

Corporate Governance



Governance Report:

Bank of Jordan believes that sound corporate governance practices are the foundation for achieving fairness and transparency in dealings with all relevant parties and stakeholders. In line with its strategic vision, the Bank ensures the proper implementation of corporate governance practices. It adheres to regulations governing banking operations, the directives of the Central Bank of Jordan, and international best practices, including the Basel Committee’s recommendations on corporate governance for banks in Jordan. Additionally, it complies with the requirements and directives of regulatory authorities in the other countries where it operates.

The Board of Directors is committed to implementing the Corporate Governance Guide in alignment with the Jordanian banking environment and the legislative and legal frameworks governing the Bank’s operations. The Bank publishes the governance report on its official website, bankofjordan.com, allowing the public to access it.

First Pillar: Board of Directors

Chairman of the Board

The Board of Directors elects a chairman from among its members, ensuring the separation of the roles of Chairman of the Board and CEO. Additionally, the Chairman of the Board must not be related to the CEO up to the third degree of kinship.

Board of Directors

Although the responsibility for daily business operations rests with the executive management, the Board of Directors is responsible for setting strategic policies to achieve the objectives and goals that serve the interests of the Bank, shareholders, and clients, in compliance with relevant laws and regulations.

Bank of Jordan’s Board of Directors consists of 11 members, who are elected by the General Assembly for a four-year term. The board members possess the expertise and qualifications that enable each of them to express their opinions in board discussions with complete independence. The suitability of board members has been assessed in accordance with the Corporate Governance Policy requirements under review. The Chairman of the Board is elected by the board members. The number of independent board members is four, representing 36% of the Board of Directors.

In this context, the Board of Directors held nine meetings during 2024. Each session has a predefined agenda, and the discussions and decisions of the board are documented in official minutes, prepared by the Board Secretary.

Names of the Board of Directors Members:

Name	Position	Membership Type	Number of Meetings Attached	Outstanding Loans Granted to the Member (JOD)
Mr. Shaker Tawfiq Shaker Fakhouri	Chairman of the Board / Dedicated	Non-Executive / Non-Independent	9	1,086,849
Mr. Walid Tawfiq Shaker Fakhouri	Vice Chairman of the Board	Non-Executive / Non-Independent	9	-
Dr. Yanal Mawloud Abdulqader Zakaria	Board Member Representative of Al-Eqbal for General Investment	Non-Executive / Non-Independent	8	596
Mr. “Shadi Ramzi’ Abd Al-Salam Attallah Al-Majali	Board Member Representative of Al-Tawfiq Investment House	Non-Executive / Non-Independent	8	71,438
Mr. Haitham Mohammed Samih Abdulrahman Barakat	Board Member Representative of Al Lu’lu’a for General Investments / Cayman Islands (as of 28/03/2024)	Non-Executive / Non-Independent	9	619
Mr. Husam Rashed Rashad Manna’	Board Member Representative of Al Yamama for General Investments / Cayman Islands	Non-Executive / Non-Independent	9	25,185
Mr. Walid Mohammad Jameel Al-Jamal	Board Member Representative of Al Pharaenah International for Industrial Investments	Non-Executive / Non-Independent	9	-
Mr. Walid Rafiq Ragheb Anabtawi	Board Member	Non-Executive / Non-Independent	9	-
Mr. “Mohammed Sa-ed’ Ishaq Hanafi Jarallah	Board Member	Non-Executive / Non-Independent	9	-
Mr. Youssef Jan Joseph Shamoun	Board Member	Non-Executive / Non-Independent	8	803
Mr. Emad Adeen’ Jihad Joudat Al-Massri	Board Member	Non-Executive / Non-Independent	9	-
Mr. Nader Mohammed Sarhan	AGM Chief Risk Officer Board Secretary	-	9	Not Applicable

Board Memberships Held by the Board Member in Public Shareholding Companies:

Name	Board Memberships in Public Shareholding Companies
Mr. Shaker Tawfiq Shaker Fakhouri	Board Member of Middle East Insurance Company
Mr. Walid Tawfiq Shaker Fakhouri	None
Dr. Yanal Mawloud Abdulqader Zakaria	None
Mr. “Shadi Ramzi” Abd Al-Salam Attallah Al-Majali	Chairman of the Board of Jordan Investment Trust
Mr. Haitham Mohammed Samih Abdulrahman Barakat	None
Mr. Husam Rashed Rashad Manna’	None
Mr. Walid Mohammad Jameel Al-Jamal	Vice Chairman of the Board of Jordan Decapolis Properties Company
Mr. Walid Rafiq Ragheb Anabtawi	None
Mr. “Mohammed Sa-ed’ Ishaq Hanafi Jarallah	None
Mr. Youssef Jan Joseph Shamoun	None
Mr. Emad Adeen’ Jihad Joudat Al-Massri	None

Name of the Bank’s Corporate Governance Liaison Officer

The Corporate Governance Liaison Officer at the Bank is Ms. Lana Fayez Al-Breish, Executive Manager of Compliance.

Board Committees

Bank of Jordan’s Board of Directors has established seven committees under the Corporate Governance Manual to facilitate the fulfillment of its responsibilities. These committees are the Audit Committee, Corporate Governance Committee, Nomination and Remuneration Committee, Risk Management Committee, Executive Committee, Compliance Committee, and IT Governance Committee.

Audit Committee

The Audit Committee was elected from among three board members, with the majority, including the committee chairman, being independent members. All committee members hold academic qualifications and possess relevant practical experience in accounting, finance, or other related fields relevant to the Bank’s operations.

Names of the Audit Committee Members, Their Qualifications, and Their Financial and Accounting Experience:

Audit Committee Consists of the Following Members:	Number of Meetings Attended	Qualifications	Experience
Mr. Emad Adeen” Jihad Joudat Al-Massri Head of Committee (Independent)	7	- Master’s in Accounting and Finance, 2007, from the Hashemite University, Jordan. - Bachelor’s in Accounting, 1998, from An-Najah National University, Palestine. - Bachelor’s in Accounting, 1968, from Alexandria University, Egypt.	<ul style="list-style-type: none">• CEO of Zahran Operation & Maintenance Company, Riyadh, Saudi Arabia, from September 2018 to present.• Financial Manager of Zahran Holding Company, Riyadh, Saudi Arabia, from 2016 to 2018.• Financial Controller of Zahran Holding Company, Riyadh, Saudi Arabia, from 2012 to 2016.• Treasury Department Manager of Zahran Holding Company, Riyadh, Saudi Arabia, from 2011 to 2012.• Financial Manager of Zahran Operation & Maintenance Company, Riyadh, Saudi Arabia, from 2009 to 2011.• Treasury Unit Officer of Zahran Holding Company, Riyadh, Saudi Arabia, from 2008 to 2009.• Financial Controller at Arab Bank, Amman, Jordan, from 2005 to 2008.• Public Relations Officer at Arab Bank, Amman, Jordan, from 1998 to 2005.
Mr. Walid Rafiq Ragheb Anabtawi Member (Independent)	7	- Bachelor’s in Accounting, 1968, from Alexandria University, Egypt.	<ul style="list-style-type: none">• Assistant CEO at Bank of Jordan – Investment and Branch Management, Hashemite Kingdom of Jordan, from April 2004 to October 2005.• Assistant CEO at Bank of Jordan – Organization, Operations, and Automation Management, Hashemite Kingdom of Jordan, from October 2001 to June 2003.• Executive Director at Bank of Jordan – Organization, Operations, and Automation Management, Hashemite Kingdom of Jordan, from January 1992 to October 2001.• Director of Internal Audit Department at Bank of Jordan, Hashemite Kingdom of Jordan, from March 1990 to January 1992.• Assistant Department Head – Banking Supervision Department at the Central Bank of Jordan, Hashemite Kingdom of Jordan, from July 1986 to March 1990.• Senior Assistant Manager – Internal Audit Department at Arab National Bank, Kingdom of Saudi Arabia, from February 1983 to June 1986.• Controller – Banking Supervision Department at the Central Bank of Jordan, Hashemite Kingdom of Jordan, from July 1976 to February 1983.• Assistant Section Head at Arab Bank / Amman Branch, Hashemite Kingdom of Jordan, from May 1969 to July 1976.• Accountant – Accounting Department at Royal Jordanian, Hashemite Kingdom of Jordan, from October 1968 to May 1969.• Participated in and organized over fifty training courses and workshops both inside and outside Jordan.
Mr. Youssef Jan Joseph Shamoun Member (Independent)	7	- Master’s in Business Administration (Finance and Corporate), 2006, from Georgetown University, Washington, USA. - Bachelor’s in Mechanical Engineering, 2002, from McGill University, Montreal, Canada.	<ul style="list-style-type: none">• Co-founder and CEO of ZenHR since January 2017 to present.• Co-founder and Board Member of Jawaker since October 2008 to present.• Co-founder and CEO of Akhtaboot since June 2007 to present.• Certified in SaaStr Annual / San Francisco, USA.• Certified in Elevating Finance, Operations/ Philadelphia, USA.• Certified in EO – Growth Forum / London, UK.• Certified in Georgetown Leadership Seminar (GLS) / Washington, USA.• Certified in Endeavor Leadership Program / California, USA.• Certified in Bank Rotation/ Bank of Jordan.
Mr. Nader Mohammed Khalil Sarhan AGM Chief Risk Officer / Board Secretary (Attended all meetings as Board Secretary)	7	-	-

- The Committee held 7 meetings in 2024.
- In general, the responsibility of the Audit Committee does not replace the responsibilities of the Board or Executive Management regarding oversight of the adequacy of the Bank’s control and internal audit systems.
- The Audit Committee also met with the external auditor 4 times during 2024.

- Corporate Governance Committee

The Corporate Governance and Institutional Strategies Committee was elected from the Chairman of the Board and two independent members. This committee is responsible for guiding and overseeing the preparation, updating, and monitoring of the implementation of the Corporate Governance Manual.

Corporate Governance Committee Consists of the Following Members:	Position	Number of Meetings Attended
Mr. Shaker Tawfiq Shaker Fakhouri	Head of Committee / Non-Independent	3
Mr. Walid Tawfiq Shaker Fakhouri	Member / Independent	3
Mr. Youssef Jan Joseph Shamoun	Member / Independent	3
Mr. Nader Mohammed Khalil Sarhan	Board Secretary / Committee Rapporteur	3

- The Committee held 3 meetings in 2024.

- Risk Management Committee

This committee consists of at least three members, with the majority, including the committee chairman, being independent members. Its purpose is to manage and address all types of risks that the Bank encounters.

Risk Management Committee Consists of the Following Members:	Position	Number of Meetings Attended
Mr. Walid Tawfiq Shaker Fakhouri	Head of Committee / Independent	8
Mr. Shaker Tawfiq Shaker Fakhouri	Member / Independent	8
Mr. “Mohammed Sa-ed” Ishaq Hanafi Jarallah	Member / Independent	8
Mr. Nader Mohammed Khalil Sarhan AGM Chief Risk Officer	Board Secretary	8

- The Committee held 8 meetings in 2024.

- Executive Committee

The Executive Committee was elected from six members of the Board of Directors, with senior executive management members also participating in its meetings.

Executive Committee Consists of the Following Members:	Position	Number of Meetings Attended
Mr. Shaker Tawfiq Shaker Fakhouri	Head of Committee / (Non-Independent)	42
Dr. Yanal Mouloud Abdulqader Zakaria	Member (Non-Independent)	47
Mr. Haitham Mohammed Sameeh Abdulrahman Barakat	Member (Non-Independent)	42
Mr. Husam Rashed Rashad Manna’	Member (Non-Independent)	48
Mr. “Shadi Ramzi” Abd Al-Salam Attallah Al-Majali	Member (Non-Independent)	48
Mr. “Mohammed Sa-ed” Ishaq Hanafi Jarallah	Member (Independent)	48

- The Committee held 48 meetings in 2024.

- Nomination and Remuneration Committee

The Nomination and Remuneration Committee was elected from three members of the Board of Directors.

Nomination and Remuneration Committee Consists of the Following Members:	Position	Number of Meetings Attended
Mr. Youssef Jan Joseph Shamoun	Head of Committee / (Independent)	7
Mr. Shaker Tawfiq Shaker Fakhouri	Member (Non-Independent)	7
Mr. Walid Rafiq Ragheb Anabtawi	Member (Independent)	7
Mr. Nader Mohammed Khalil Sarhan AGM Chief Risk Officer	Board Secretary / Committee Rapporteur	7

- The Committee held 7 meetings in 2024.

- IT Governance Committee

The IT Governance Committee was elected from four members of the Board of Directors and includes members with expertise or knowledge in information technology.

IT Governance Committee Consists of the Following Members:	Position	Number of Meetings Attended
Mr. “Shadi Ramzi” Abd Al-Salam Attallah Al-Majali	Head of Committee / (Non-Independent)	4
Mr. Shaker Tawfiq Shaker Fakhouri	Member (Non-Independent)	4
Mr. Walid Rafiq Ragheb Anabtawi	Member (Independent)	4
Mr. Youssef Jan Joseph Shamoun	Member (Independent)	4
Mr. Nader Mohammed Khalil Sarhan AGM Chief Risk Officer	Board Secretary / Committee Rapporteur	4

- The Committee held 4 meetings in 2024.

- Compliance Committee

The Compliance Committee was formed from three members of the Board of Directors and meets periodically as deemed appropriate.

Compliance Committee Consists of the Following Members:	Position	Number of Meetings Attended
Mr. “Mohammed Sa-ed” Ishaq Hanafi Jarallah	Head of Committee / (Independent)	4
Mr. Shaker Tawfiq Shaker Fakhouri	Member (Non-Independent)	4
Mr. Walid Rafiq Ragheb Anabtawi	Member (Independent)	4
Mr. Nader Mohammed Khalil Sarhan AGM Chief Risk Officer	Board Secretary / Committee Rapporteur	4

- The Committee held 4 meetings in 2024.

Board Secretariat

The importance of meeting minutes for the Bank, shareholders, and regulatory authorities lies in their role as the permanent record of the actions taken by the Board and the decisions made by it and its committees throughout the Bank’s history. Accordingly, and given the significance of the role of the Board Secretary, Mr. Nader Mohammed Khalil Sarhan, AGM Chief Risk Officer, has been appointed as the Board Secretary. The duties and responsibilities of the Board Secretariat have been outlined in the Bank’s Corporate Governance Manual.

Senior Executive Management

The members of the senior executive management, including the CEO, meet the suitability requirements for senior executive management positions in accordance with the Bank’s Corporate Governance Manual. Below are the names of the senior executive management, along with their positions:

No.	Name	Position
1	Mr. Saleh Rajab Aliyan Hammad	Chief Executive Officer
2	Mr. Mutasem Maher Mahmoud Al-Dweik	AGM/Corporate & Institutional Banking (CIB)
3	Mr. Osama Samih Amin Sukkari	Legal Advisor
4	Mr. Nader Mohammed Khalil Sarhan	AGM Chief Risk Officer
5	Mr. Khaled Sobhi Khamees Awad	Executive Manager/IT Management
6	Mr. Salam Salameh Yousef Gamoah	CEO, Bahrain Branch
7	Ms. Lana Fayez Yahya Al-Barrishi	Executive Manager/Compliance Department
8	Mr. Yousef Mousa Yousef Abu Humaid	Executive Manager/Chief Operating Officer
9	Mr. Saif Khader Muhammad Issa	CEO/Bank of Jordan – Palestine
10	Eng. Raed Qutaiba Abdul Latif Abu Qura	Chief Strategic Transformation Officer as of 24/4/2024
11	Mr. Hani Hasan Mahmoud Mansi	Executive Manager/ Financial Management
12	Mr. Yousef Mousa Radwan Abo Zeid	Manager/Internal Audit Department
13	Mr. Anas Ghaleb Mustafa Tuffaha	Executive Manager – Retail Banking Department (Acting)
14	Mr. Ayman Ahmed Abdul Kareem Al-Oqaily	Manager/Treasury & Investment Department BOJ Group (Acting)
15	Mr. Michel Marwan Arcouche	CEO / Bank of Jordan – Iraq (as of 13/05/3024
16	Ms. Rasha Michel Salameh Ishaq	Manager/Enterprise Projects Management Department as of 17/7/2024
17	Mrs. Suha bint Hussein bin Mohammed Ali Abu Al Faraj	CEO/ Bank of Jordan – Saudi Arabia Branch (as of 01/08/2024)
18	Ms. Nagia Ibrahim Shafiq Al-Tellawi	Manager Human Resources Department (Acting) as of 28/10/2024
19	Ms. Rania Faisal Ali Saeed	Executive Manager/ Human Resources Department (Until 12/09/2024)
20	Ms. Raghad Nabeel Taleb Al-Alousi	CEO Bank of Jordan- Iraq (Acting) (Until 12/05/2024)
21	Ms. Basma Bahjat Basheer Al-Hartani	Executive Manager/Strategy Project Management (Acting) until 23/4/2024

Conflict of Interest

The Board of Directors has affirmed in the Bank’s Corporate Governance Manual that each board member must disclose their affiliation with the Bank and the nature of their relationship, avoid conflicts of interest, and adhere to the provisions of the Code of Professional Conduct in this regard. Members are required to provide a written disclosure annually or whenever new developments necessitate it. Additionally, the Board of Directors has approved the Related Party Transactions and Conflict of Interest Management Policy for the Bank of Jordan Group to prevent conflicts of interest.

Second Pillar: Planning and Policy Development

The Board of Directors is responsible for formulating the Bank’s overall strategy, setting its strategic direction, defining the general objectives for executive management, and overseeing the achievement of these objectives.

Third Pillar: Control Environment

The Board of Directors fulfills its responsibilities by relying on a general internal control framework to ensure the following:

- Effectiveness and efficiency of operations.
- Reliability of financial reports.
- Compliance with applicable laws and regulations.

The Board affirms the existence of a general internal control framework with specifications that enable it to monitor its functions and take necessary actions within the following framework:

1. Internal Audit:

The Bank recognizes that an effective Internal Audit Department plays a fundamental role in strengthening internal control systems and the overall risk management framework related to various banking activities. The Internal Audit Department carries out its duties based on the following principles:

- Establishing an Internal Audit Charter and obtaining approval from the Board of Directors based on the recommendation of the Audit Committee. The charter must outline the roles, responsibilities, authorities, and work methodology of the Internal Audit Department.
- Preparing an annual audit plan approved by the Audit Committee, covering all the Bank’s activities, including those of other regulatory departments and outsourced activities, based on the risk level of these activities. The plan must be approved by the Audit Committee.
- Assessing the adequacy and compliance of the Bank’s and its subsidiaries’ internal control and oversight systems, reviewing any modifications to these structures, and documenting them.
- Staffing the Internal Audit Department with employees who have the necessary academic qualifications and sufficient practical experience to audit all activities and operations. This includes ensuring the presence of qualified personnel to assess information risk and related technologies, as well as rotating employees across the Bank’s activities at least every three years.
- The Internal Audit Department submits its reports to the Chairman of the Audit Committee, with a copy sent to the CEO.
- Reviewing compliance with the Corporate Governance Manual, related policies, and charters annually, preparing a detailed report on the findings, and submitting it to the Audit Committee, with a copy sent to the Corporate Governance Committee.
- Reviewing the accuracy and comprehensiveness of stress testing to ensure alignment with the methodology approved by the Board.
- Ensuring the accuracy of procedures followed for the Internal Capital Adequacy Assessment Process (ICAAP).
- Auditing financial and administrative matters to verify that key information related to financial and administrative affairs is accurate, reliable, and timely.
- Monitoring violations and observations mentioned in reports from regulatory authorities and external auditors, ensuring they are addressed, and confirming that the executive management has appropriate controls in place to prevent recurrence.
- Ensuring the availability of procedures for receiving, handling, and retaining customer complaints and observations related to the accounting system, internal control, and audit processes, and submitting periodic reports on them.
- Retaining audit reports and working papers for a period that complies with applicable regulations, ensuring they are organized, securely stored, and readily available for review by regulatory authorities and external auditors.
- Reviewing the Bank’s reporting processes to ensure that key financial, administrative, and operational information is accurate, reliable, and timely.
- Ensuring compliance with the Bank’s internal policies, international standards, procedures, and relevant laws and regulations.
- Conducting at least one annual review to verify that all transactions with related parties comply with applicable regulations, the Bank’s internal policies, and approved procedures. Reports and recommendations are submitted to the Audit Committee, which informs the Central Bank immediately upon identifying any violations of applicable regulations or internal policies in this regard.
- The performance of the Head of Internal Audit is evaluated by the Audit Committee, while the performance of Internal Audit Department employees is assessed by the Head of Internal Audit, in accordance with the performance evaluation policy approved by the Board.

2. External Audit:

The external auditor represents another level of oversight on the credibility of the financial data issued by the Bank’s accounting and information systems, particularly in providing a clear and explicit opinion on the fairness of these statements and their accurate reflection of the actual situation over a specific period. The Board of Directors, in its dealings with external audit firms, considers the Bank’s interest and the professionalism of the firms it engages with, ensuring regular audit rotation and its experience with the firms it deals with.

3. Risk Management:

Bank of Jordan has given special attention to the requirements of Basel III as a framework to strengthen and enhance the Bank’s ability to improve the regulatory environment and address various types of risks. Practical steps have been taken to implement its provisions, including the establishment of specialized departments for managing different types of risks (credit, operational, market) and equipping them with qualified personnel and automated systems.

In this context, the Bank has strengthened the frameworks governing credit risk management by establishing various departments, including the Corporate Credit Department, SME Credit Department, Retail Credit Department, Palestine Branches Credit Department, and Credit Portfolio Risk Department. Additionally, the Bank has updated and developed risk management policies and procedures to maintain the quality and integrity of the credit portfolio. Furthermore, an automated system (Revalues System) has been implemented to calculate the capital adequacy ratio.

Regarding operational risks, the Bank has been implementing the CARE Web system for operational risk management since 2003. A Risk Profile has been created for each of the Bank’s various units, in addition to establishing a database for operational errors. As for market risks, a dedicated department has been established to manage all types of market risks, staffed with qualified personnel. The Risk Management Department submits reports to the Board through the Risk Management Committee, with a copy sent to the CEO. These reports include information on the actual risk framework for all Bank activities compared to the approved risk document, as well as monitoring the resolution of negative deviations. The executive management may also request special reports from the Risk Management Department as needed.

The Risk Management Department is responsible for the following:

- Reviewing the **Risk Management Framework** of the Bank before its approval by the Board of Directors.
- Preparing risk policy/policies that cover all Bank operations, establishing clear metrics and limits for each type of risk, and ensuring that all employees, according to their administrative level, are fully aware of them. These policies should be reviewed periodically and approved by the Board.
- Studying and analyzing all types of risks, including credit risk, market risk, liquidity risk, and operational risk.
- Developing methodologies for identifying, measuring, analyzing, evaluating, and monitoring each type of risk.
- Recommending risk limits, the Bank’s risk exposures, approvals, reporting, and recording exceptions to the risk management policy to the Risk Management Committee.
- Providing the Board and senior executive management with information on risk measurement and the actual risk profile for all Bank activities compared to the risk appetite document, while monitoring and addressing negative deviations within the Bank.
- The Board regularly reviews both qualitative and quantitative risk statistics of the Bank.
- Adopting tools that support risk management, including:
- Self-assessment of risks and establishing risk indicators.
- Establishing a historical loss database, identifying sources of these losses, and categorizing them according to the type of risk.
- Providing the necessary infrastructure and appropriate automated systems for risk management within the Bank.
 - Bank committees, such as the Credit Committees, Asset and Liability Management/Treasury Committee, and Operational Risk Committee, assist the Risk Management Department in carrying out its duties according to the authorities assigned to these committees.
 - Including information about risk management in the Bank’s annual report, covering its structure, operations, and any developments.
 - Providing risk-related information within the Bank for disclosure purposes.
 - Preparing a comprehensive document covering all acceptable risks for the Bank and obtaining approval from the Board.
 - Preparing the Internal Capital Adequacy Assessment Process (ICAAP) document, reviewing it periodically, and ensuring its implementation. This document should be comprehensive, effective, and capable of identifying all potential risks the Bank may face while considering the Bank’s strategic plan and capital plan, and it must be approved by the Board.
 - Preparing the Business Continuity Plan and obtaining approval from the Board, with regular testing and review.
 - Ensuring, before introducing any new product, service, process, or system, that it aligns with the Bank’s strategy, all associated risks, including operational risks, have been identified, and that new control measures, procedures, or modifications have been implemented in line with the Bank’s acceptable risk limits.

- Implementing the risk management strategy and developing policies and procedures for managing all types of risks.
 - Verifying the integration of risk measurement mechanisms with the management information systems in use.
 - Monitoring the compliance of the Bank’s executive departments with the defined acceptable risk levels.

4. Compliance:

In line with enhancing the Bank’s adherence and alignment with regulatory requirements, the Compliance Department was established and assigned the tasks of overseeing compliance with regulations, laws, legislations, global and ethical standards issued by various regulatory authorities, as well as the Bank’s internal policies. It has been staffed with qualified personnel and equipped with automated systems.

Regarding compliance management, all laws, regulations, and directives governing the Bank’s operations have been consolidated, and all employees have been educated and made aware of the concept of compliance through bulletins and training courses. Additionally, the Anti-Money Laundering and Counter-Terrorism Financing Policy has been updated to align with the Anti-Money Laundering and Counter-Terrorism Financing Regulations No. 14/2018, dated 26/06/2018.

An independent unit dedicated to financial and tax verification (Financial Crime) has been established to monitor suspected cases of fraud and forgery. This unit oversees the Foreign Account Tax Compliance Act (FATCA) compliance unit. Customer complaints are handled within an independent unit under the Compliance Department, responsible for managing and addressing customer complaints.

The General Framework for the Compliance Department’s Operations is as Follows:

- a. Preparing a compliance policy to ensure the Bank’s adherence to all relevant regulations and ensuring that all employees, according to their administrative level, are fully aware of it. This policy must be approved by the Board.
- b. Developing an effective methodology to ensure the Bank’s compliance with all applicable laws, regulations, guidelines, and related manuals. The executive management must document the duties, authorities, and responsibilities of the Compliance Department and circulate them within the Bank.
- c. Preparing periodic reports that include an assessment of non-compliance risks, violations, deficiencies, and corrective actions taken, and submitting them to the Compliance Committee, with copies sent to the CEO.
- d. Preparing an annual compliance plan and obtaining approval from the Compliance Committee.
- e. Monitoring the adherence of all administrative levels in the Bank to regulatory requirements, applicable laws, and international standards, including the recommendations of the Financial Action Task Force (FATF).

5. Financial Reports:

The Bank’s executive management is responsible for the following:

- Preparing financial reports in accordance with international accounting standards.
- Submitting these reports to the Board of Directors at each of its periodic meetings.
- Publishing financial statements every three months.
- Sending full financial and business reports to shareholders annually.

6. Professional Conduct:

The Bank has a Code of Professional Conduct, which has been approved by the Board of Directors and distributed to all Bank employees. In addition, training sessions on these principles are conducted, and the Compliance Department is responsible for ensuring adherence to them.

Fourth Pillar: Relationship with Shareholders

The law guarantees every shareholder the right to vote in general assembly meetings and to discuss the topics on the agenda of both ordinary and extraordinary general assemblies. Additionally, shareholders have the right to propose additional items to the agenda of the ordinary general assembly, provided that the proposal is supported by shareholders representing no less than 10% of the shares registered in the meeting.

To strengthen this relationship, the Board of Directors takes all appropriate measures to encourage shareholders, especially minority shareholders, to attend the annual general assembly meeting and vote either in person or by proxy in case of absence. The Board also ensures that shareholders receive the following:

- A copy of the annual report sent to their mailing addresses.
- Invitation to the general assembly meeting and its agenda.
- All information and media materials intended for shareholders in general.

Additionally, every shareholder has the right to review the shareholders’ register concerning their own shares. The Board also ensures the fair distribution of profits among shareholders in proportion to the number of shares each owns.

Fifth Pillar: Transparency and Disclosure

Corporate governance at Bank of Jordan encompasses aspects related to integrity, honesty, objectivity, accountability for decisions made by relevant entities within the Bank, transparency, disclosure, and openness to the community. The Bank is committed to public disclosure of all reliable information in a timely manner to assist users in accurately assessing the Bank’s financial position, achievements, activities, and risks, as well as its risk management. Disclosure alone ensures the required transparency, providing accurate and complete qualitative and quantitative information at the appropriate time.

Accordingly, the annual report has disclosed all required data for various regulatory authorities, in addition to publishing the Bank’s Corporate Governance Manual and outlining the extent of its compliance.

In accordance with the Instructions on Dealing with Customers Fairly and Transparently no. (56/2012), dated 31/10/2010, a unit was established to manage and address customer complaints. This unit has been staffed with qualified personnel, equipped with automated systems, and provided with all necessary means to handle complaints effectively. It operates under the administrative supervision of the Compliance Department.

Shaker Tawfiq Shaker Fakhouri
Chairman of the Board

