



مصرف الإمارات العربية المتحدة المركزي
CENTRAL BANK OF THE U.A.E.

Board Human Capital Committee Charter Central Bank of the UAE

Issued in January 2026



1. Introduction

The Human Capital Committee (the Committee) is one of the main committees reporting to the Board of Directors of the CBUAE. The Committee represents an important part of the corporate governance structure, and works to enhance the Board's ability to perform its role by overseeing human capital strategies and policies, and by reporting to the Board on human capital matters within the Central Bank.


2. Charter Objective

The Charter objective shall be to define the Committee's framework, including its tasks, responsibilities, powers, and organizational structure of the Human Capital Committee at the Central Bank. Its goal shall be to ensure the Committee operates with high efficiency, thereby enhancing sound governance in the review and evaluation of human capital frameworks and policies at the Central Bank.

3. Formation and Membership

The Committee formation shall be issued by a decision of the Board, which specifies the Committee's Chairman, members, tasks, responsibilities, work system, and performance measurement mechanism. Members shall be nominated based on professional standards, integrity, and ethics that make them eligible for the committee membership.

- 3.1 Membership: The Committee shall be consisted of three (3) non-executive members, including the Chairman.
- 3.2 Committee Chairman: The Committee Chairman shall be appointed by the Board of Directors, and shall be non-executive in order to ensure the Committee's independence.

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- 3.3 Tenure: The tenure shall be for four (4) years, renewable by a decision of the board of directors.


4. Independence


The independence of the member shall be a main condition to participate in discussions and vote on decisions during meetings.

5. Tasks and Responsibilities

The Committee shall be independent from the executive management. Its tasks shall include the following mandates:

- 5.1 Reviewing and evaluating human capital frameworks and policies, and recommending to the Board of Directors on human capital matters.
- 5.2 Recommending the nomination and remuneration of the Assistant Governors and the Heads of Verticals and Departments.
- 5.3 Reviewing human capital policies (including, without limitation, recruitment, talent management, and compensation and end-of-service policies) and recommending to the Board of Directors to approve any changes to such policies.
- 5.4 Reviewing the remuneration methodology in the Central Bank and recommending it to the Board of Directors.
- 5.5 Reviewing the annual salary methodology, the compensation methodology, the pay scale and the job classification applicable within the Central Bank and recommending them to the Board of Directors.

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- 5.6 Recommending to the Board of Directors the changes to the organizational structure of the Central Bank, following review of such changes by the relevant Verticals and Departments.
 - 5.7 Recommending the selection of Department Heads and Assistant Governors and submitting that recommendation to the Board of Directors for approval.
 - 5.8 Approving succession plans for Department Heads and Assistant Governors (N-1 and N-2).
 - 5.9 Approving disciplinary and penalty policies applicable to the Central Bank's employees.
 - 5.10 Overseeing the recruitment strategy to ensure attraction of appropriate competencies and development of talent retention plans.
 - 5.11 Following up on employee training and development plans to ensure the development of their skills and alignment with the Central Bank's future needs.
 - 5.12 Ensuring the existence of an effective succession plan to ensure leadership continuity and retention of key competencies.
 - 5.13 Ensuring that wage, reward and incentive policies shall align with market best practices and shall encourage high performance.
 - 5.14 Ensuring the existence of policies that shall promote internal equity in the distribution of compensation and salaries so as to ensure equality among all employees.
 - 5.15 Ensuring the establishment and implementation of policies that shall promote diversity and inclusion within the Central Bank, including gender and cultural or ethnic background.

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- 5.16 Ensuring that human capital policies shall be aligned with sound governance principles, including transparency, fairness, equality and accountability.
 - 5.17 Approving effective strategies to attract and retain distinguished talent.
 - 5.18 Any other tasks and mandates assigned by the board.


6. Powers

To perform its tasks, the Committee shall have the following powers:

- 6.1 **Access to Information:** The Committee shall have the right to access all necessary information and data.
- 6.2 **Summoning Employees:** The Committee shall have the right to summon any employee or official within the CBUAE.
- 6.3 **Cooperation with Consultants:** The Committee may recommend engaging internal or external consultants or experts as needed, with the approval of the Board of Directors.
- 6.4 **Submitting Recommendations:** The Committee shall have the right to submit recommendations to executive management and the Board regarding the approval of human capital regulations, bylaws and procedures at the Central Bank.


7. Meetings

- 7.1 **Regular Meetings:** The Committee shall hold a minimum of four (4) meetings annually, and at least one meeting every three (3) months, through invitation by the Chairman. Additional meetings may be held if needed.

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- 7.2 Invitation of Attendees: The Committee Chairman may invite members to a meeting whenever necessary, or at the request of any member, as required by public interest.
- 7.3 The Committee members may invite any of the executive management employees, specialists, experts, consultants, or technicians, who deem appropriate, whether from inside or outside the CBUAE, to provide an opinion, without having a countable vote in the Committee's decisions.
- 7.4 A Committee member may not delegate another person to attend meetings on his behalf.
- 7.5 Meeting Mechanism: The Committee may convene its meetings through visual or audio means, or as it deems appropriate.
- 7.6 Minutes of Meeting: All meetings of the Committee shall be documented officially. A copy of which shall be sent to the Board for review, detailing the discussed topics and the recommendations to be approved.
- 7.7 Meeting Quorum: A Committee meeting shall be considered valid if attended by at least two (2) members, provided that the Chairman is present.

8. Decision Taking

- 8.1 The Committee shall be considered a technical, specialized, or advisory committee to the Board in the decision-taking process. It shall not have an authority to take decisions, unless specific powers are delegated to it by the Board.
- 8.2 The Committee decisions shall be issued by a majority voting of the members. If votes are equal, the Chairman's vote shall prevail.


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- 8.3 A Committee member may not delegate any of the attending members to vote on decisions issued during the meeting on his behalf.
 - 8.4 In special cases approved by the Chairman, the Committee may take decisions by circulation, provided that the decision shall be ratified in the subsequent meetings.
 - 8.5 Decisions issued by circulation shall not be considered as Committee meeting.
 - 8.6 The Committee members should follow up on the implementation of previous decisions at the subsequent meeting.


9. Termination of Membership

- 9.1 If a Committee member is absent from two (2) consecutive meetings without the Chairman's approval or an acceptable excuse such as attending an official mission or due to an annual or sick leave, the Chairman shall submit a memorandum to the Board if the Committee wishes to terminate or replace the member.
- 9.2 If a Committee member has become non-independent, the matter shall be presented to the Board for resolution.
- 9.3 If the Board determines that the member should not continue, a recommendation to replace the member shall be submitted.

10. Secretary

- 10.1 At its first meeting, the Committee shall appoint a Secretary from its members or others, and he shall be responsible for performing the following tasks and responsibilities:

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- 10.2 Receiving, evaluating, and considering memos from CBUAE departments and divisions regarding matters that must be presented to the Committee.
 - 10.3 Preparing the agenda for the Committee meeting, and notifying the Committee members and invitees of the agenda ten (10) working days prior to the meeting date.
 - 10.4 Providing the Committee members with materials related to the topics on the agenda (in hard or digital copies) seven (7) working days prior to the meeting date.
 - 10.5 Preparing and providing members with minutes of meeting within seven (7) working days, then following up with members for their feedback within two (2) working days.
 - 10.6 Preparing and distributing decisions approved by the Committee, and following up on their implementation by the relevant organizational units.
 - 10.7 Following up with the Committee members to annually disclose their personal interests and independence, or those which may conflict with their membership before the discussion of a topic at a meeting.
 - 10.8 Organising and managing the register for the disclosure of independence and non conflict of interest for the Chairman and members.
 - 10.9 Developing a plan for the following year's meetings, obtaining the Committee approval, and coordinating its presentation to the Board for approval.
 - 10.10 Preparing and presenting an introductory program about the CBUAE for the Committee's new members, after coordinating with the Committee's Chairman and members.



10.11 Any other tasks assigned by the Committee's Chairman and members.

11. Reporting

11.1 Regular Reports: the Committee shall submit regular reports to the Board, detailing the results of the progress of programs and policies related to human capital and recommendations for their improvement.

11.2 Special Reports: special reports shall be submitted in the event of significant human capital matters requiring urgent action.


11.3 Annual Report: The Committee shall submit a comprehensive annual report. This report shall include an evaluation of its performance and achievements, as well as any recommendations to enhance the CBUAE's performance regarding the human capital management.

12. Confidentiality of Information

12.1 The Committee members shall be prohibited from disclosing any information. This prohibition shall be in effect even after the end of their membership, service, or task.

12.2 The information prohibited from publication shall include all information that the members may have obtained while performing their duties with the Committee, as long as they were not publicly available to the public through official or legal channels.

12.3 The Committee members may disclose prohibited information when the disclosure is permitted or legally required, or when the disclosure is addressed to entities and authorities within the UAE or in other jurisdictions. This must be done according to the provisions of Article (26) of Federal Decree-Law No. (6)




of 2025 Regarding the Central Bank, Regulation of Financial Institutions and Activities, and Insurance Business.

- 12.4 The Committee members shall be obligated not to disclose or reveal any confidential information (written or oral) related to the CBUAE or the Board. They shall not misuse any information they become aware of during their Board membership, whether during or after their membership term.

13. Disclosure and Transparency

The Committee member shall adhere to the following:

- 13.1 Disclosing his interests that may be in conflict with his membership upon appointment or whenever such a conflict arises.
- 13.2 If a member has a personal interest in any transaction or contract involving the CBUAE, he must disclose it prior to the commencement of discussion of the matter, and he must refrain from attending the meeting, and abstain from voting on that matter.
- 13.3 Acting with honesty, integrity, and good faith, and exercising due care and attention to serve the best interests of the CBUAE and customers.
- 13.4 The member should have an appropriate understanding and knowledge of the CBUAE's affairs and dedicate sufficient time to fulfill his responsibilities.
- 13.5 Refraining from using his position as a member for personal gain or for the benefit of others.
- 13.6 Maintaining independence in his decisions and actions.

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- 13.7 Treating all CBUAE employees and all concerned parties with transparency, fairness, and equality.
 - 13.8 Refraining from accepting any gifts from CBUAE management, associated parties, or CBUAE customers. If declining a gift from a stakeholder causes embarrassment, the member must immediately inform the Committee Chairman and hand over the gift to CBUAE management.
 - 13.9 Updating their declaration of independence and non conflict of interest immediately, if any change occurs to their personal status during their membership.
 - 13.10 Disclosing independence and non-conflict of interest annually.

14. Performance Appraisal

The members shall be appraised by the Board based on the following criteria:

- 14.1 The Committee's efficiency and effectiveness in performing the tasks and mandates assigned thereto.
- 14.2 The Committee's efficiency and effectiveness in supporting the Board and the CBUAE to implement its plans and programs.
- 14.3 The effectiveness of the Committee's organization and work mechanism.
- 14.4 Submission of required reports to the Board on time.
- 14.5 The Committee's effectiveness in managing and resolving matters within its competence.
- 14.6 The integration between the Committee's objectives and the Board's objectives.



15. Professional Development of Members

The Committee shall strive to enhance its performance through continuous learning, training, and by keeping pace with developments in its fields and mandates.

16. Amendment to the Charter

- 16.1 The Charter shall be regularly reviewed by the Committee to ensure its compliance with the CBUAE's regulatory and legislative objectives.
- 16.2 The Charter shall be amended based on a recommendation from the committee and the approval of the Board.
- 16.3 The Board may annually review the Committee's mandates and performance, take appropriate measures to comply with professional and international standards, work requirements and governance.

17. Governance of the Committee

The governance of this Committee shall be monitored by the Corporate Governance and Sustainability Department within H.E. Governor's Vertical.

