aligned with the Bank's culture, risk appetite, and shareholders' interest.

The Board is responsible for the complete supervision of the Islamic window of the bank and ensuring the adequacy of the Shari'ah Governance Framework in line with the activities and the size of the window. The Board is responsible for nominating members of the Internal Shari'ah Supervision Committee ('ISSC') to the General Assembly of the Shareholders. The Board should also ensure the development, approval, and implementation of internal policies related to the Islamic window, and compliance with Islamic Shari'ah Law in coordination with ISSC.

The members of the Board of the Bank are responsible for the implementation of an effective risk management culture and internal controls across the Bank and its subsidiaries and affiliates. To promote a sound corporate culture, members of the Board must establish a "tone from the top" by:

- a) Setting and adhering to corporate values that create expectations that all business must be conducted in a legal and ethical manner and overseeing the adherence to such values by senior management and other employees;
- b) Promoting risk awareness within a strong risk culture, conveying the Board's expectation that it does not support excessive risk-taking, and that all employees are responsible for ensuring that the Bank operates within the established risk appetite and risk limits;

- c) Confirming that appropriate steps have been taken to communicate the corporate values, professional standards, and codes of conduct approved by the Board, together with supporting policies, throughout the Bank;
- d) Confirming that employees, including senior management, are aware that appropriate disciplinary or other actions, will follow unacceptable behaviour and/or transgressions.

Furthermore:

- a) The Board-approved Risk Governance Framework incorporates a 'three lines of defence' approach, including senior management of the business lines, the functions of risk management and compliance, an independent and effective internal audit function, and internal Shari'ah Supervision Committee;
- b) The Bank's corporate culture recognises the critical importance of timely and frank discussions, and escalation of problems to higher levels. Employees must be encouraged and must be able to communicate, confidentially and without the risk of reprisal, legitimate concerns about illegal, unethical, or questionable practices. This includes communicating material concerns to the CBUAE;
- c) The Board ensures implementation of a Whistleblowing Policy and ensures that senior management appropriately addresses legitimate issues flagged through the whistleblowing mechanism. The Board is responsible for ensuring that employees who raise concerns are protected from detrimental treatment or reprisals. The Board must oversee and approve how, and by whom, legitimate material concerns are investigated and addressed, including by an objective internal or external body, senior management, and/or by the Board itself;
- d) The Board ensures the implementation of a Code of Conduct for all stakeholders, including Board members, employees, and suppliers. The Code of Conduct is intended to focus on areas of ethical risk, provide guidance to help recognising and dealing with ethical issues, provide mechanisms to report unethical conduct, foster a culture of honesty and accountability, deter wrongdoing, and promote transparency;
- e) The Board provides oversight of senior management. It holds members of senior management accountable for their actions and enumerates the consequences if those actions are not aligned with the Board's expectations. This includes adhering to the Bank's values, risk appetite, and risk culture, regardless of financial gain or loss to the Bank. Oversight by the Board includes, but is not limited to:
 - Monitoring that senior management's actions are consistent with the strategic objectives and policies approved by the Board;
 - Meeting regularly with senior management;
 - Critically reviewing explanations and information provided by senior management;
 - Setting appropriate performance and compensation standards for senior management, consistent with the long-term strategic objectives and the financial soundness of the Bank;
 - Assessing whether senior management's collective knowledge and expertise remain appropriate, given the nature of the business and the Bank's risk profile; and
 - Actively engaging in succession planning for the Chief Executive Officer and ensuring that appropriate succession plans are in place for senior management positions.

The Board ensures that senior management implements, consistent with the direction given by the Board, systems, processes, and controls, for managing the risks to which the Bank is exposed, and for complying with laws, regulations, and internal policies. This includes comprehensive and independent risk management, compliance, and audit functions, as well as an effective overall system of internal controls.

Directors' Independence

Director independence is critical because it allows Board members to take positions that are in the best interests of the shareholders, ensuring that there is no conflict of interest. The Central Bank of the UAE, through its corporate governance regulation and standards, has defined the following criteria for non-independence of Board members in banks within the UAE:

- a) Tenure exceeding twelve (12) years;
- b) Board members or his/her first-degree relatives have worked as an employee of the Bank, or its subsidiaries, during the past two (2) years;
- c) If the Board member has worked for, or is a partner in, a company that performs consulting work for the Bank or its Group, or has acted in such a capacity during the past two (2) years;
- d) If the Board member has had any personal services contract with the Bank or its Group during the past two (2) years;
- e) If the Board member has been affiliated with any non-profit organisation that receives significant funding from the Bank or its Group;
- f) If the Board member, or any of his/her first-degree relatives has been a partner or employee of the Bank's auditor during the past two (2) years;
- g) If the Board member or any of his/her first-degree relatives has, or had, a direct or indirect interest in the contracts and projects of the Bank or its subsidiaries during the last two (2) years, and the total of such transactions exceeds the lower of 5% of the Bank's paid capital, or of the amount of five million Dirhams, or its equivalent amount in a foreign currency, unless such relationship is part of the nature of the Bank's business and involves no preferential terms; and
- h) If the Board member and/or any of his/her first-degree relatives (individually or collectively) owns; either directly or indirectly, 10% or more of the Bank's capital, or is a representative of a shareholder who owns, either directly or indirectly, more than 10% of Bank's capital.

The provisions in items b) to h) do not apply to Members of the Board appointed by a government shareholder. As an entity that is regulated by the CBUAE, the independence status for Directors of CBD is determined in accordance with the Central Bank's regulations, stated above.

A test of Directors' independence was concluded in early 2023, following which, four (4) Directors were found to be 'independent' as per the definition of the Corporate Governance Regulations; these were Mr. Buti Al Ghandi, Mr. Abdulwahed Al Fahim, Mr. Ahmad Julfar, and Sheikh Maktoum Hasher Al Maktoum.

Length of Board Tenure

0-3 years

- ***H.E. Sultan Al Mansoori (2021)***
- ***Mr. Hamad Omar Al Futtaim (2021)***

3-6 years

- ***Mr. Ahmed Julfar (2018)***
- ***Mr. Abdulwahed Al Fahim (2018)***
- ***Mr. Abdulla Al Turifi (2018)***

6-9 years

- ***H.E. Humaid Al Qutami (2015)***
- ***Mr. Buti Al Ghandi (2015)***
- ***Sheikh Maktoum Hasher Al Maktoum (2015)***

12+ years

- ***Mr. Khalid Al Rostamani (2008)***
- ***Mr. Abdulla Al Hathboor (2008)***
- ***Mr. Ali Al Fardan (2011)***

Board Skills and Experience

The Board, through the Remuneration, Nomination and Governance Committee, continues to monitor that the areas of expertise of the Board of Directors are covered as per the targets set in the Board Skills Matrix.

The Board Skills Matrix is an important tool used by the Board of Directors to assess the skills, experience, and qualifications of its members. It is essentially a chart or table that lists the skills and expertise that the Board needs to effectively oversee the Bank, and it maps those skills against the skills possessed by each Board member.

The purpose of the Board Skills Matrix is to ensure that the Board has a diverse set of skills and experiences that are relevant to the Bank's strategic objectives, and that there are no significant gaps in its collective expertise.

The Board is a skills-based group, comprising of Directors who collectively have the skills, knowledge, and experience to effectively govern and direct the Bank. The skills and attributes required of the Directors can be broadly categorised as follows:

- Governance skills (that is, skills directly relevant to performing the Board's key functions).
- Industry skills (that is, skills relevant to the banking sector).
- Personal attributes or qualities that are generally considered desirable to be an effective director.

In addition, the Board should also encompass desirable diversity in aspects such as gender, age, or different perspectives relative to the skills and attributes noted above.

The experience, knowledge, capabilities, and other qualities required for the Bank's Directors (as per the Board Skills Matrix) are as follows.

Skills and Experience	Number of Directors
Strategy, Financial acumen, and Commercial Acumen	11
Banking and/or Financial Services	9
Technology	3
Leadership role in organisations of significant size / Workplace culture	11
Remuneration	5
Audit, Risk Management and Compliance	9
Islamic Finance	3

In addition to the board skills mentioned above, there are several other skills that are considered relevant, including:

- **Digital Skills:** With technology rapidly evolving, Board members who have digital skills and understand how to leverage technology are increasingly valuable. This includes knowledge of digital trends, data analytics, and digital marketing. Several of CBD's Board members have extensive knowledge of, and expertise in digital technology.
- **ESG Skills:** Environmental, Social, and Governance (ESG) factors are becoming more important to stakeholders and investors. Several of CBD's Board members have expertise in ESG issues and can provide guidance on sustainable finance practices and corporate social responsibility.

In general, the Board Skills Matrix is a valuable tool for CBD's Directors to ensure they have the necessary skills and expertise to effectively oversee the Bank. By mapping the skills and qualifications of each Board member against the skills required to oversee the Bank's functions, the matrix helps identify gaps and guide professional development efforts.

Board Remuneration

According to applicable laws and Article 60 of the Bank's Articles of Association, director's remuneration shall not exceed 10% of the annual profit. As of 31 December 2023, the Bank's Directors were not eligible for any bonus, long-term or other incentive schemes. Directors do not receive any pension benefits from the Bank.

Moreover, article 29 of the 'Chairman of Authority's Board of Directors' Decision No. 3/Chairman of 2020 concerning approval of Joint Stock Companies Governance Guide' as published by the Securities and Commodities Authority, and amended from time to time, specifies that "Attendance allowance may not be paid to the Chairman or a Board member for attending the Board meetings". As a result, CBD does not pay sitting fees for Board meetings.

However, CBD pays the nominal amount, as revised from time to time by the Board on the recommendation of the Remuneration, Nomination and Governance Committee ('REMCO'), as a sitting fee per meeting for attendance of the Board Committee meetings as part of the reimbursement of costs directly related to the discharge of their responsibilities.

Following is the breakdown of sitting fee for attendance of the Board Committees' meetings:

Description	Breakdown
Time Value for Attendance	50%
Meeting Preparation	40%
Transportation & Others	10%

The Board of Directors, based on the recommendation from REMCO, decided to reduce the Board Committees' sitting fees from AED 20,000.00 per meeting per director to AED 15,000.00. The same was applicable with immediate effect from 1 October 2023.

Directors' remuneration is set annually by the bank's shareholders based on a recommendation from the board. In 2023, board members received the amount of AED 23,000,000.00 as remuneration for the financial year 2022, as approved by the shareholders.

Below are the details of the amounts received by the Board members in April 2023 as 2022 remuneration in application of the resolution of the Annual General Meeting held in March 2023.

Sr. No.	Board Members	Payment Received in AED
1	H.E. Humaid Yousuf Al Qutami - Chairman	3,000,000
2	H.E. Sultan Al Mansoori - Vice Chairman	2,000,000
3	Mr. Abdulla Saif Al Hathboor - Member	2,000,000
4	Mr. Abdullah Salim Al Turifi Al Shamsi - Member	2,000,000

5	Mr. Abdul Wahed Al Fahim - Member	2,000,000
6	Mr. Ali Fardan Ali Al Fardan - Member	2,000,000
7	Mr. Buti Saeed Al Ghandi - Member	2,000,000
8	Mr. Ahmad Abdulkarim Julfar - Member	2,000,000
9	Mr. Khalid Abdulwahid Hassan Al Rostamani - Member	2,000,000
10	Mr. Hamad Omar Al Futtaim - Member	2,000,000
11	Sheikh Maktoum Hasher Al Maktoum - Member	2,000,000

In 2024 (for the financial year 2023), the remuneration of the Directors will be submitted for approval to the Annual General Meeting of the shareholders.

In 2023, CBD paid the Directors a total amount of AED 2,905,000.00 as Committees' sitting fees during 2023 as per the below details:

Sr. No.	Board Members	Number of Committees Meetings Attended	Total Sitting Fees in AED
1	H.E. Humaid Mohammad Obaid Yousuf Al Qutami - Chairman	-	-
2	H.E. Sultan Saeed Al Mansoori- Vice Chairman	-	-
3	Abdulla Saif Obaid Al Hathboor - Member	8	150,000
4	Abdullah Salim Obaid Al Turifi Al Shamsi - Member	12	215,000
5	Abdul Wahed Mohamed Al Fahim - Member	27	480,000
6	Ali Fardan Ali Al Fardan - Member	9	170,000
7	Buti Saeed Mohamed Al Ghandi - Member	30	550,000

8	Ahmad Abdulkarim Julfar - Member	32	585,000
9	Khalid Abdulwahid Hassan Al Rostamani - Member	18	330,000
10	Hamad Omar Al Futtaim - Member	19	335,000
11	Sheikh Maktoum Hasher Al Maktoum - Member	5	90,000

Directors' Shareholdings as of 31/12/2023

Director	Number of Shares in CBD as at 31/12/2022	Number of Shares in CBD as at 31/12/2023	Change in Shareholding
H.E. Humaid Mohammad Obaid Yousuf Al Qutami	Nil	Nil	Nil
H.E. Sultan Saeed Al Mansoori	Nil	Nil	Nil
Ahmad Abdulkarim Julfar	Nil	Nil	Nil
Abdullah Salim Obaid Al Turifi Al Shamsi	Nil	Nil	Nil
Abdulla Saif Obaid Al Hathboor	1,837,004	1,956,592	119,588
Abdul Wahed Mohamed Al Fahim	Nil	Nil	Nil
Ali Fardan Ali Al Fardan	Nil	Nil	Nil
Buti Saeed Mohamed Al Ghandi	Nil	Nil	Nil
Khalid Abdulwahid Hassan Al Rostamani	4,061,536	4,325,941	264,405

Hamad Omar Al Futtaim	Nil	Nil	Nil
Sheikh Maktoum Hasher Al Maktoum	136,722	145,622	8,900

Board Continuing Professional Development

The Board adopted the Directors Continuing Professional Development Policy on 28 July 2021.

The purpose of the policy is to promote long-term and sustainable development of the Bank via continuous improvement of the effectiveness of the Board of Directors. All members of the Board of the Bank are encouraged to partake in professional development. Continuing professional development of the Directors is the maintenance, enhancement, and continuous improvement of their knowledge, skills, and abilities. The objective is to ensure that Directors are equipped to give effective oversight in a dynamic and changing environment.

Members of the Board of Directors should have the necessary knowledge and experience but cannot be experts in all fields. Therefore, there is a requirement to expand and advance the knowledge of members of the Board of Directors. The Board of Directors Selection, Suitability and Diversity Policy established the Directors' Skills Matrix, and the Board of Directors should ensure that its members receive the requisite continuing development in the areas specified in the matrix. The Remuneration, Nomination and Governance Committee is responsible for annually reviewing the requisite skills and characteristics of its members in compliance with the Directors' Skills Matrix.

The goals of the policy are to:

- Improve the effectiveness of the Board of Directors via implementation of a systematic and structured mechanism for the development of skills and qualifications of members of the Board of Directors;
- Increase the level of understanding by members of the Board of Directors of the Bank's operations and related risks;
- Improve the culture of sound business management by keeping the Board of Directors updated on the most recent developments in the different fields as listed in the Directors' Skills Matrix.

In 2023, the Board members attended six (6) sessions on specific topics as per the below table:

Board Continuing Professional Development Schedule for 2023		
Date	Topic	Vendor Name
3 May 2023	ESG	EY
27 September 2023	COSO Internal Control Integrated Framework	Euromoney
25 October 2023	Islamic Banking Products and Services Landscape in the UAE	Dar Al Shari'ah
8 November 2023	Financial Crime Risk	CCL Academy
8 November 2023	Consumer Protection Regulations	CCL Academy
13 December 2023	ICAAP and Stress Testing	Euromoney

Board Performance Evaluation

Corporate governance is a priority for CBD. The governance model has consistently received strong support from shareholders, as evidenced by their high participation in general meetings and strong approval rates for resolutions. Governance needs to adapt to business and strategic needs, so we continuously monitor and enhance the functioning of our governance bodies. While we are confident of the effectiveness of CBD's governance model, we regularly assess our Governance Framework. We enlist the help of external advisors when necessary. Board performance evaluations provide the Board with an opportunity for consideration, reflection and discussion of its performance, the performance of its committees, and that of the Chair and individual Directors. The Board of Directors, in its meeting held on 28 July 2021, approved the Board Performance Evaluation Policy.

The purpose of these evaluations is not only to review the effectiveness of individual Directors and the Board, but also to identify gaps in skills, experience and expertise, that would need to be filled to promote Board effectiveness and satisfy fit and proper requirements. The policy sets out how these evaluations will be conducted.

The process involves identification of areas for evaluation, formulating a questionnaire, obtaining responses of individual Directors to the questionnaire on a rating scale, conducting interviews with individual Directors and analysing the responses to the questionnaire and interviews, and reporting the findings resulting from the analysis to the full Board. The Board discusses the content of the report, develops an action plan, and periodically reviews the progress of implementation as well.

In October and November 2023, Heidrick & Struggles conducted an evaluation of the CBD Board. Findings were submitted to the Board during the meeting held on 13 December 2023.

The exercise was conducted based on the 'five elements of effective boards', being:

- 1- Purpose:** Alignment between Board and Committees on purpose, role, and strategic intent of the organisation, as reflected in governance and terms of reference:
 - The Board acts as a catalyst for key strategic themes, challenging the leadership team to define the course of action;
 - The Board ensures a balanced agenda and Committee focus across topics, i.e., business performance, environment and sustainability; and
 - The Board's clarity of purpose enables it to adapt to changing direction with strategic, financial, market and human changes, and to respond well to crises.

It was found that the Board has a solid foundation to build on strategy, governance, and priorities. The overall governance model of the Bank has been significantly enhanced over the last several years and, particularly in 2023, by actioning and addressing the findings of the Deloitte review of the Corporate Governance Framework. The Board has also broadened its agenda to cover additional topics such as ESG, People/Culture, emerging risks, and others. However, the Board meetings could benefit from heightened focus on mission-critical topics/challenges.

2- Composition: Board composition of the required diversity of skills, capabilities, and thinking, to guide the strategic trajectory of the entity.

- The Board represents all current and future capabilities and brings together diverse backgrounds and opinions;
- There is a healthy balance between executives and non-executives/independent Directors to broaden the experience and to assure effective decision making; and
- The Board has a good mix of skills to lead Committees, and a line of sight to make recommendations to the General Assembly based on skills and capabilities required for the succession planning for the Chairman and key Board roles.

It was found that the Board has a solid foundation to build on customer knowledge and breadth of expertise. However, the Board could develop by adding further banking expertise, closing skill gaps, embracing gender diversity, and encouraging a regular refresh of Board members to ensure influx of fresh thinking and the continuity of directorial experience.

3- Dynamics: An inclusive Board with a strong level of trust among all Board members and the Executive Team, raising the bar through challenge and discussion.

- A strong Chairman that coordinates dialogue, balances support and challenge, and probes for opinions;
- Balanced and equal participation of all Board members to ensure all opinions are heard; and
- Strong relationship between the Board and the Management Committee, and a strong relationship between the Chairman and the CEO.

It was found that the Board has a solid foundation to build on trust and respect. The synergy between senior management and the Board is evident in the transparent and continuous communication inside and outside the boardroom. The Board and its Committees demonstrate strong representation. Committees' decisions or recommendations are commonly respected and approved by the Board. However, the Board could develop in encouraging more challenges and debate. Furthermore, the Board could benefit from spending more time on the important details of key decisions while maintaining the valuable input from the Committees.

4- Mechanisms: Streamlined Committees and core governance processes that enable effective execution of the Board's mandate.

- Clear and concise governance structure, risk management responsibility, and a Committee with clear mandates, fully empowered to drive decision making;
- High quality documents, clear in terms of information and decision making. Right level of detail, delivered in time for participants to be fully prepared; and
- Structured annual agenda with recurring and ad-hoc items balancing short/medium/long-term thinking (i.e., time built in for reflection, scenario planning).

It was found that the Board has a solid foundation to build on the quality and timing of the Board material. The Board also has regular meetings with pre-defined topics and clear agendas focusing on priorities and outcomes. There is also the right focus on the internal control environment. However, the Board could

develop in certain areas including the meeting duration, the agenda shaping, the meeting preparation and the actions follow-up.

5- Development: A Board that continuously enhances the capabilities of its Board members, ensuring a thriving culture while keeping a close eye on rising talent.

- Strong focus on capability building through effective onboarding, learning & development, and succession planning;
- Strong culture of feedback, and frequent and honest evaluation of the Board members performance; and
- Periodic Board review – over a two (2) or three (3) year cycle – with intermediate progress check-ins and self-assessments.

It was found that the Board has a solid foundation to build on the commitment to training courses which cover changing regulations to keep members well-informed. There is also a positive recognition across the Board of the importance of development, highlighting a shared commitment to continuous improvement. The induction process provides members with comprehensive materials. However, the Board can enhance the content of training and the time allocation.

Areas of strength	Areas of improvement
- The Board members maintain a harmonious atmosphere marked by trust and respect for one another. The Board includes members with extensive knowledge spanning diverse industries including banking, real estate, telecommunications, and the public sector. The Board dynamics have improved significantly over the last years and there is growing trust among the Board members, both within the Committees and the Board as a whole. The Chairman is recognized for actively promoting harmony and facilitating consensus within the Board. Overall, open dialogue is promoted, and in the event of dissident, individuals are encouraged to express their opinion fairly. - An effective representation of the Board members across all Committees, that promotes collaboration and allows connected discussions with the Committees. Directors are strategically positioned across Committees to leverage their strengths and experience, ensuring transparency of Committee activities to the main Board. There is close collaboration and information exchange between the Committees, with	- The composition of the Board can be more diversified, with emphasis on more banking expertise and deeper knowledge in topics like technology/digital and cybersecurity. While additional banking expertise has been added over the last years, further banking expertise would be desired to allow the Board a more challenging discussion in today's banking world that is becoming increasingly complex. Gender diversity is acknowledged as regulatory requirement, with a desire to have at least one female member that brings relevant expertise. - The Board discussions could be deeper and more challenging in a constructive way. The duration of the Board meetings can be expanded, and the Chairman can play a more active role in fostering a culture of more robust challenge. - The low number of independent Directors puts a strain on adhering to the regulations requiring the Audit Committee to be entirely independent and the Board Risk & Compliance Committee to have 2/3 independent Directors. It was highlighted to the Board that the limited number of independent Directors may result in conflicts between short-term and long-term perspectives,

Areas of strength	Areas of improvement
the Board Risk & Compliance Committee and the Board Audit Committee, for example having joint meetings when required. In the Committees, there is in-depth and concentrated discussions, effectively managed by Committee Chairmen. - Well-functioning mechanics and processes, supporting effective Board execution. The quality of the documents has significantly improved over the years, with a clear ask for decision and follow-up. Board and Committee materials are distributed well in advance, allowing enough time for review and preparation. The materials are well-organized, and feature context pages that succinctly summarise critical points. Meeting minutes, including necessary action items, are promptly shared a few days following the meeting.	posing a potential risk of not optimising the strategy for the long-term benefit of the Bank.

Management of Conflict of Interest

As per the Non-Executive Directors' Code of Conduct, a Director shall avoid or withdraw from participation in any activity or situation that places the Director in a real, potential, or apparent conflict of interest, relative to that Director's duties and responsibilities. A Director who:

- is a party to a contract or transaction or a proposed contract or transaction with the Bank;
- is a director or officer of, or has an interest in, any person who is a party to a contract or transaction, or a proposed contract or transaction, with the Bank;
- is, or is likely to be, affected by any action taken or proposed to be taken by the Bank; or
- is a director or an officer of, or has an interest in, any person who is or is likely to be affected by any action taken or proposed to be taken by the Bank.

shall disclose to the Bank in writing, or by requesting to have it entered in the minutes of a meeting of the Board, the nature and extent of such interest.

The disclosure required above shall be made as soon as the Director becomes aware of the contract, transaction, or action. A Director who is required to make a disclosure on any resolution to approve the contract, transaction, or action, unless it relates to Directors recommended annual remuneration, shall not communicate with other Board members about the decision, and shall absent him/herself from the discussion of such operations in the Board, and shall abstain from voting on such decisions. Any such declaration concerning a decision of the Board shall be included in the minutes of the meeting. For the purposes of the required disclosure, the Board Secretary updates on a quarterly basis the conflict of interest declaration of each member of the Board.

of the Board of Directors shall also be duty bound to conduct themselves honestly and sensitively with respect to acceptance of certain functions, perquisites, or assignments, which could conflict with the knowledge acquired by them in the performance of their duties as Members of the Board. They shall continue to be bound by this obligation after termination of their mandate.

Members of the Board of Directors shall not allow other direct or indirect professional relationships to affect in any way the conduct of their activities for the Bank, and vice versa. Members of the Board shall declare, in writing, at the time of their appointment to the Company Secretary, any other official/professional position(s) held by them. They shall also inform the Company Secretary immediately of any changes related to the declared position(s) during the term of their mandate.

If members of the Board envisage to undertake an activity which may give rise to a conflict of interest as regards his/her duties and responsibilities as a member of the Board of the Bank, he/she shall inform in writing the Chairman of the Board, who shall determine after consulting with the Board Secretary, whether accepting such position would be compatible with the Directors duties and responsibilities as a member of the Board.

The Board Secretary maintains a register of Conflict of Interest for Board members and senior management. In 2023, eleven (11) cases of conflict of interest were voluntarily highlighted by the Board members during the Board or its Committees' meetings. All those Directors did not participate in the decision process.

Related Party Transactions

The Board of Directors recognises that transactions between and among related parties may create financial, commercial, and economic benefits to individuals, institutions and to the entire Group, to which the Bank belongs. They can present potential or actual conflicts of interest and may raise questions on the alignment of such transactions with the best interests of the Bank and its stakeholders.

In this regard, as required by existing regulations for Related Party Transactions ('RPT'), the Bank, its Board, senior management, all officers, and employee including those of its subsidiaries and affiliates shall ensure that RPTs are done on an arm's length basis and that the appropriate oversight and implementation of an effective control system for the management of exposures is in place.

Therefore, the Bank's Board of Directors, senior management, officers, and employees, including concerned personnel in the subsidiaries and affiliates are mandated to comply with regulations and the Policy on Related Party Transactions and shall not allow RPTs that may lead to abuses or may cause disadvantages to the Bank, its depositors, creditors, clients, and other stakeholders.

During its meeting held on 28 July 2021, the Board approved the Policy on Related Party Transactions. The objective of the Policy is to establish transparency and determine the materiality in the dealing of the Bank with its related parties, prevent any conflict of interest in the implementation of RPTs, and ensure reporting, disclosure, and compliance with the applicable legal and regulatory framework. The Policy contains the pre-approved Related Party Transactions and those requiring approval from the Board or any of its Committees.

In determining whether to approve or decline a Related Party Transaction submitted to the Board or any of its Committees, the Directors shall consider, among other factors it deems appropriate:

- (i) whether the Related Party Transaction is entered into on terms no less favourable to the Bank than terms generally available to an unaffiliated third-party under the same or similar circumstances; and

- (ii) the results of an appraisal, if any, whether there was a bidding process and the results thereof, a review of the valuation methodology used and alternative approaches to valuation of the transaction, and the extent of the Related Party's interest in the transaction.

Directors will review the following information when assessing a Related Party Transaction:

- The terms of such transaction;
- The Related Party's interest in the transaction;
- The purpose and timing of the transaction;
- Whether the Bank is a party to the transaction, and if not, the nature of the Bank's participation in the transaction;
- When the transaction involves the sale of an asset, a description of the asset, including date acquired and costs basis;
- Information concerning potential counterparties in the transaction;
- The approximate value of the transaction and the approximate value of the Related Person's interest in the transaction;
- Description of any provisions or limitations imposed because of entering into the proposed transaction;
- Whether the proposed transaction includes any potential reputational risks that may arise because of, or in connection with, the proposed transaction; and
- Any other relevant information regarding the transaction.

Individuals benefiting from a Related Party Transaction and/or persons related to such individuals should not take part in the process of granting or managing the transaction.

For details on Related Party Transactions completed in 2023, please refer to the Financial Statements Note 33 and the below table:

	Directors and key management personnel		Government related parties		Other related parties	
	2023	2022	2023	2022	2023	2022
	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Due from banks	-	-	73,460	73,460	-	-
Loans and advances and Islamic financing	103,382	128,849	1,073,800	1,473,374	2,174,448	2,112,026
Investment securities, net	-	-	551,331	441,243	-	-
Bankers acceptances	-	-	27,615	94,765	40,987	4,909
Letters of credit	-	-	5,082	-	211,062	149,107
Letters of guarantee	-	-	148,674	433,103	123,966	119,765

Undrawn commitments to extend credit	58,095	37,168	1,213,161	539,198	284,167	417,566
Due to banks	-	-	46,788	59,576	-	-
Customer deposits and Islamic customer deposits	112,365	63,382	3,928,062	4,116,685	1,062,602	249,922
Interest income and commission income	7,807	6,513	68,671	66,169	164,971	126,553
Interest expense	2,784	363	197,870	88,569	16,529	5,937
Dividend from an associate	-	-	-	-	6,653	7,984

Board Agenda and Meetings

Board Meetings

The Board and Committee meetings schedule and timings are established at the beginning of each year. The calendar of Board and Committee meetings is circulated in advance to facilitate Board and Committee members to plan their schedule and ensure meaningful participation in the meetings. Meetings may be re-scheduled if warranted and with the Chairman's approval.

The agenda for Board meetings is prepared by the Board Secretary in liaison with the Chairman and the Chief Executive Officer. Board papers are circulated five business days in advance of a meeting.

The Board of Directors is required to consider topics that are fundamental to the direction of the Bank, such as business performance, long-term planning, strategy, risk appetite and management, succession planning, and human resources.

Board members receive a regular flow of information and reports relevant to the fulfilment of their role. Board papers encompass reports from the Chief Executive Officer, Chief Finance Officer, and other management, on a regular and scheduled basis. Formal minutes of the different Committee meetings are included in the Board file and the Chairman of each Committee provides an update to the Board members at the beginning of each Board meeting on important items discussed in the Committee meeting.

In 2023, the Board of Directors held six (6) meetings. The key agenda items discussed at the main Board meetings throughout the year are detailed below:

Board Meeting No.	Date	Main Topics
1	1 February 2023	• Updates on Committees' meetings • 2022 financial results • Strategy Update • Approval of AGM Agenda • Approval of statement on effectiveness of internal control system
2	3 May 2023	• Update on the Committees' meetings • Q1 Financial Results • Corporate Governance Update • ESG Update • Board Development & Training: ESG Awareness Session
3	12 July 2023	• Update on Committees' meetings • Q2 Financial Results • Corporate Governance Review Update • Strategy Update • Approval Corporate Governance Manual and some of its annexes • Approval Various Risk Appetite Statement Documents
4	27 September 2023	• Update on the Committees' meetings • Governance Update • Strategy Update • Update on Financial Recovery and Restructuring Major Legal Cases

Board Meeting No.	Date	Main Topics
		Board Development & Training: COSO Framework
5	25 October 2023	- Update on the Committees' meeting - Q3 Financial Results - ESG Update - Shari'ah Update by Meeting with ISSC Members - Board Development & Training: Shari'ah Financing
6	14 December 2023	- Update on the Committees' meetings 2024 Budget - ESG Update - Board Effectiveness Review - Board Development & Training: ICAAP and Stress Testing



Board Meetings' Attendance

Sr. No.	Board Members	Number of Meetings Attended
1	H.E Humaid Mohammad Obaid Yousuf Al Qutami - Chairman	6/6
2	H.E. Sultan Saeed Al Mansoori - Vice Chairman	4/6
3	Abdulla Saif Obaid Al Hathboor - Member	6/6
4	Abdullah Salim Obaid Al Turifi Al Shamsi - Member	6/6
5	Abdul Wahed Mohamed Al Fahim - Member	6/6
6	Ali Fardan Ali Al Fardan - Member	6/6
7	Buti Saeed Mohamed Al Ghandi - Member	6/6
8	Ahmad Abdulkarim Julfar - Member	6/6
9	Khalid Abdulwahid Hassan Al Rostamani - Member	2/6
10	Hamad Omar Al Futtaim - Member	6/6
11	Sheikh Maktoum Hasher Al Maktoum - Member	5/6

Board Committees

- **Board Executive Committee (BEC)**
- **Board Risk & Compliance Committee (BRCC)**
- **Board Audit Committee (BAC)**
- **Board Remuneration, Nomination and Governance Committee (REMCO)**

Board Executive Committee

Role. The Board delegated to the Board Executive Committee ('BEC') authority, which is limited to the following:

- Oversee the strategy implementation and exploration with management of growth opportunities for the Bank and its businesses;
- Follow up on the implementation of material IT and transformation projects and overseeing the overall IT and digital strategies;
- Monitor operating and financial performance against set targets;
- Approve Retail and Wholesale Credit Policy for the Bank;
- Approve larger credit facilities and investments above management limits;
- Approve product programmes for those credit products approved on a programmatic basis;
- Monitor material recovery cases and approving related restructurings or financial settlements;
- Oversee the Bank's approach to the most material sectorial and individual credit exposures in its portfolio;
- Review the quality of the Bank's investment portfolio and the trends affecting that portfolio;
- Oversee the effectiveness of the Bank's investment strategy and policies; and
- Review and approve policies where the Committee has the responsibility to do so, as per the Policy and Procedure Delegation of Authority.

Committee Composition. BEC is composed of five (5) Directors – three (3) Independent and two (2) Non-Independent Directors.

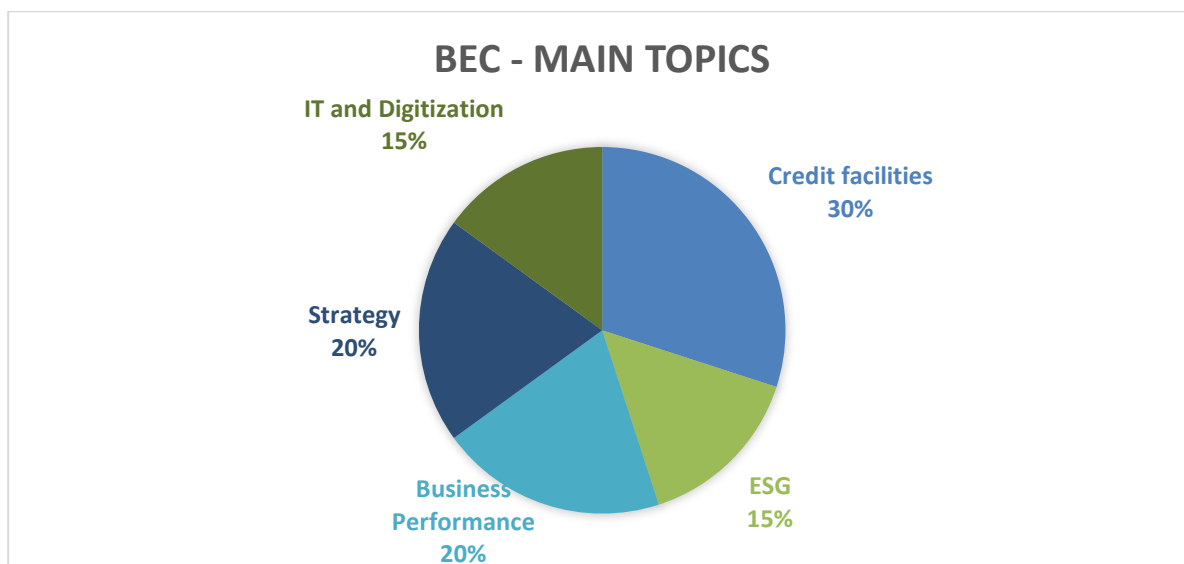
Board Executive Committee	Mr. Buti Al Ghandi Mr. Abdulwahed Al Fahim Mr. Ahmad Julfar Mr. Khalid Al Rostamani Mr. Hamad Al Futtaim	Chairman – Independent Member – Independent Member – Independent Member – Non-Independent Member – Non-Independent
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2023 Board Executive Committees Meetings

Date of BEC Meeting	Number of Attendees	Name of absent members
11 January 2023	4/5	H.E. Sultan Al Mansoori
25 January 2023	3/5	H.E. Sultan Al Mansoori Mr. Ahmad Julfar
8 February 2023	3/5	H.E. Sultan Al Mansoori Mr. Abdulwahed Al Fahim
24 February 2023	3/5	H.E. Sultan Al Mansoori Mr. Khalid Al Rostamani
10 March 2023	3/5	H.E. Sultan Al Mansoori Mr. Abdulwahed Al Fahim
22 March 2023	3/5	H.E. Sultan Al Mansoori Mr. Abdulwahed Al Fahim
5 April 2023	3/5	H.E. Sultan Al Mansoori Mr. Abdulwahed Al Fahim
19 April 2023	4/5	H.E. Sultan Al Mansoori
3 May 2023	4/5	H.E. Sultan Al Mansoori
17 May 2023	3/5	H.E. Sultan Al Mansoori Mr. Khalid Al Rostamani
1 June 2023	4/5	H.E. Sultan Al Mansoori
15 June 2023	2/5	H.E. Sultan Al Mansoori Mr. Khalid Al Rostamani Mr. Abdulwahed Al Fahim
12 July 2023	3/5	H.E. Sultan Al Mansoori Mr. Khalid Al Rostamani
26 July 2023	4/5	Mr. Khalid Al Rostamani
17 August 2023	5/5	
6 September 2023	5/5	
20 & 21 September 2023	5/5	
4 October 2023	5/5	
11 October 2023	5/5	
25 October 2023	5/5	

Date of BEC Meeting	Number of Attendees	Name of absent members
7 November 2023	4/5	Mr. Khalid Al Rostamani
22 November 2023	5/5	
6 December 2023	5/5	
27 December 2023	5/5	

Time Allocation for 2023 BEC Meetings



Statement from the BEC Chairman

Dear Shareholders,

We are pleased to present our Board Executive Committee Report for 2023.

The Committee has had diverse meeting agendas throughout the year. The year 2023 has undoubtedly been very busy as the Committee held a total of 24 meetings.

As in previous years, the Committee continued its efforts towards ensuring that loans and investments approved are aligned with the Bank's business goals and overall risk appetite. In addition to approving facilities, product programmes and investments, the Committee also carried out various other tasks and responsibilities, including:

- Reviewed the ESG Materiality Assessment and update on the progress of implementation of ESG initiatives;
- Reviewed the Financial Recovery and Restructuring Portfolio on a regular basis and the progress made on different accounts;
- Reviewed the Digital & Technology Strategic Transformation Roadmap;

- Reviewed the Cyber Security Performance;
- Reviewed the Project Financing Lending;
- Reviewed the E2E Key Controls for Wholesale Banking Group;
- Reviewed the Distribution Network Strategy;
- Reviewed the Delegation of Authority Policy & Matrix;
- Reviewed the Strategy Execution Update;
- Reviewed the Enterprise Liabilities Segment;
- Reviewed the lessons learned from the recent major defaults in the market and the current tightened process in lending; and
- Reviewed the Asset Bank Lending Program Renewal.

Overall, the Board Executive Committee, in collaboration with the other Committees, has contributed effectively to implementing the Bank's growth strategy.

In 2024, the Committee will continue its efforts towards fostering a culture of performance and sustainable growth, backing the ambitions of our customers, and delivering on our commitments to our stakeholders.

Board Risk & Compliance Committee

Role. The Board delegated to the Board Risk & Compliance Committee ('BRCC') authority, which is limited to:

- Assist the Board in its oversight of management's risk taking and risk mitigation activities;
- Oversee all risks (financial and non-financial) and risk-related activities;
- Set and monitor the Bank's risk appetite and monitoring performance against the same; and
- Review and approve policies where the Committee has the responsibility to do so as per the policy and Procedure Delegation of Authority ('DoA').

Committee Composition.

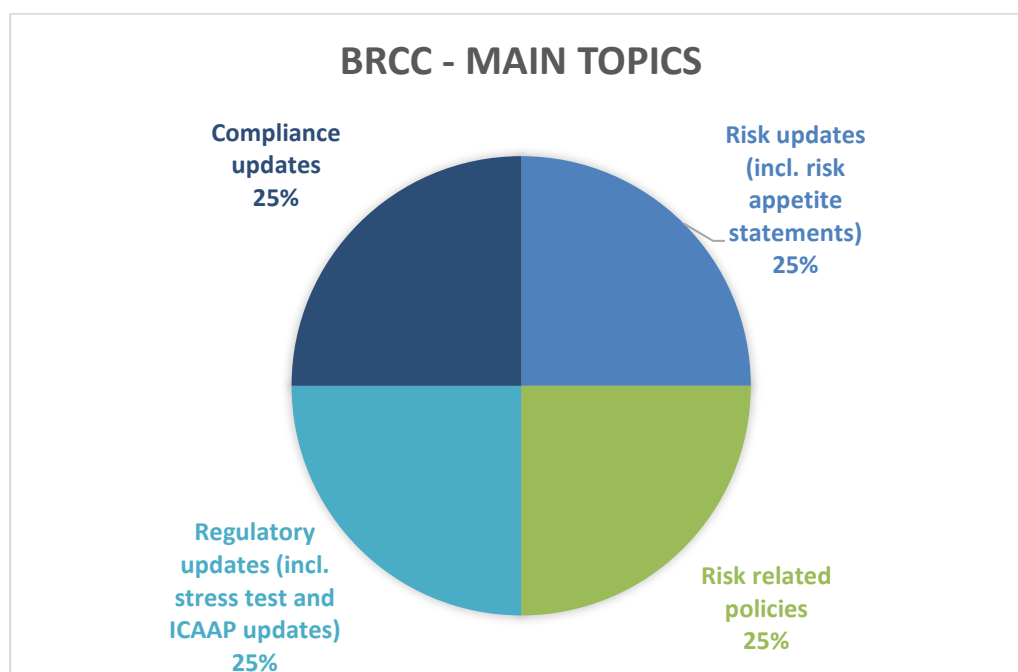
Starting from September 2023, BRCC is composed of three (3) Directors – two (2) Independent and one (1) Non-Independent Directors.

Board Risk & Compliance Committee	Mr. Abdulwahed Al Fahim Mr. Ahmad Julfar Mr. Abdulla Al Turifi	Chairman – Independent Member– Independent Member – Non-Independent
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2023 Board Risk & Compliance Committee Meetings

Date of BRCC Meeting	Number of Attendees	Name of absent members
20 February 2023	4/4	
18 May 2023	4/4	
6 September 2023	3/3	
6 December 2023	3/3	
13 December 2023	3/3	

Time Allocation for 2023 BRCC Meetings



Statement from the BRCC Chairman

Dear Shareholders,

We are pleased to present our Risk and Compliance Committee Report for 2023.

The Board Risk and Compliance Committee is responsible for the oversight and monitoring of the Bank's financial and non-financial risks, and the soundness of its overall Enterprise Risk Management Framework, including its application and effectiveness. The Committee is also responsible for recommending to the Board the Bank's risk appetite and monitoring performance against the same. Additionally, the Committee provides advice to the Board in relation to current and projected performance against risk appetite.

In 2023, the Committee held five (5) meetings and two (2) joint meetings with the Board Audit Committee (on 20 February 2023 and 19 October 2023).

Some of the key items on the agenda of these meetings covered the following:

- Reviewed and challenged management-identified top and emerging risks and mitigating actions. These included climate risk and risks relating to technology and cyber security threats;
- Received updates on, and provided oversight of, the Bank's stress testing activity and overseeing developments in the enterprise-wide stress testing framework;
- Reviewed, challenged, and approved new and enhanced risk and compliance policies across a range of topics including interest rate risk management and capital management;

- Received updates on cyber security and business continuity risks and controls including an assessment of compliance with National Electronic Security Authority ('NESA') requirements;
- Reviewed and supported ongoing enhancements to the Bank's operational risk management framework, including revisions to the Vendor Risk Management Policy;
- Reviewed credit portfolio exposures and other risks against limits and appetite;
- Analysed several operational and fraud risk incidents, including the root causes and mitigating actions undertaken by management; and
- Provided oversight of the effectiveness of measures taken by the Bank to manage compliance risk and perform compliance-related activities, particularly in the areas of Anti-Money Laundering ('AML') and Sanctions. The Committee oversaw the execution of the Central Bank remediation programme and the significant investment in new technology solutions and upgrades to the Bank's compliance-related systems, controls, policies, and procedures, in line with Central Bank regulations and regulatory expectations.

Overall, risk was well managed relative to the Bank's risk appetite metrics. Where deviations occurred, these were addressed by management with appropriate mitigating activity and remediation plans.

Board Audit Committee

Role. The primary purpose of the Board Audit Committee ('BAC') is to provide oversight of the financial reporting process, the audit process, the Bank's system of internal controls, and compliance with laws and regulations, through:

- Monitoring the quality and integrity of financial statements and any formal announcements relating to financial performance;
- Reviewing the audit and internal control systems currently in place to ensure they remain sound and fit for purpose;
- Receiving and considering reports and recommendations from Internal Audit, External Auditors, and management;
- Monitoring compliance with laws and regulations, whistleblowing, and fraud;
- Making recommendations to the Board in respect of financial reporting and in relation to the appointment, re-appointment, and removal of the external auditor, and approval of the remuneration and terms of employment of the Chief Internal Audit Officer;
- Monitoring and reviewing the effectiveness of the internal audit function;
- Reviewing the internal and external auditor's independence and objectivity;
- Reviewing and approving policies where the Committee has the responsibility to do so as per the delegation of authority;
- Reviewing the related party transactions with the Bank and ensuring that there are no conflicts of interest and make recommendations to the Board before the conclusion of such transactions; and
- Recommending changes to the Chief Internal Auditor's remuneration and recommending the same to the Board Remuneration, Nomination and Governance Committee. Assessing the performance of the Chief Internal Auditor, including his/her KPIs, annual performance rating, and annual bonus amount, and recommending the same to the Board Remuneration, Nomination and Governance Committee.

Committee Composition.

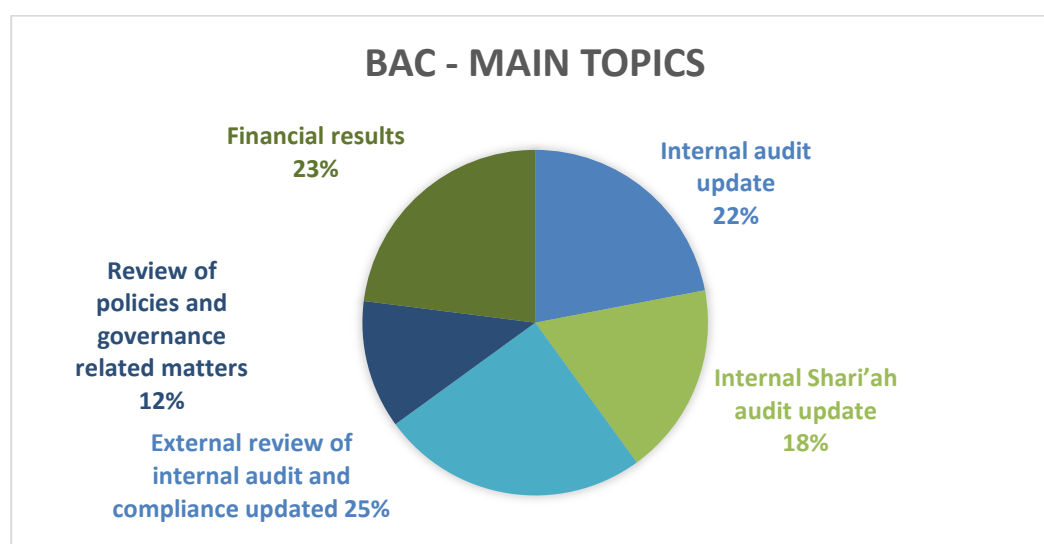
Starting from September 2023, BAC is composed of three (3) Directors, all of them are independent.

Board Audit Committee	Sheikh Maktoum Hasher Al Maktoum Mr. Abdul Wahed Al Fahim Mr. Buti Al Ghandi	Chairman – Independent Member– Independent Member – Independent
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2023 Board Audit Committee Meetings

Date of BAC Meeting	Number of Attendees	Name of absent members
30 January 2023	4/4	
26 April 2023	4/4	
10 & 12 July 2023	4/4	
19 October 2023	3/3	
17 December 2023	2/3	Sheikh Maktoum Hasher Al Maktoum

Time Allocation for 2023 BAC Meetings



Statement from the BAC Chairman

Dear Shareholders,

We are pleased to present our Audit Committee Report for 2023.

The primary role of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities in areas such as the integrity of financial reporting, the effectiveness of the Risk Management Framework, and the system of internal controls. We are responsible for the independence and objectivity of, and assessing the quality of the audits performed by, the external auditor. The Audit Committee also makes a recommendation to the Board on the appointment or reappointment of the external auditor. In addition, we oversee the work and quality of the Internal Audit function.

The Audit Committee held five (5) meetings in 2023, during which the Committee:

- Exercised oversight on the performance, effectiveness, and activities of the Bank's Internal Audit function (and separately, the performance of the Chief Internal Audit Officer) and reviewed updates to its audit plan, staffing and audit charter, taking into consideration the UAE Central Bank's regulations on Internal Controls, Compliance, and Internal Audit;
- Evaluated the external auditors' qualifications, performance, independence, and objectivity, and reviewed and approved the scope of work proposed by the external auditors for 2023;
- Reviewed the Bank's quarterly and annual audited financial statements;
- Reviewed observations raised by the internal and external auditors, the UAE Central Bank, the Financial Audit Authority, and other regulators, and ensured that appropriate actions have been taken with respect to these observations; and
- Received and considered Internal Audit's opinion statements on governance, risk, and control.

In addition, the Committee continued to regularly meet with the Bank's senior management and external auditors to ensure that the Bank's key processes, methodologies, critical accounting judgements, and financial disclosures, remained in compliance with IFRS standards, and to ensure that any subjective judgments had been made appropriately.

The Committee met regularly with the Chief Internal Audit Officer, as well as with the external auditors, without the presence of the Bank's management to discuss key issues arising. We received confirmation from the Bank's Internal Audit function and external auditors that the Bank's internal controls were assessed throughout the year and found to be operating effectively. In addition, Committee members attended meetings of the Board Risk & Compliance Committee and Board Executive Committee to ensure an adequate flow of information between these Committees.

The Committee also recommended the appointment of Deloitte as the Bank's external auditor, from 2024, for approval by the Board and shareholders. The Committee is pleased with the continued enhancement of the Bank's 'three lines of defence', with strong progress being made across all lines.

Looking ahead to 2024

Looking forward, the Board Audit Committee's schedule includes five (5) meetings for 2024, which will focus on the integrity of CBD's financial statements, IFRS 9 adherence, assessment, and oversight of the internal and external auditors, as well as ensuring the 2024 Internal Audit plan is reflective of current and emerging risks. The Committee will also continue to co-ordinate its activities with the Board Risk and Compliance Committee, with two (2) joint Committee meetings scheduled for 2024.

Board Remuneration, Nomination and Governance Committee

Role. The **Board Remuneration, Nomination and Governance Committee** ('BRNGC' ("REMCO) is established by the Board. The purpose of the Committee is to assist the Board by:

- Approving the Bank's People Strategy and monitoring its delivery;
- Approving the Bank's Reward Policy as applied to all employees of the Bank and its associated and/or subsidiary companies;
- Approving all other HR policies associated with remuneration and/or the Reward Policy;
- Approving the Code of Conduct and Conflict of Interest Policy;
- Approving the remuneration packages for senior executives in line with the Corporate Governance Regulations;
- Providing recommendation in relation to remuneration for Board Members;
- Approving long-term incentive plans for employees;
- Ensuring that the compensation of employees in the control functions of Risk Management, Compliance, and Internal Audit, are determined independently of the performance of the Bank;
- Ensuring that performance-based compensation of senior executives and Material Risk Takers is reduced or reversed based on realised risks and violations of laws, regulations, Code of Conduct, or other policies before compensation vests;
- Reviewing business-related incentive schemes;
- Approving benefit plans for all employees;
- Establishing a fit and proper process for the selection of the board members and senior executives;
- Reviewing succession plans of senior executives and Board Members;
- Recommending individuals for nomination as members of the Board and its Committees;
- Overseeing the performance management system including performance goals for the CEO and all senior executives;
- Overseeing the organisational structure of its Committees and senior executives; and
- Reviewing corporate governance arrangements, including but not limited, to the Board selection, suitability and diversity, Board continuing professional development, overseeing the annual performance evaluation of the Board, its Committees and individual Board members and Committees' structures and adequacy.

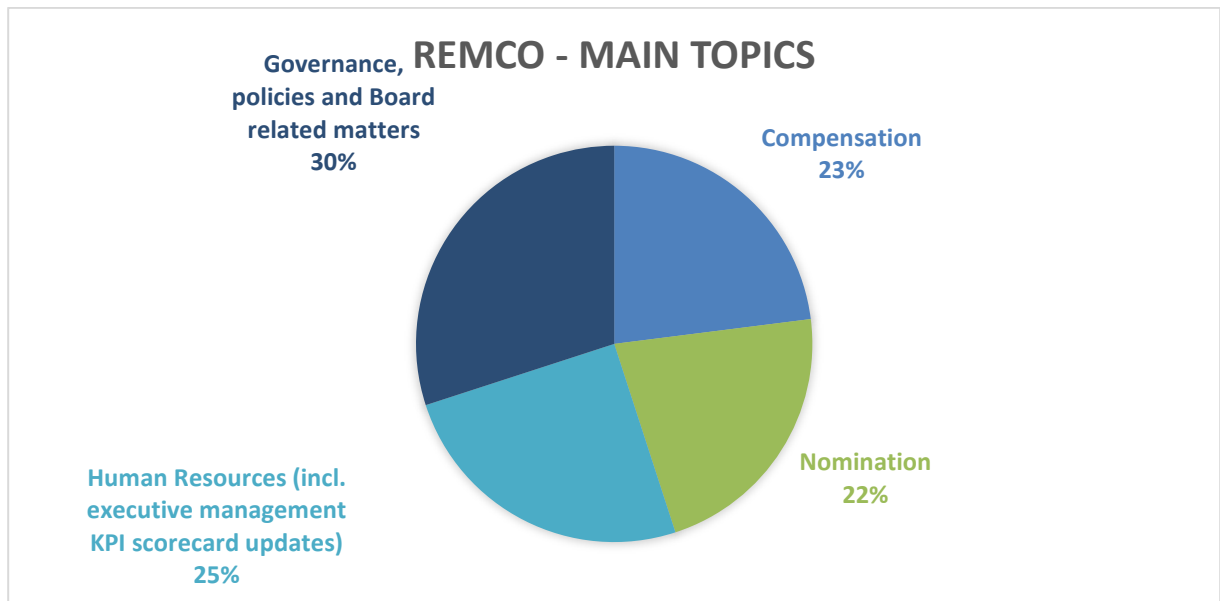
Committee Composition. REMCO is composed of five (5) Directors – one (1) Independent and four (4) Non-Independent Directors.

Board Remuneration, Nomination and Governance Committee	Mr. Ahmad Julfar Mr. Ali Al Fardan Mr. Abdulla Al Hathboor Mr. Hamad Al Futtaim Mr. Abdulla Al Turifi	Chairman – Independent Member– Non-Independent Member – Non- Independent Member – Non-Independent Member - Non-Independent
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2023 Board Remuneration, Nomination and Governance Committee Meetings

Date of BEC Meeting	Number of Attendees	Name of absent members
18 January 2023	4/4	
6 April 2023	4/4	
11 July 2023	4/4	
20 September 2023	5/5	
24 October 2023	5/5	
22 November 2023	5/5	

Time Allocation for 2023 REMCO Meetings



Statement from the REMCO Chairman

Dear Shareholders,

On behalf of the members of the Remuneration, Nomination and Governance Committee, we are pleased to present our Report for 2023.

The Committee continued its focus on the development of a high-performance culture, ensuring that our performance planning and reward mechanisms remain fit for purpose and aligned to our business goals. In addition, REMCO monitored the efficacy of our organisational structures, the engagement of our employees, and the development of our workforce, with a particular focus on the ongoing growth of our UAE Nationals and the enhancement of core skills for the Banks – Credit, Digital, and Leadership & Management.

Emiratization remains a key focus and strategic objective for the Bank and is a recurring agenda item across all our Board REMCO meetings. We consider the recruitment of UAE Nationals a priority for our continued success. We aim to attract and develop UAE Nationals at all levels from graduate entry level, helping us to create a talent pipeline for the future, as well as appointing UAE Nationals into leadership and management positions. In 2023 the Bank hired the highest number UAE Nationals in its history, which contributed to the overachievement of internal and external targets, reinstating our commitment to 'Backing the Nation's Ambitions'.

Our reward strategy provides a framework for the Committee to carry out its responsibilities during the year. Within the authority delegated by the Board, the Committee is responsible for approving the remuneration policy of Commercial Bank of Dubai, including the terms of the bonus plans and other long-term incentive plans, and for agreeing the individual remuneration packages of executive Directors and other senior employees of the Bank, as well as Material Risk Takers.

There were no material changes to CBD's Remuneration Policy during 2023, as any changes required due to the introduction of the regulation and technical standards issued by CBUAE, were implemented in 2022, including the application of a cap on variable pay that can be paid to any Material Risk Taker (i.e., employees who have been identified as having a material impact on the Bank's risk profile). The Committee will ensure that its malus and Clawback Policy and Procedure, introduced in 2022, is sufficiently robust to handle any potential redress. Internal Legal counsel was sought in shaping this policy.

During the year, significant time was spent by the Committee to ensure that the Bank's ambition to maintain a high-performance culture is realised. This included:

1. An in-depth review of balanced scorecards for goal setting and performance achievement, as these support the performance and reward assessments with reference to clear and relevant objectives, which are set under four categories: Financial, People, Customer and Change Management/Strategic Initiatives. Whilst the achievement of financial objectives is very important, the other objectives relating to risk mitigation and controls, customer development and the productivity of the human capital, are key to the performance and sustainability of the Bank over the short and medium term;
2. The Bank's succession and talent management plans, with a specific focus on UAE National succession.

The Committee spent considerable time on the implementation of the Central Bank Corporate Governance Regulations and Standards for the banking sector which seek to integrate risk management with reward:

1. The Chief Risk Officer presented the risk appetite framework as important input into the Committee's deliberations with regards to determining the variable compensation for 2023;
2. The Committee reviewed and approved the criteria to identify those roles that can materially impact the risk profile of the Bank.

Finally, the Chief Risk Officer presents the Culture Dashboard on a regular basis to update the Committee on culture-related metrics, given the critical role that corporate culture plays in driving the company's performance and reputation.

In terms of Governance, 2023 was an engaging year. The Committee:

- Initiated and supervised the process for the 2024 board elections to ensure adherence to the laws and regulations as well as the Bank's Articles of Association;
- Supervised the review of the Corporate Governance Framework by Deloitte and by the Central Bank of the UAE, ensuring timely remediation and implementation of the different plans and initiatives. It included the review of the Corporate Governance Manual and some of its annexes. The process was successfully completed within the planned timelines, implementing international best practices in corporate governance;
- Initiated and supervised the training plans for the Board of Directors; and
- Supervised the process for the Board performance review.

Note:

*** During the Board Meeting that was held on 12 July 2023, and in adherence to the Corporate Governance Regulations, the composition of the Committees was reviewed and changed as per the following:**

Committee	Previous Composition	New Composition From 12 July 2023
Board Executive Committee	H.E. Sultan Al Mansoori (Chairman) Mr. Buti Al Ghandi Mr. Abdulwahed Al Fahim Mr. Ahmad Julfar Mr. Khalid Al Rostamani	Mr. Buti Al Ghandi (Chairman) Mr. Abdulwahed Al Fahim Mr. Ahmad Julfar Mr. Khalid Al Rostamani Mr. Hamad Al Futtaim
Board Risk & Compliance Committee	Mr. Abdulwahed Al Fahim (Chairman) Mr. Ahmad Julfar Mr. Abdulla Al Turifi Mr. Abdulla Al Hathboor	Mr. Abdulwahed Al Fahim (Chairman) Mr. Ahmad Julfar Mr. Abdulla Al Turifi

Board Audit Committee	Sheikh Maktoum Hasher Al Maktoum (Chairman) Mr. Buti Al Ghandi Mr. Abdulla Al Turifi Mr. Ali Al Fardan	Sheikh Maktoum Hasher Al Maktoum (Chairman) Mr. Ahmad Julfar Mr. Buti Al Ghandi
Board Remuneration, Nomination and Governance Committee	Mr. Ahmad Julfar (Chairman) Mr. Ali Al Fardan Mr. Abdulla Al Hathboor Mr. Hamad Al Futtaim	Mr. Ahmad Julfar (Chairman) Mr. Ali Al Fardan Mr. Abdulla Al Hathboor Mr. Hamad Al Futtaim Mr. Abdulla Al Turifi

Subsidiary Governance

Subsidiaries are created to serve several business needs. In accordance with CBD's Corporate Governance Manual, and in line with applicable laws and regulations, including the 2019 CBUAE Regulations and Standards on Corporate Governance for Banks, CBD extends sound corporate governance practices and policies downstream to the subsidiaries and adopted the appropriate governance structures for the subsidiaries, which contributes to an effective chain of oversight of the subsidiary company.

All the Bank's subsidiary companies are required to comply with the Bank's Corporate Governance Manual and with the applicable laws and regulations that apply in their jurisdiction.

The following is the list of subsidiaries of the Bank as of 31 December 2023:

Name of Subsidiary	Ownership Interest	County of Incorporation	Principle activities
<i>Subsidiary</i>			
CBD Financial Services LLC	100%	UAE	Providing brokerage facilities for local shares and bonds.
CBD Employment Services One Person Company LLC	100%	UAE	Supply of manpower services.
Attijari Properties LLC	100%	UAE	Self-owned property management services as well as buying and selling of real estate.
Noor Almethaq Real Estate Development LLC	100%	UAE	Development of real estate.
<i>Special Purpose Entity</i>			
CBD (Cayman) Limited	100%	Cayman Islands	Issuance of debt securities.
CBD (Cayman II) Limited	100%	Cayman Islands	Transact and negotiate derivative agreements.
VS 1897 (Cayman) Limited	100%	Cayman Islands	Manage investment acquired in the settlement of debt.
CBD Digital Lab Limited [Subsidiary of VS 1897 (Cayman) Limited]	100%	UAE	Technology research and development.
Hortin Holding Limited [Subsidiary of VS 1897 (Cayman) Limited]	100%	British Virgin Islands	Manage real estate related investment acquired in the settlement of debt.
Lodge Hill Limited [Subsidiary of VS 1897 (Cayman) Limited]	100%	British Virgin Islands	Manage real estate related investment acquired in the settlement of debt.

Name of Subsidiary	Ownership Interest	County of Incorporation	Principle activities
Westdene Investment Limited [Subsidiary of VS 1897 (Cayman) Limited]	100%	British Virgin Islands	Manage real estate related investment acquired in the settlement of debt.

Senior Management & Remuneration

Selection Process

All employees hired to the senior most levels of the Bank must be selected through a fair and rigorous process. The Bank believes that its Executive Committee (EXCO) is made up of highly qualified individuals, from diverse backgrounds, with an extensive track record and in full compliance with the Corporate Governance Regulations. All individuals with the responsibility for management and control of the business must pass the appropriate fit and proper tests.

The Bank exercises judgment and discretion in assessing fitness and propriety and considers all relevant matters including:

a) Competence and Capability.

The applicants must show that they are competent to undertake the relevant class of regulated activities, including where appropriate, detailed knowledge of the structure, purpose and risks of the products/processes associated with the activity. To demonstrate competence, the person involved in carrying out the activities must act in a knowledgeable, professional, and efficient manner, complying with the prevailing regulations. The nature and extent of the competence required will depend upon the services being offered or to be offered. In determining a person's competence and capability, the Bank shall have regard for matters, including but not limited to:

- The person has satisfactory past performance or expertise in the nature of the business being conducted;
- The person has an appropriate range of skills and experience to understand, operate, and manage the regulated activities/financial affairs;
- The person has the technical knowledge and ability to perform prescribed duties for which they are engaged, especially recognised professional qualifications and membership of relevant professional institutions; and
- A panel of equally/more qualified individuals will be involved in the assessment of the person's suitability for the role.

b) Honesty, Integrity, Fairness, Ethical Behaviour.

In determining the honesty, integrity, and reputation of the candidate, the Bank may consider, among other things, whether the candidate has been convicted, or indicted of dishonesty, fraud, money laundering, theft, or financial crime. This may be regarded by the Bank as an indication that a person is not fit and proper and will, in principle, exclude a person from being appointed into a position. The Central Bank of UAE may treat each candidate's application on a case-by-case basis considering the seriousness of, and circumstances surrounding, the offence, the explanation offered by the convicted person, the relevance of the offence to the proposed role, the passage of time since the offence was committed, and evidence of the individual's rehabilitation.

c) Financial Soundness or Solvency.

In assessing the financial soundness of the candidate, the Bank will assess whether the person can maintain solvency and prudent financial control. It includes meeting liabilities as they become due and ensuring adequate control over financial risks on a continuing basis. It also involves taking proper care of customers. Financial soundness is an important element in determining the fitness and probity of applicants. In determining the financial soundness of the candidate, the Bank will also consider matters such as, but not limited to:

- Whether there are any indicators that the person will not be able to meet their debts as they fall due;
- Whether relevant solvency requirements are met;
- Whether the person has been subject to any judgment debt or award that remains outstanding or has not been satisfied within a reasonable period;
- Whether the person has made arrangements with creditors, filed for bankruptcy, or been declared bankrupt or had assets confiscated; and
- Whether the person has been able to provide the Bank with a satisfactory credit reference.

d) **Regulatory Approvals.**

All applications/enquiries relating to any positions that require the Central Bank of UAE approval will be sent to the Banking Supervision Department along with the required appointment documents.

Management Committees

Certain day-to-day activities of the Bank have been delegated by the Board to the CEO who is helped by the Management Committees.

Management Committees are established for the purpose of recommending, deciding, approving, and/or monitoring key topics in their respective areas of specialisation. Of equal importance, they provide a platform for discussion between the senior management team on key business and control areas for the Bank.

Management Committees are endowed with full executive powers to take decisions and actions related to their field, scope, and structured hierarchy in line with the existing delegations of authority.

Committee	Responsibilities of the Committee
Management Executive Committee	The most senior management committee; oversees all the Bank's businesses and operations.
Assets & Liabilities Committee	Manages the balance sheet in accordance with limits and annual financial plans and oversees investment book within delegated limits.
Credit Committee	Approves credits within delegated limits and guides the Board Executive Committee and the Board on credits above delegated limits.
Project Investment Committee	Reviews and approves investment projects for the Bank within Board-approved budgets and provides guidance for the Bank's long term and short-term goals in the areas of strategic project investment.
Risk Management & Compliance Committee	Provides strategic and tactical guidance in managing the Bank's overall risk profile in alignment with the risk appetite as set by the Board Risk & Compliance Committee (BRCC). The Committee reviews and challenges risk and compliance reports covering all aspects of the Bank's activity and reviews and approves risk policies or endorses them for BRCC approval, as required.

Remuneration Policy

Remuneration Strategy

The quality and long-term commitment of our employees, particularly those who are high-performing individuals, is fundamental to our success. We therefore aim to attract, retain, and motivate the very best people who are committed to maintaining a long-term career with the Bank, and who will perform their role in the long-term interest of the shareholders.

Our reward package comprises four key elements:

- Fixed pay;
- Benefits;
- Annual incentive (discretionary bonus or incentive plan);
- Long-term incentive.

These elements support the achievement of our strategic initiatives through balancing reward for both short-term and long-term sustainable performance. Our strategy is designed to reward performance and to align employee remuneration with our risk framework and risk outcomes.

Details of remuneration awarded during the financial year to senior management and Material Risk Takers can be found in our 2023 Pillar III disclosure.

a. A rounded approach to measuring performance.

We assess performance with reference to clear and relevant objectives set within a holistic balanced scorecard framework where objectives are set within four categories: Financial, People, Customer and Change Management/Strategic Initiatives. Significant importance is given to the achievement of Financial and Risk objectives. Objectives relating to customer development and the productivity of our human capital are key to sustained financial performance and the development of the Bank over the short and medium term.

b. A focus on total compensation with variable pay differentiated by performance.

Reward is delivered through a combination of fixed and variable pay. The variable pay element is differentiated by performance over the short term for most employees. The performance-related elements of pay comprise a material proportion of the total compensation package for senior management, whilst maintaining an appropriate balance between fixed and variable elements. Remuneration is structured to provide an opportunity for market top quartile total compensation for higher levels of performance.

c. Aligning individual reward with Bank's performance and shareholders' interests

For Material Risk Takers (as defined by CBUAE rules) in the performance year 2023, a significant portion of variable pay will be delivered in the form of deferred cash through the implementation of a long-term incentive plan. Considering part of their reward is deferred, and therefore subject to malus, it can be cancelled if warranted by events.

CBD incentivizes sustainable long-term performance using pre-grant performance measures that align with shareholder interests during a three-year vesting period with the ability to apply malus.

d. Competitive and cost-effective packages to attract and retain employees.

CBD provides a total compensation package (salary, bonus, and long-term incentives, where appropriate) which is competitive in relation to comparable organisations in the market we operate.

At the end of 2022, the Committee appointed Aon to provide independent advice on employee remuneration and the result of the study was presented to the Committee in April 2023.

e. Effective management of risk

Performance is assessed taking risk into account using a combination of quantitative and qualitative measures as informed by the Risk Appetite Framework.

The integration of risk management with reward commenced in 2022 when the Chief Risk Officer started to provide advice to the Committee through a review of the Bank's Risk Appetite statement, which describes the quantum of risk that we are prepared to take in executing our strategy. It shapes our integrated approach to business, risk and capital management, and supports us in achieving our financial objectives. The risk appetite framework is agreed by the Board and provides an important input to the Committee's deliberations with regards to remuneration. In addition, individual performance is also reviewed against key risk and compliance objectives to ensure that proposed individual remuneration is appropriate against those aspects.

f. Adjustments, Malus and Clawback

To reward legitimate performance, individual awards are made based on a risk-adjusted view of both financial and non-financial performance. Considering this, the Committee has the discretion to reduce an employee's current year variable pay to reflect detrimental conduct or involvement in Bank-wide or more specific risk events.

Further, REMCO can, in appropriate circumstances, reduce or cancel all or any part of any unvested awards under the applicable malus provision. Appropriate circumstances include, but are not limited to, conduct detrimental to the business; past performance being materially worse than originally understood; restatement, correction, or amendment of any financial statements; or improper or inadequate risk management.

The Committee can suspend the vesting of unvested deferred awards granted in prior years where the awards are scheduled to vest before the outcome of a review of a Bank-wide risk event is known.

Finally, REMCO may operate a Clawback, in appropriate circumstances, in respect of awards that have vested and been paid out.

Since 2022, REMCO has implemented a formal policy on malus and Clawback, with supporting procedures, which will be continuously updated.

Remuneration Amount (AED '000s)			31 December 2023	
			Senior Management	Other Material Risk-takers
1	Fixed Remuneration	Number of employees	15	13
2		Total fixed remuneration	30,908	15,816
3		Of which: cash-based	30,908	15,816
4		Of which: deferred		
5		Of which: shares or other share-linked instruments		
6		Of which: deferred		
7		Of which: other forms		
8		Of which: deferred		
9	Variable Remuneration	Number of employees	13	8
10		Total variable remuneration	20,810	4,188
11		Of which: cash-based	20,810	4,188
12		Of which: deferred		
13		Of which: shares or other share-linked instruments		
14		Of which: deferred		
15		Of which: other forms		
16		Of which: deferred	-	-
17	Total Remuneration (2+10)		51,718	20,004

Islamic Banking Governance

CBD offers Shari'ah-compliant financial solutions to our retail and corporate clients under the Islamic window branded as CBD Al Islami.

CBD Al Islami is regulated by Federal Laws, the Central Bank Higher Shari'ah Authority (HSA), and all its business, activities, products, services, contracts, documents, and code of conduct are supervised by the bank Internal Shari'ah Supervision Committee ('ISSC'). This Committee is independent, appointed by the general assembly of the bank based on the Board of Directors nomination for a term of three (3) years, and has the ultimate authority within CBD regarding all shari'ah related matters.

Shari'ah internal governance is established based on a 'three lines of defence' approach as set out in the standards and regulations issued by the central bank of the UAE. While business managed by the Head of Islamic Banking acts as the first line of defence, an independent and separate internal Shari'ah Control Department headed by the Head of Internal Shari'ah Control is the second line of defence, and it implements and oversees the Shari'ah governance at CBD.

A separate and independent internal Shari'ah Audit Department headed by the Head of Internal Shari'ah Audit, being the third line of defence, undertakes the Shari'ah review and audit of the Islamic products and services offered by CBD Al Islami.

Islamic Banking maintains a separate set of financial records to ensure that the accounts for the Islamic business are completely segregated from CBD's conventional accounts.

Members of the Internal Shari'ah Supervision Committee ('ISSC')

The ISSC meets at least four (4) times a year and comprises of the following respected Shari'ah scholars:

Sheikh Dr. Mohammed Abdul Rahim Sultan Al Olama - Chairman



Sheikh Dr. Al Olama is a member of the Grand Islamic Scholars Body in Dubai, and an acknowledged expert in Islamic finance.

Sheikh Dr. Al Olama is also the head of the Fatwa Committee of the Zakat Funds in the UAE. He currently serves on a number of Shari'ah boards representing Islamic financial institutions and Takaful companies.

He has written extensively on modern Islamic finance and has presented numerous research papers at various international conferences. Sheikh Dr. Al Olama holds a PhD in Comparative Islamic Law from Umm Al Qurra University in Mecca, Kingdom of Saudi Arabia

Sheikh Dr. Ahmad Abdul Aziz Al Haddad - Member



Sheikh Dr. Ahmad is a Shari'ah scholar from the UAE who serves as the head of Dubai's Fatwa Department, head of Central Bank Higher Shari'ah Authority and is Chief Shari'ah Advisor with over 20 years of experience in research and teaching at colleges, mosques, and Islamic forums.

Sheikh Moosa Tariq Khoory



Sheikh Moosa Tariq Khoory is currently a member of Multiple Internal Shari'ah Supervision Committees within the UAE. Mr. Khoory holds a Master's Degree in Islamic Jurisprudence and its Foundations and a Bachelor Degree in Shari'ah and Islamic Studies, specialising in Jurisprudence and its Foundations from the University of Sharjah.

The ISSC shall present its 2023 report (appended below) to the shareholders in the next annual general meeting.

In the Name of Allah, the Most Gracious, the Most Merciful

**Annual Sharia Report by Internal Sharia Supervision Committee (ISSC) of Commercial Bank of Dubai – Al
Islami**

Praise be to Allah, Lord of all worlds, and prayers and peace be upon the most noble prophet and messenger, our master Mohammed and his family and companions.

Issued on: 15/01/2024

To: The Shareholders in Commercial Bank of Dubai (“CBD”)

Peace, Allah's Mercy and Blessings be upon you. As for what follows:

CBD’s Internal Sharia Supervision Committee (“ISSC”), in accordance with the requirements stipulated in the relevant laws, regulations and standards (“Regulatory Requirements”), hereby submits its report on CBD’s Sharia-compliant business and activities for the financial year ending on 31 December of the year (2023) (the "Financial Year").

ISSC Responsibility

ISSC’s responsibility, in accordance with the regulatory requirements and its own regulations, is limited to the legal supervision of all business, activities, products, services, contracts, documents, and charters of CBD, as well as the accounting policies and standards, operations and activities in general, together with the memorandum and articles of association and the financial statements of CBD, in addition to the distribution of profits, charging of losses, expenses and disbursements between the shareholders and investment account holders (CBD’s Business”), issuing Sharia decisions with regard thereto, and establishing the necessary Sharia controls for CBD’s business and its compliance with Sharia within the framework of the rules, principles and standards set by the High Sharia Authority (the “Authority”), to ensure its compliance with Sharia.

The senior management assumes responsibility for CBD’s compliance with Sharia in accordance with the resolutions, fatwas and opinions of the Authority, and ISSC’s decisions within the framework of the rules, principles and standards set by the Authority (“Compliance with Sharia”) in all of its business and activities and ensuring so. The Board of Directors, in turn, assumes the ultimate responsibility in this regard.

Sharia Standards

ISSC relied on the Sharia standards issued by the Accounting and Auditing Organization for Islamic Financial Institutions ("AAOIFI") as the standards for the minimum Sharia requirements and abided thereby in every fatwa it issued and everything it endorsed, approved or recommended in relation to CBD's business over the financial year then ended without exception, in accordance with the Authority's Resolution No. 18/3/2018.

ISSC Actions over the Financial Year

ISSC performed Sharia supervision of CBD's business, by reviewing and supervising CBD's business through the Internal Sharia Control Division and the Internal Sharia Audit Department, in accordance with ISSC's powers and responsibilities and the supervisory requirements in this regard. ISSC's actions included the following:

- A.** Held five (5) meetings during the financial year;
- B.** Issued fatwas and decisions and gave opinions regarding CBD's business, that was presented to ISSC;
- C.** Reviewed the policies, procedural regulations, accounting standards, product structures, contracts, documents, charters and other documents submitted by CBD to ISSC for endorsement/ approval;
- D.** Ensured that the distribution of profits and the charging of expenses and disbursements between the investment account holders and the shareholders are consistent with the Sharia controls approved by ISSC;
- E.** Supervised, through the Internal Sharia Control Division and the Internal Sharia Audit Department, CBD's business, including the transactions executed and the procedure followed, on the basis of selecting samples of the executed transactions and reviewing the reports submitted in this regard;
- F.** Gave directions, to the concerned bodies within CBD, to rectify the observations that are rectifiable in the reports submitted by the Internal Sharia Control Division and the Internal Sharia Audit Department, and issued decisions to set aside the proceeds of the transactions that involved violations in their application (if necessary), to spend them for charitable causes as per ISSC's directions;
- G.** Adopted corrective/ preventive measures concerning detected errors and mistakes to prevent any recurrence.
- H.** The responsibility for paying zakat falls on the shareholders, and the Bank's management is not authorized to pay zakat on their behalf, except with regard to investment risk reserves (Mudaraba and Wakala). The shareholders will be informed of the percentage to be paid (if any) in a separate letter.
- I.** Contacted the Board of Directors, its committees, and CBD's senior management, as needed, regarding CBD's compliance with Sharia.

ISSC sought to obtain all information and explanations as it saw necessary to ensure CBD's compliance with Sharia.

ISSC's Independence

ISSC confirms that it has fulfilled its responsibilities and undertaken its role with complete independence, and that CBD, its senior management and board of directors facilitated ISSC's job as necessary; to review all documents and data, and to discuss amendments and Sharia requirements.

ISSC's Opinion on CBD's Compliance with Sharia

Based on the information and clarifications we obtained to ensure CBD's compliance with Sharia, ISSC has reached an acceptable degree of reassurance, that CBD's activities during the financial year **are in compliance with Sharia, except for the observed violations** on which reports have been submitted. ISSC has given its directions for taking the appropriate actions in this regard.

ISSC's opinion above is based, exclusively, on the information it reviewed during the financial year.

May Almighty Allah guide everyone to the right path.

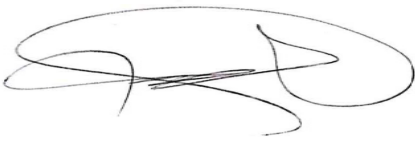
Peace, Allah's Mercy and Blessings be upon you,

Signatures of CBD's Internal Sharia Supervision Committee

The Honorable Sheikh Dr. Mohd Abdulrahim Sultan Al Olama
Chairman of Committee and Executive Member

A handwritten signature in blue ink, featuring a large, stylized initial 'M' followed by several loops and a long horizontal stroke at the end.

The Honorable Sheikh Dr. Ahmad Abdulaziz Al Haddad
Committee Member

A handwritten signature in black ink, consisting of a large, rounded initial 'A' with a horizontal stroke across the middle and a long, sweeping tail.

The Honorable Sheikh Moosa Tariq Khoory
Committee Member

A handwritten signature in blue ink, featuring a stylized initial 'M' with a long, sweeping tail that curves upwards.

External Auditors

Auditors, Duration of Mandate and Term of office of the Lead Auditor

Pursuant to article 52 of the Articles of Association, and subject to the rules and decisions issued by the Central Bank, CBD shall have one (1) or more auditor(s). The General Assembly shall appoint the auditor and determine his remuneration based upon nomination by the Board of Directors. The auditor must be registered and must be licensed to practice in the UAE. The auditor shall be appointed for a renewable term of one (1) year provided the renewed terms do not exceed six (6) consecutive years and provided further that the partner responsible for the auditing shall be changed at the end of three (3) fiscal years. The auditor shall have the duty to monitor the financial accounts for the year for which they were appointed. The auditor shall begin their duties at the end of the annual General Assembly Meeting, through until the end of the following annual General Assembly Meeting.

KPMG Lower Gulf Limited have been the external auditors since March 2018. Therefore, in March 2024 and in line with the auditor rotation, a new external auditor will be engaged by the Bank.

In its meeting in January 2024, the Board Audit Committee recommended to the Board of Directors to propose to the General Assembly Meeting of Shareholders to appoint a new external auditor.

The table below clarifies the fees paid to KPMG since 2018, as approved by the General Assembly Meeting of Shareholders:

Year	Fees in AED
2018	700,000
2019	724,500
2020	760,000
2021	782,800
2022	939,360
2023	1,023,902

Policy on Relationship with External Auditors

During its meeting held on 28 July 2021, the Board of Directors approved the Policy on Relationship with External Auditors. The Board of Directors considers the external auditor's independence as a fundamental pillar for the credibility and reliability of auditor's reports. CBD has adopted the policy on auditor independence to ensure that CBD's external auditor is independent and is perceived to be independent. The policy is interpreted in consideration with the specific requirements of the UAE Commercial Companies Law of 2021, the Decretal Federal Law No. (14) of 2018 Regarding the Central Bank & Organization of Financial Institutions and Activities, the Central Bank of UAE Regulation on Financial Reporting and External Audit, and international best practice.

In addition to being responsible for recommending to the Board (and the Board to recommend to the Annual General Meeting of Shareholders) the appointment and compensation of the external auditor, the Audit Committee is also responsible for oversight of the external auditor's work, including resolving disagreements between management and the external auditor regarding financial reporting. The external auditor will provide reports directly to the Audit Committee. The Committee must also pre-approve all audit and non-audit services carried out by the external auditors, either on an engagement-by-engagement basis, or pursuant to specific pre-approval policies adopted by the Audit Committee.

CBD requires that all services provided by the external auditor, including the non-audit services listed in this policy that may be provided by the external auditor, must be in accordance with the following principles:

- The external auditor should not have a mutual or conflicting interest with CBD;
- The external auditor should not audit its own work;
- The external auditor should not function as part of management or as an employee; and
- The external auditor should not act as an advocate of CBD.

Furthermore, any potential appointments of ex-partners or ex-employees from the external auditor to CBD as finance employees or audit employees at senior manager level or higher, must be approved in advance of the appointment being made by the Chairman of the Audit Committee, after consultation with the Chairman of the Remuneration, Nomination and Governance Committee.

Stakeholders Engagement

Investor Relations and Disclosures

CBD is committed to providing timely, orderly, consistent, accurate and balanced disclosure of all material information about the Bank and to providing fair and equal access to such information in compliance with legal and regulatory requirements.

The Bank believes that transparency and accountability are fundamental to fulfilling its vision and to strengthening the trust of its stakeholders. Likewise, the Bank commits to compliance with applicable securities laws and regulations to provide fair disclosure of material information to the public marketplace while simultaneously undertaking not to disclose any information relating to the business or affairs of its customers.

CBD has established a Disclosure Policy (which is an integral part of the Corporate Governance Manual) to govern the disclosure obligations of the Bank. The policy reaffirms and reflects the Bank's commitment to transparency and promotion of good governance.

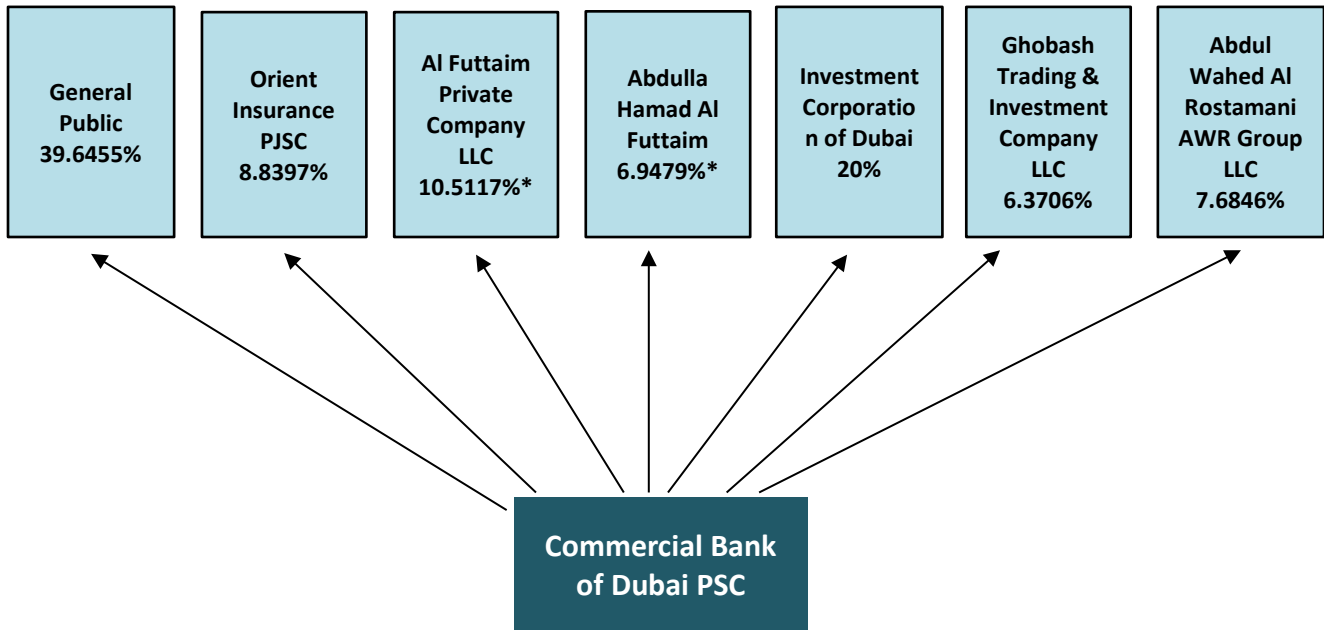
The Investor Relations Department ensures timely dissemination of financial and non-financial information through various channels. CBD regularly updates the market through quarterly results and press releases. For the year-end results, the Bank communicates to the shareholders:

- The Annual Report with comprehensive details on the financial results;
- The Corporate Governance Report detailing the overall governance framework and governance-related achievements during the year;
- The Sustainability Report detailing ongoing and future environmental, social and governance initiatives under the ESG Framework;
- The Board of Directors Report with the key highlights of financial and activities;
- The Annual Shari'ah Report with an update on the activities of the Internal Shari'ah Supervision Committee of the Bank.

Furthermore, the Bank meets investors through one-to-one meetings, roadshows, and investor conferences. This was the case for example during the issuance of the Bank's first green bond which was backed by roadshows encompassing meetings in different international financial hubs.

Shareholder Ownership Structure

Shareholding Structure as of 31 December 2023



Annual General Assembly Meetings

CBD held the following General Assembly meeting during 2023:

General Assembly Meeting	Date	Meeting Method	Main Resolutions	Attendance
Annual General Assembly	1 March 2023	Hybrid	- Amendment to the Articles of Association - Ordinary resolutions	79.99%

The meeting resolutions are disclosed to the Dubai Financial Market, while the signed minutes of the assembly are sent to the Securities and Commodities Authority.

Corporate Social Responsibility

The Board of Directors has the power to design, assess, and continuously revise the Corporate Policies, which contain the guidelines governing the conduct of the Bank and further develop the principles reflected in the Mission, Vision, and Values of the Commercial Bank of Dubai as well as the other rules of the Corporate Governance system.

The Bank's perspective on organisational culture and employee engagement includes a Corporate Social Responsibility ('CSR') policy intended to raise awareness of social responsibility and thereby contribute to the sustainable creation of value for society, citizens, customers, shareholders, and the communities in which CBD operates.

The Bank contributes to the development of communities with its business activity and its social responsibility strategy with measures designed to promote education and culture and to protect vulnerable groups, and works to establish firm and permanent bonds, taking into consideration the interests of its workforce, shareholders and the financial community, regulatory bodies, customers, suppliers, the media, society in general, and the environment (the 'Stakeholders').

The Board approved the Corporate Social Responsibility Policy. The policy is intended to establish the basic principles and the general framework of activities for the management of corporate social responsibility practices assumed by the Bank and to serve as the basis for integrating social responsibility into the Bank's strategy. The policy is further developed and supplemented by the Stakeholder Engagement Policy.

The Bank carries out its business with the objective of sustainably creating value for society, customers, shareholders, and for the communities in which it operates, providing a high-quality service through innovation and maintaining awareness of the opportunities offered by the knowledge economy.

Our core pillars for CSR are as follows:

- (i) Health;
- (ii) Education;
- (iii) Financial literacy.

The Board reviews and revises these pillars from time to time.

2023 CSR Actions

- CBD remains committed to its role in the community as a responsible corporate citizen, underpinned by our belief that businesses must operate ethically and with integrity. Our core pillars for CSR are unchanged and we continue to identify areas where the bank can contribute to society in the fields of health, education, charity, and financial literacy.
- We joined Emirates Red Crescent in its 'Bridges of Giving Campaign'. We contributed by volunteering and financially. CBD employees, along with their respective families, donated 52 boxes and the CBD Volunteers club arranged a volunteering opportunity for employees. CBD employees also joined thousands of volunteers in preparing and packing for earthquake victims in Turkey and Syria. Twenty CBD Volunteers, along with their families, joined in packing the donated items for those affected by the earthquake, over a period of two days, accumulating to over 200 volunteering hours. CBD employees also made significant financial donations, which were matched by the Bank.

- On the occasion of Zayed Humanitarian Day, which honours the legacy of the late Sheikh Zayed, CBD donated to 33 charitable, educational, research, training and rehabilitation centres for people of determination across UAE. In an effort to embrace the spirit of giving during the holy month of Ramadan, and as part of our continued partnership with Beit Al Kahir Society, the CSR team organised a volunteering programme to distribute Iftar meal boxes during Ramadan, accumulating 180 volunteering hours. The initiative provided a great opportunity for CBD volunteers to experience the spirit of Ramadan and give back to the community. CBD was also recognised and awarded by our partner Beit Al Khair Society for our continuous support. Additionally, the Dubai Club for People of Determinations invited CBD to the Ramadan festival closing ceremony and was recognised and awarded by the club.
- Under the patronage and attendance of H.H Sheikh Sultan bin Mohammed bin Sultan Al Qasimi, Crown Prince and Deputy Ruler of Sharjah, CBD was recognised and awarded by Sharjah City for Humanitarian Services ('SCHC') in an honouring ceremony, for our efforts in giving back to the community and making a positive impact.
- We are delighted to share that the CBD Volunteering Club arranged several volunteering opportunities at the Dubai Club for People of Determination. These impactful sessions included supervising workshops as well as coaching and leading sessions. Over 40 volunteers participated, accumulating for a total of 200 volunteering hours achieved in this opportunity.
- CBD was engaged in various charitable activities and sponsorships, in line with the CSR framework. The bank supported the involvement of its employees in such activities through volunteering programmes. The CBD volunteers Club arranged several volunteering opportunities including an outing with al Noor Training Center, a visit to the Elderly Center, volunteering with Dubai Center for Special Needs, and the Wheelchair Basketball World Championships.
- Over 50 CBD employees and their families joined thousands of volunteers from all over the city, in the 'Tarahum for Gaza' campaign, a UAE initiative aimed at providing relief to those affected by the conflict in Gaza. We also launched an internal campaign to raise donations among CBD's employees, resulting in 40 donated boxes and achieved 300 volunteering hours.
- CBD continued its 28-year-old partnership with Jabel Ali Racecourse sponsoring eight races in 2023 as part of CBD's support to UAE's Culture and Sports Heritage.
- The CBD Volunteering Team visited Al Jalila Children's Hospital. Motivated by our strong sense of community responsibility and involvement, eager volunteers joined together to brighten the day of the wonderful children at Al Jalila, handing out gifts that reflect our commitment to our communities.
- Remarkably, CBD Volunteers Club has achieved a total of 2,890 volunteering hours accomplished by 132 enthusiastic volunteers from different sectors of the bank. Volunteers participated in various successful events aimed at giving back to the community. Notably, the number of volunteers has doubled compared to last year. As a result, this achievement was recognised in an honouring ceremony and volunteers were appreciated by the CEO. Additionally, Dr. Bernd recognised our top three highest contributors.

ESG

President His Highness Sheikh Mohamed bin Zayed Al Nahyan declared 2023 as the 'Year of Sustainability, and his Highness Sheikh Mohammed bin Rashid Al Maktoum, Vice President and Prime Minister of the UAE and Ruler of Dubai, emphasised that COP28 was the most important event hosted by the nation in 2023. As a bank we affirmed our support of these declarations by making significant strides to contribute and advance our own sustainability efforts:

- We introduced our Sustainable Finance Framework, a vital tool enabling us to fund green and social initiatives in the UAE;
- We were the first Dubai-based bank to launch a conventional green bond, initiating \$500 million for projects championing green finance across our community;
- We committed to achieving carbon-neutral operations by 2030 by slashing greenhouse gas emissions from our own operations;
- We hosted our first Sustainability Hackathon with sustainability pioneers from CBD, Deloitte, and Middlesex University Dubai;
- We proudly sponsored the Dubai Future Sustainability Forum, taking a leading role in discussions and initiatives shaping a sustainable tomorrow;
- We signed the UAE Climate Responsible Sustainable Companies Pledge with the Ministry of Climate Change & Environment, aligning our goals with a decarbonised UAE by 2050;
- We signed up to the United for Wildlife's Mansion House Declaration to help in the fight against illegal trade in wildlife.
- We introduced EV chargers for customers in our key branches, offering a sustainable infrastructure that aligns with our commitment to an eco-friendly future;
- We actively participated at COP28 (the largest climate conference ever held) with several key events and engagements attended by CBD employees and management.

More details can be found in the 2023 Sustainability Report.