

Managing and limiting conflicts of interest

The Board of Directors approved a conflict-of-interest policy entailing clear examples of conflict-of-interest cases in addition to methods of handling and managing such cases, without prejudice to the cases stipulated in the Companies Law and/or other regulatory instructions.

Moreover, the conflict-of-interest policy mandates Board members to disclose any personal interests in contracts/agreements with the Company to the Board of Directors, whereby such disclosure is documented in the Board meeting minutes. Accordingly, such Board members are prohibited from voting on any resolution related to the matter.

Further, the Chairman of the Board of Directors discloses and reports to the General Assembly at the time of the meeting, on those activities and contracts that Board Members have a personal interest. Further, this report includes another report prepared by the Company's external auditor.

RULE VII: ENSURE TIMELY AND HIGH-QUALITY DISCLOSURE AND TRANSPARENCY

Disclosure of material information

The Company is committed to providing an environment based on the principles of disclosure and transparency, as a disclosure and transparency manual has been developed and in turn, approved by the Board of Directors. The manual incorporates the criteria for disclosing material information (as per the executive bylaws of the Capital Markets Authority law, specifically, Module 10 – Disclosure and Transparency), elements of the disclosure and the mandated information to be disclosed. The manual also specifies the necessary steps for disclosures, the entities to which the disclosure is made to, and the method of presentation including its publication on the Company's website.

Board of Directors and Executive Management disclosure register

The Company maintains a dedicated register for the Board of Directors and Executive Management's disclosures, safekept with the Compliance function, whereby Compliance is notified prior to any trades by the Board of Directors and/or Executive Management or by their minor children on the shares of the Company, the Parent Company, or subsidiary companies they are considered as insiders in.

Investor Affairs Unit

An independent investor affairs unit was established with the primary responsibility of facilitating and providing the necessary data, information, and reports to current and potential investors. Further, all required information for investors is accessible through the company's website.

Developing an IT infrastructure related to disclosures

Information technology is an essential part of the company's business, and the company relies on the use of information technology to communicate and interact with shareholders, customers and other stakeholders.

There are dedicated sections on the company's website for corporate governance and investor relations, through which all the latest information and data are displayed that help shareholders, current and potential investors exercise their rights and evaluate the company's performance. There is also a special section for the company's disclosures sent to Bursa Kuwait, and another section for the financial statements and periodic business results of the company, so that the financial statements are uploaded immediately after the disclosure of the business results for the period or fiscal year. Moreover, the company utilizes automated systems in monitoring customers' portfolios and the units' holders of the investment funds managed by the Company whereby periodic reports are easily extracted.

RULE VIII: RESPECT THE RIGHTS OF SHAREHOLDERS

Define and protect the general rights of shareholders ensuring fairness and equality between all shareholders

The Company's articles of association and internal regulations include the procedures and conditions necessary to ensure all shareholders exercise their rights fairly and equally without prejudice to applicable laws, regulations, resolutions, and instructions issued in this regard.

Shareholders' rights encompass various aspects such as but not limited to: listing the ownership value of their investment in the Company records, disposal of shares, including registration and transfer of ownership, receipt of dividends proportionate to share allocation, and entitlement to a share in the company's assets in the event of liquidation, the right of receiving information and data regarding the company's activities, operational and investment strategy regularly, in addition to encouraging shareholder participation in the general assembly meetings, voting on all its resolutions. The company is committed to treating all shareholders fairly and equitably, without discrimination.

Shareholders register and records

A shareholders' register is maintained by the Company with " Kuwait Clearing Company," an authorized clearing agency licensed by the Capital Markets Authority, whereby they provide the company with a copy of the shareholders' registry on a daily/weekly basis, containing information related to the shareholder's name, identification number, and the number of shares owned by them as of the report date. Additionally, the shareholder's personal data (name, address, contact information) is also available from the clearing agency. Further, the Company has signed an agreement with Kuwait Central Securities Depository Company maintaining the shareholders' register effective from 1 January 2026.

Encouraging shareholders to contribute and vote in general assembly meetings

The right of shareholders to participate in the general meetings of the company and to vote on its resolutions is an inherent and guaranteed right for all shareholders. The Company invites its shareholders to the general assembly (as applicable) based on the Board of Directors' invitation or whenever deemed necessary.

The invitation to shareholders to attend the General Assembly meeting include the agenda, time and place of the meeting, and methods of participation in the meeting (electronically or in person) by disclosing it on Bursa Kuwait website and the company's website placing advertisements in two daily newspapers fifteen days before the date of the meeting. The shareholder has the right to delegate another to attend the General Assembly meeting by virtue of a special power of attorney.

The company enables shareholders (prior to the convening of the general assembly), to access all information and data related to the agenda items, especially the Board of Directors' Report and the external auditor's report, as well as financial statements, accessed either from the company's official website or by visiting the company's premises.

RULE IX: RECOGNIZE THE ROLES OF STAKEHOLDERS

Protection of stakeholders' rights

The Company possesses policies that include guidelines and procedures ensuring the protection and acknowledgment of stakeholder rights. Stakeholders are eligible for compensation in the event of any infringement of their rights, in accordance with the provisions set forth in the laws issued by regulatory authorities in this regard.

Encouraging stakeholders to monitor Company activities

The Board of Directors acknowledges that the success of the company is the result of the collective efforts of various parties, including shareholders, lenders, and employees.

Further, the Company believes that stakeholders play an active and influential role in the success of its operations as the company emphasizes the importance of respecting the rights of stakeholders in accordance with relevant laws, regulations, and systems. The company encourages stakeholders to monitor the Company's various activities.

A mechanism has been established to ensure maximum benefit from the contributions of stakeholders and to encourage their participation in monitoring the company's activities, aligning with their interests. The company provides stakeholders with the opportunity to access information and data related to their activities.

Moreover, appropriate processes have been established to facilitate stakeholders in reporting any unethical practices they may experience to the Board of Directors, ensuring adequate protection for whistleblowers.

RULE X: ENCOURAGE AND ENHANCE PERFORMANCE

Mechanisms for Board Members and Executive Management to receive regular trainings

The Company has set orientation programs for all Board members, employees, and those newly appointed ensuring the full comprehension of the Company's activities and operations. These programs include the Company's strategy, objectives, and the financial and operational aspects of all Company activities and operations, in addition to their legal and regulatory obligations, duties and responsibilities assigned to them in addition to their rights and authorities.

Evaluation of the Board of Directors as a whole, individually and Executive Management's performance

The Company has a mechanism for evaluating the performance of each member of the Board of Directors and the Executive Management on an annual basis. A set of Key Performance Indicators (KPIs) has been developed, linked to the extent of achieving the company's strategic objectives, the quality of risk management, and the adequacy and efficiency of internal control systems.

Value creation, achievement of strategic objectives and enhancing performance

The Board of Directors is committed to fostering corporate values within the company over the short, medium, and long term, as the Board adopted a Code of Conduct that mandates the commitment to the utmost professional standards and corporate values. Moreover, it has sought to correlate the level of commitment to corporate values with the performance evaluations of the company's employees to ensure the achievement of the company's strategic objectives.

One of the prominent efforts undertaken by the company promoting corporate values is providing the opportunity to all employee levels to present their ideas and initiatives to executive management. Regular sessions and meetings are conducted between executive management and employees of all levels to review and discuss any recommendations for the enhancement or improvement of work procedures that are in the best interest of both the employees and the company.

RULE XI: FOCUS ON THE IMPORTANCE OF CORPORATE SOCIAL RESPONSIBILITY

Ensuring balance between Company and society goals

Noor is always keen to leave its mark in supporting and developing the community to confirm its positive role in serving it. It has established a policy that ensures achieving a balance between the company's goals and the community's goals, approved by the Board of Directors.

Programs and mechanisms that help highlight the company's efforts in the field of social work

Several initiatives have been implemented in line with the company's belief in its social responsibility as detailed below:

Noor Financial Investment Company places its Corporate Social Responsibility (CSR) program among its strategic priorities, driven by its firm belief in the importance of meaningful community partnership and its recognition of the pivotal role the private sector plays in contributing positively to societal development and individual empowerment.

In alignment with the Company's commitment to the principles of sustainable development in the State of Kuwait, and its dedication to fulfilling an active humanitarian and social role, Noor Financial Investment Company is pleased to present this report outlining its key CSR initiatives and contributions during 2025. These efforts reflect the Company's institutional values and its vision to create a sustainable and lasting impact on the community.

1. Healthcare Support and Humanitarian Initiatives

As part of Noor Financial Investment Company's ongoing commitment to Corporate Social Responsibility, the Company continued its support for the Kuwait Association for the Care of Children in Hospital (KACCH) and Bayt Abdullah Children's Hospice (BACCH).

This support included sponsoring a special event held at Bayt Abdullah Children's Hospice, aimed at fostering a supportive environment that enhances the psychological and social well-being of young patients and their families. The initiative was implemented in collaboration with students from the Faculty of Pharmacy at Kuwait University, reflecting the importance of synergy between the private sector and academic institutions in advancing humanitarian initiatives.



2. Promoting Health Awareness and Skills Development

In recognition of the importance of employee safety and enhancing emergency preparedness, the Company organized a specialized training workshop on First Aid and Cardiopulmonary Resuscitation (CPR) for Noor employees, in collaboration with the Dasman Diabetes Institute.

The workshop aimed to equip participants with the essential knowledge and practical skills required to respond effectively to emergency situations, while fostering a culture of safety and responsibility within the workplace. This initiative reflects the Company's commitment to promoting the well-being of its employees and contributing positively to the wider community.

3. Empowering Emerging National Talent

Driven by its belief that young talents and competencies constitute a fundamental pillar of development and innovation, the Company collaborated with the young Kuwaiti photographer, Hamoud Ahmad Bouhamdi. His work was featured in the Company's annual calendar and annual report.

This collaboration reflects the Company's commitment to supporting emerging national talent and providing institutional platforms that showcase their creativity. Through such initiatives, the Company seeks to empower local talents and strengthen the presence of national competencies within Kuwait's cultural and artistic landscape.

4. Promoting Tourism and Strengthening National Identity

As part of its contribution to supporting domestic tourism and fostering collaboration between the private sector and government-led initiatives, Noor Financial Investment Company supported the Visit Kuwait platform through its annual corporate calendar. The calendar highlighted key tourist landmarks, as well as cultural and recreational activities across the State of Kuwait, with the aim of promoting tourism awareness, reinforcing national identity, and supporting national efforts to revitalize the tourism sector and enhance its image both locally and internationally.

In conclusion, Noor Financial Investment Company affirms that its achievements in the field of Corporate Social Responsibility during 2025 represent a continuation of its enduring humanitarian commitment and its responsibility toward the community. With the support of its Board of Directors and the dedication of its employees, the Company will continue to advance and expand its community initiatives in alignment with its vision and aspirations to support sustainable development and serve our beloved nation.

Declaration of Independent Board Members

إقرار العضو المستقل

إلتزاماً بالمادة (2-3) من الكتاب الخامس عشر (حوكمة الشركات) من اللائحة التنفيذية لقانون رقم (7) لسنة 2010 بشأن إنشاء هيئة أسواق المال وتنظيم نشاط الأوراق المالية وتعديليهما، أقر أنا الموقع أدناه بصفتي عضو مجلس إدارة (مستقل) في مجلس إدارة شركة نور للاستثمار المالي بما يلي:

1. لا أملك ما نسبته 5% أو أكثر من أسهم الشركة، كما أني لا أمثل مساهمين يملكون 5% أو أكثر من أسهم الشركة.
 2. ليس لدي صلة قرابة من الدرجة الأولى مع أي من أعضاء مجلس إدارة الشركة أو الإدارة التنفيذية في الشركة أو في أي شركة من مجموعتها، أو الأطراف الرئيسية ذات العلاقة.
 3. لست عضواً في مجلس إدارة أي شركة من مجموعتها.
 4. لست موظفاً بالشركة أو بأي شركة من مجموعتها أو لدى أي من أصحاب المصالح.
 5. لست موظفاً لدى الأشخاص الاعتباريين الذين يملكون حصص سيطرة في الشركة.
 6. تتوافر لدي المؤهلات والخبرات والمهارات الفنية التي تتناسب مع أنشطة الشركة.
- كما اتعهد بإخطار مجلس الإدارة فور فقدي أيأ من شروط الاستقلالية المذكورة أعلاه.

التاريخ: 28 يناير 2026

راشد أحمد راشد البارون
عضو مجلس إدارة - مستقل