

## 6. Assessment of the Board of Directors

### Annual assessment of the performance of the Board of Directors, its members and committees

The Nomination and Rewards Committee has successfully completed the annual performance assessment of the Board, its members and its Committees for the year 2024. The comprehensive review process was designed to evaluate the effectiveness of governance practices, adherence to strategic objectives, and the overall contribution of the Board and its members. The assessment

identified several areas of strength, while also highlighting opportunities for further enhancement to ensure continued excellence in governance and oversight. These insights will inform targeted initiatives to strengthen the Board and its Committees' performance, foster greater engagement, and align with the Group's long-term strategic goals.

### Assessment of the BoD by an independent professional entity

The assessment of the Board of Directors has been performed during 2024 by an independent external party with the following key observations:

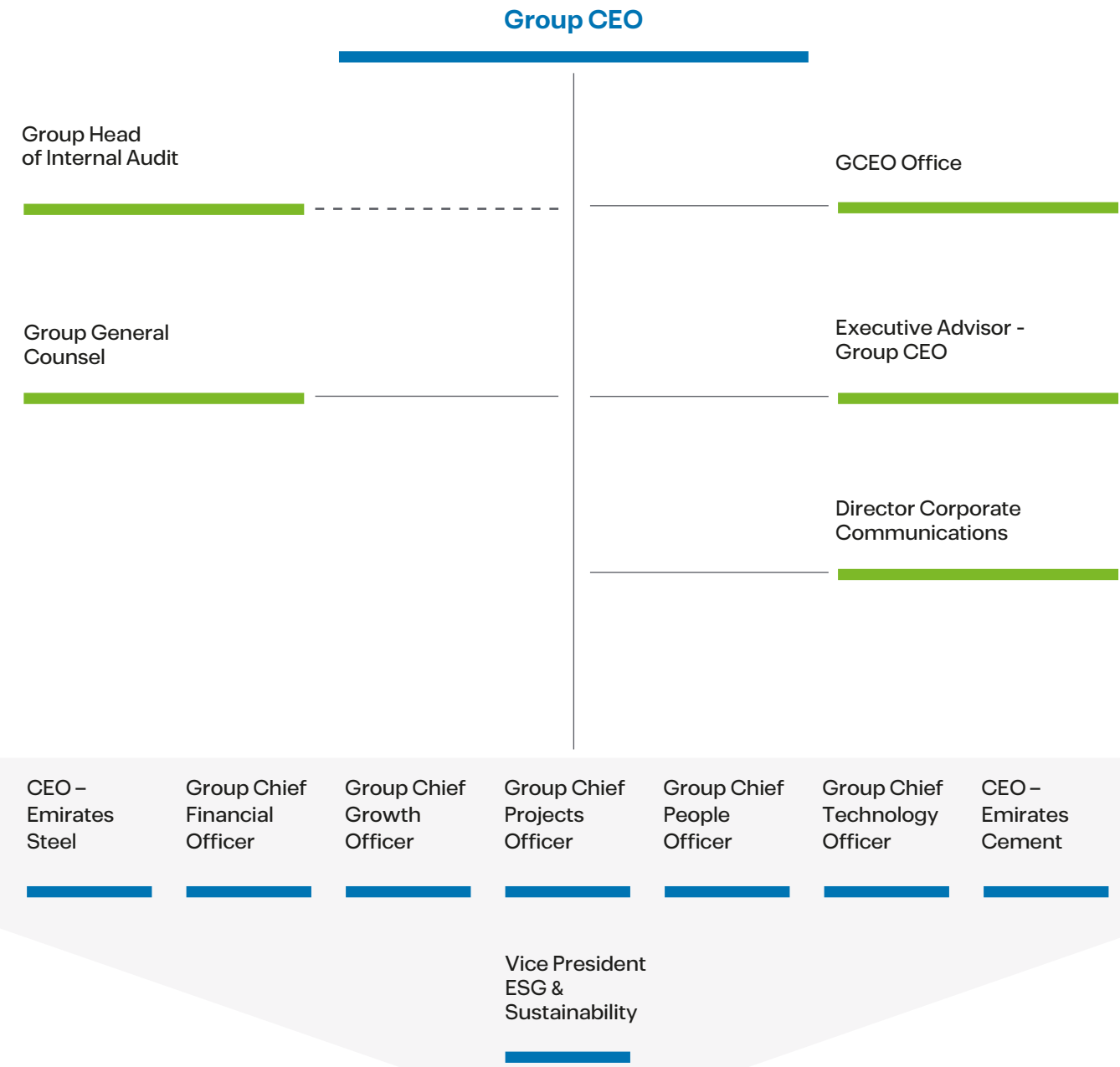
- EMSTEEL's Board perceives itself as functioning adequately and harmoniously.
- BoD Members believe that there has been a significant effort made to uplift the efficiency of operations of each of the Board Committees.
- ESG Committee was inaugurated to develop a competitive advantage.

- Further improvement in the quality and cadence of reporting of Board Committees is needed.

## 7. Organizational Structure and Executive Management

### Organisation Chart

The Internal Audit function reports directly to the Audit and Risk Committee and administratively to the Group CEO. Ethics and Compliance and Risk Management functions have a functional reporting line to the Audit and Risk Committee.



Senior Executive Management  
and Remuneration

| # | Name                                  | Designation   | Nationality    | Joining Date | Total Salaries<br>and Allowances<br>Paid for 2024<br>(AED) | Total Bonuses<br>Paid in 2024 (AED) |
|---|---------------------------------------|---|----------------|--------------|--|-------------------------------------|
| 1 | Saeed Ghumran Saeed Salem Al Remeithi | Group Chief Executive Officer                                 | UAE National   | 7 Jan 2001   | 3,314,800  | 2,362,500                           |
| 2 | Saeed Khalfan Ali Al Ghafri           | Chief Executive Officer – Emirates Steel                      | UAE National   | 6 Jun 2006   | 2,361,600  | 730,575                             |
| 3 | Hassan Salim Rawhi Sha'sha'a          | Group Chief Projects Officer                                  | Jordan         | 1 Aug 2007   | 1,896,000  | 675,000                             |
| 4 | Jasem Mohamed Rashed Al Khateri       | Group Chief People Officer                                    | UAE National   | 2 Apr 2017   | 1,723,200  | 607,500                             |
| 5 | Vladimir Arshinov                     | Group Chief Technology Officer                                | Slovenia       | 18 Apr 2023  | 1,550,304  | 377,405                             |
| 6 | Hugo Losada                           | Chief Executive Officer – Building Materials                  | Venezuela      | 2 Oct 2023   | 1,771,200  | -                                   |
| 7 | Mark Tonkens                          | Group Chief Financial Officer<br><br>(from 2 September 2024)  | Netherlands    | 2 Sep 2024   | 694,167  | -                                   |
| 8 | Stephen Pope                          | Group Chief Financial Officer<br><br>(until 2 September 2024) | United Kingdom | 5 Mar 2007   | 2,188,000  | 742,500                             |
| 9 | Lalit Kumar                           | Group Chief Growth Officer<br><br>(from 3 October 2024)       | Luxembourg     | 3 Oct 2024   | 416,944  | -                                   |

All values are actual cash paid in the year 2024 excluding gratuity, employer contribution to pension, and medical and life insurance for continuing senior executives. There are no any other cash/in-kind bonus paid in 2024.

8. External Auditor

About the External Auditor

Ernst & Young (EY) MENA has been operating in the region since 1923. The headquarters of EY are in London, United Kingdom. It employs more than 395,000 professionals in over 700 offices in more than 150 countries. They provide global services in four main areas: Assurance, Consulting, Tax and Strategy & Transactions. The Group appointed EY

as its external auditor on 23 April 2024 i.e., since the second quarter of 2024. During 2024, the external auditor did not provide any services other than reviewing the quarterly financial statements of the Group, auditing the Group consolidated financial statements for year end and providing assurance report on internal controls over financial reporting.

Fees of the audit or the services provided  
by the external auditor

|  |   |
|--|---|
| Name of the firm   | Ernst & Young (EY) MENA   |
| Number of years lapsed as Group's external auditor   | 1 year  |
| Number of years lapsed for auditing of the Group accounts by the same audit partner                                  | -1 Year   |
| Total audit fees including quarterly review fees for 2024  | AED 983,398   |
| Fees and costs of other special services other than auditing financial statements for 2024                           | AED 231,000   |
| Details and nature of other rendered services  | A report on the effectiveness of the Internal Control Systems for the preparation of financial statements in accordance with the requirements of the Abu Dhabi Accountability Authority, at a cost of AED 231,000 |
| Statement of other services provided by another external auditor other than the Group's external auditor during 2024 | None  |

Qualifications that the Group's auditor included  
in the interim and annual financial statements

- Q1, 2024: There are no qualifications included in the auditor's review report on the Group's interim consolidated financial statements for the first quarter of 2024, reviewed by Deloitte & Touche (M.E.).
  - Q2, 2024: There are no qualifications included in the auditor's review report on the Group's interim consolidated financial statements for the second quarter of 2024.
- Q3, 2024: There are no qualifications included in the auditor's review report on the Group's interim consolidated financial statements for the third quarter of 2024.
  - 2024 Annual Report: The auditor's report for 2024 has been issued with a clean opinion.