



Corporate Governance Report

2022

Introduction

In accordance with Decision No. 3/R.M of the year 2020 of the Securities and Commodities Authority board in regards of the standards of institutional Discipline and Corporate Governance of public shareholding companies and in the interest of Al-Buhaira National Insurance Company which has applied for the year 2022 the provisions of the Guiding Regulations issued by the Authority in order to assist the Board of Directors in fulfilling its obligations and improving the practical efficiency of the Board and its committees, so as to ensure compliance with best governance practices that guarantee the protection of shareholders' rights and the rights of stakeholders, complying with the requirements and taking advantage of new opportunities to work effectively and to respond to the expectations of shareholders and other parties of stakeholders.

1. Application of Principles of Governance

In view of what shall have been provided herein above, the company has carried out the following:

- Implementing the policies and procedures of corporate governance, which include all policies and procedures related to the Board of Directors and its committees, the internal control system and its functions, and the external auditor.
- The company has a risk management frame work which had been prepared by the department manager during his service before he resigned. ABNIC hired a replacement who is expected to join in June 2023. Moreover, the board of directors decided in their recent meeting to introduce a risk committee formed by 3 board members and might seek assistance from outside expert in the field to assist the committee in performing their task.
- The Board of Directors has followed up the Audit Committee and the Remuneration and Nominations Committee in accordance with the requirements of governance and clarifying the functions and powers of each.
- The company has held workshops and training courses for employees and disseminated corporate governance policies on the company internal website.
- The company has been keen to practice its work transparently, especially the dates and methods of disclosure of financial statements with compliance with all the laws and regulations of the Securities and Commodities Authority.
- Commitment to finish and end up the corporate governance report as well as the annual report and other financial statements and distribute it to the shareholders before the General Assembly in sufficient time to allow shareholders access to them and to take appropriate decisions.

- The company has then followed up the performance of the Investor Relations Officer for his duties.

Shareholders' general rights:

Shall reserve to the shareholders all the rights related to the shares, and in particular the right to:

- Share of profits which shall be distributed.
- The right to receive a share from the company assets upon liquidation.
- The right to attend the general assemblies of the company, participate in its deliberations and vote on its decisions and each shareholder shall have the votes equivalent to his shares.
- The right to disposing of the shares.
- The right of surveillance onto the affairs of the Board of Directors in order to achieve greater efficiency in the performance of the company and its board members and hence bring the case of liability to the members if necessary.
- The right to inquire and request information of the company in a timely manner so as not to harm the interests of the company and which shall not contradict with the regulations issued by the Securities and Commodities Authority and the executive regulations of the listed companies.

Statement of the company implementation of the provisions contained in decision No. (3/R.M) for the year 2020 Chairman of the Board of Directors of the Authority in regards of the standards of the institutional discipline and governance of public shareholding companies:

The company shall carry out and implement the provisions contained in the Authority decision as follows:

- The Board of Directors shall abide by holding of its meetings, recording the minutes of its meetings and keep them accessible for easy perusal. (Four sessions)
- Holding of the Audit, Nomination and Remuneration Committees and hence validate and conduction of the tasks assigned to them by the Board of Directors.
- The commitment of the Executive Management towards the implementation of the recommendations of the Board of Directors.
- Commitment to the principles of disclosure and transparency as provided for in the resolutions in force.

2- A statement of the transactions of the members of the Board of Directors, and spouses and children thereof in the Company' securities during 2022 using the table below:

The company shall abide by that contained in the article No. (14) of the decision of the Board of Directors of the Securities and Commodities Authority No. (2) for the year 2001 concerning the special system of trading, clearing, settlement, conveyance and custody of securities. The transactions of the Board of Directors and their first-class relatives have been as follows:

Name	Position	Owned Shares As Of 31.12.2022	Total Sale Transactions	Total Purchase Transactions
Sheikh Faisal bin Khalid Sultan Al-Qasimi	Chairman	30,949,341	NA	105,715
Sheikh Abdullah bin Mohamed Ali Al Thani	Deputy Chairman	33,671,426	NA	NA
Sheikh Khalid bin Abdullah Sultan Al-Qasimi	Managing Director	446,429	NA	NA
Mr. Abdullah Juma Al-Sari	Member	NA	NA	NA
Mr. Rashid Ali Rashid Dimas Al-Suwaidi	Member	8,758,150	NA	NA
Mr. Humaid Mohammed Humaid Al-Omrani Al-Shamsi	Member	NA	NA	NA
Mr. Ali Mohammed Kayed	Member	NA	NA	NA

During the general assembly meeting held on 21.04.2022 a new board of directors was elected

Name	Position	Owned Shares As Of 31.12.2022	Total Sale Transactions	Total Purchase Transactions
Sheikh Faisal bin Khalid Sultan Al-Qasimi	Chairman	30,949,341	NA	105,715
Sheikh Abdullah bin Mohamed Ali Al Thani	Deputy Chairman	33,671,426	NA	NA
Sheikh Khalid bin Abdullah Sultan Al-Qasimi	Managing Director	446,429	NA	NA
Sheikh Ahmad Abdlla Mohammed Ali Al Thani	Member	NA	NA	NA
Sheikh Saoud Nasser Rashid Abdulaziz Al Moalla	Member	NA	NA	NA
Mr. Rashid Ali Rashid Dimas Al-Suwaidi	Member	8,758,150	NA	NA
Mr. Salem Abdulla Salem Al Hosani	Member	40,888,360	NA	NA
Mr. Abdulla Salem Al Hosani	Son	2,874,733	NA	NA
Mr. Abdulla Mohamed Salih Al Zarooni	Member	NA	NA	NA
Miss. Noura Mahmoud Mohamed Al Mahmoud Al Ali	Member	NA	NA	NA

3- Board of Directors

The Board of Directors shall enjoy highest power of taking decisions necessary to cover the profitability of the shareholders and maintaining their rights, further, to setting up strategic plans, the general surveillance and the financial status of the company, as well as other matters.

- The board of directors shall be consisting of nine members, instead of 7 and the board shall appoint from amongst its members a chairman and a deputy chairman as well as a managing director. The membership term shall be for three years commencing as from the date of commencing the Board authorities; and it may also re-elect the member, and then the deputy chairman may act in place of the chairman in the event of being absent.
- Tenure of each of the chairman, the deputy chairman and the managing director shall not be in excess of their term of being members in the board of directors; and they may be re-elected or appointed. Board membership term shall lapse upon the end of its term, or death or if he or she shall be incompetent pursuant to any system, order or instructions in effect in the United Arab Emirates.
- If the position of a board member shall become vacant, the Board of Directors may temporarily appoint another member to the vacant position, provided that such appointment shall be submitted to the Ordinary General Assembly at its first meeting. The new member shall complete the term of his predecessor. If the number of members of the Council shall be less than the quorum required for the validity of its meetings, then the General Assembly shall be convened as soon as possible in order to appoint the necessary number of members.
- Majority of the board members are non-executive.
- It shall be prohibited to combine the position of the Chairman of the Board of Directors with any executive position in the Company such as the Managing Director, the Chief Executive Officer or the Director General.

- **Chairman and members of the board of directors:**

Name	Position	Category	Category
Sheikh Faisal bin Khalid Sultan Al-Qasimi	Chairman	Non-independent	Non-executive
Sheikh Abdullah bin Mohamed Ali Al Thani	Deputy Chairman,	Non-independent	Non-executive
Sheikh Khalid bin Abdullah Sultan Al-Qasimi	Managing Director	Non-independent	executive
Mr. Abdullah Juma Al-Sari	Board Member	independent	Non-executive
Mr. Rashid Ali Rashid Dimas Al-Suwaidi	Board Member	Non independent	Non-executive
Mr. Humaid Mohammed Humaid Al-Omrani Al-Shamsi	Board Member	independent	Non-executive
Mr. Ali Mohammed Kayed	Board Member	independent	Non-executive

- **New board of directors:**

Name	Position	Category	Category
Sheikh Faisal bin Khalid Sultan Al-Qasimi	Chairman	Non-independent	Non-executive
Sheikh Abdullah bin Mohamed Ali Al Thani	Deputy Chairman,	Non-independent	Non-executive
Sheikh Khalid bin Abdullah Sultan Al-Qasimi	Managing Director	Non-independent	executive
Sheikh Ahmad Abdlla Mohammed Ali Al Thani	Board Member	independent	Non-executive
Sheikh Saoud Nasser Rashid Abdulaziz Al Moalla	Board Member	independent	Non-executive
Mr. Rashid Ali Rashid Dimas Al-Suwaidi	Board Member	Non independent	Non-executive
Mr. Salem Abdulla Salem Al Hosani	Board Member	Non independent	Non-executive
Mr. Abdulla Mohamed Salih Al Zarooni	Board Member	independent	Non-executive
Miss. Noura Mahmoud Mohamed Al Mahmoud Al Ali	Board Member	independent	Non-executive

Experience and qualifications of the members of the Board of Directors

Name	Experiences	Qualifications	Term of being as a Board member from the date of his first election
Sheikh Faisal bin Khalid Sultan Al-Qasimi	<ul style="list-style-type: none"> - Chairman of Al-Qassimi Group in Sharjah - Chairman of Travel Agents Society. - Board Member of Invest Bank. - Chairman of Al-Buhairah National Insurance Co. - (Former) President of Amiri Court in Sharjah. - (Former) Chief Commander of Amiri Guard in Sharjah - (Former) President of Sharjah Ruler's Office. - (Former) Chairman of Emirates Insurance Society. - Executive Council Board Member of Insurance and Reinsurance Coordinating Body. - (Former) Member of the Board of Directors of the Insurance Authority. 	BA Degree in Business Administration from California State University	Since the year 1986.
Sheikh Abdullah bin Mohamed Ali Al Thani	<ul style="list-style-type: none"> - Chairman of Air Arabia in Sharjah - Chairman of Sharjah Golf & Shooting Club - (Former) Head of Civil Aviation in Sharjah - Deputy Chairman of Al-Buhaira National Insurance Company. 	MA Degree in Business Administration from USA	Since the year 1995
Sheikh Khalid bin Abdullah Sultan Al-Qasimi	<ul style="list-style-type: none"> - Member of the executive council - Sharjah - Chairman of the Department of Ports, Customs and Free Zones - Managing Director Al-Buhaira National Insurance Company. 	B.Sc. in Industrial Engineering Environment from Arizona University	Since the year 2004
Mr. Abdullah Juma Al-Sari	<ul style="list-style-type: none"> - Deputy Chairman of the Board of Directors of Al-Saqr Saudi Cooperative Insurance Company - Chairman of the Board of Directors of Gulf General Investment Company - Chairman of Horizon Group. - Chairman of the Investment Group - Board Member of Al-Buhaira National Insurance Company 	BA Degree from Military Police College.	Since the year 1982

	<ul style="list-style-type: none"> - (Former) Chief Commander of Police and Security in Sharjah. - (Former) Deputy Chairman of the Economic Advisory Committee of the Ruler of Sharjah. - (Former) Deputy Mayor of Sharjah Municipality. - (Former) Chairman of Al Sagr National Insurance Company - (Former) Chairman of the Board of Directors of Arab Resources for Development. 		
Mr. Rashid Ali Rashid Dimas Al-Suwaidi	<ul style="list-style-type: none"> - Owner & Chairman Of The Board Of Directors Of Deemas Contracting, Trading, Ready Mix Concrete And Brick Company. - General Manager & Commissioner Of The Friends Of Patients Committee - Sharjah - Former Member Of The Board Of Arbitrators Of Sharjah Courts. - Member Of The Board Of Contractors Association - Board Member Of Al-Buhaira National Insurance Company - Former Member Of The Federal National Council - Former Board Member Of The Emirates Insurance Association - Founder And Former Board Member Of Federal Commercial Bank (Currently ADCB) - Former Member Of The Municipal Council Of Sharjah Municipality - Former Board Member Of Sharjah Chamber Of Commerce & Industry. - Former Managing Director at Al Buhaira National Insurance Company. - Chairman of the parents & teachers council – Sharjah - Vice president of the Zakat Fund – Abu Dhabi. 	GSCE	Since the year 1978
Mr. Humaid Mohammed Humaid Al-Omrani Al-Shamsi	<ul style="list-style-type: none"> - Chairman of Shattaf Jewelry - Chairman of the Board of Directors of Emirates and India Exchange - Chairman of Shattaf Commercial Board - Dubai - Chairman of Shattaf Steel Industry - Board Member of Al-Buhaira National Insurance Company - Former) First lieutenant at the Ministry of the Interior. 	Bachelor Degree in Law	Since the year 2004

Mr. Ali Mohammed Kayed	<ul style="list-style-type: none"> - Merchant & Businessman - Companies Agent - Owner of Dubai Fertilizers Factory - Board Member of Al-Buhaira National Insurance Company - - 	GSCE	Since the year 2016
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New board of directors:

Name	Experiences	Qualifications	Term of being as a Board member from the date of his first election
Sheikh Faisal bin Khalid Sultan Al-Qasimi	<ul style="list-style-type: none"> - Chairman of Al-Qassimi Group in Sharjah - Chairman of Travel Agents Society. - Board Member of Invest Bank. - Chairman of Al-Buhairah National Insurance Co. - (Former) President of Amiri Court in Sharjah. - (Former) Chief Commander of Amiri Guard in Sharjah - (Former) President of Sharjah Ruler's Office. - (Former) Chairman of Emirates Insurance Society. - Executive Council Board Member of Insurance and Reinsurance Coordinating Body. - (Former) Member of the Board of Directors of the Insurance Authority. 	BA Degree in Business Administration from California State University	Since the year 1986.
Sheikh Abdullah bin Mohamed Ali Al Thani	<ul style="list-style-type: none"> - Chairman of Air Arabia in Sharjah - Chairman of Sharjah Golf & Shooting Club - (Former) Head of Civil Aviation in Sharjah - Deputy Chairman of Al-Buhaira National Insurance Company. 	MA Degree in Business Administration from USA	Since the year 1995
Sheikh Khalid bin Abdullah Sultan Al-Qasimi	<ul style="list-style-type: none"> - Member of the executive council - Sharjah - Chairman of the Department of Ports, Customs and Free Zones - Managing Director Al-Buhaira National Insurance Company. 	B.Sc. in Industrial Engineering Environment from Arizona University	Since the year 2004

Sheikh Ahmad Abdlla Mohammed Ali Al Thani	<ul style="list-style-type: none"> - Member of the board of directors of Sharjah Air Navigation Services - Co. LTD (SASCO). - Chairman of the board of directors of Sharjah club. - Board member of Al Buhaira National Insurance Co. 	Bachelor of International Business	2022
Sheikh Saoud Nasser Rashid Abdulaziz Al Moalla	<ul style="list-style-type: none"> - General Manager of Umm Al Quwain General Investment Company. - Former National Bank Of Umm Al Quwain. - Board Member of Al Buhaira National Insurance Company. - Board Member of the Kuwaiti Emirati Holding Co. 	Bachelor of Business Administration – UK MSc Human Resources - UK	2022
Mr. Rashid Ali Rashid Dimas Al-Suwaidi	<ul style="list-style-type: none"> - Owner & Chairman Of The Board Of Directors Of Deemas Contracting, Trading, Ready Mix Concrete And Brick Company. - General Manager & Commissioner Of The Friends Of Patients Committee - Sharjah - Former Member Of The Board Of Arbitrators Of Sharjah Courts. - Member Of The Board Of Contractors Association - Board Member Of Al-Buhaira National Insurance Company - Former Member Of The Federal National Council - Former Board Member Of The Emirates Insurance Association - Founder And Former Board Member Of Federal Commercial Bank (Currently ADCB) - Former Member Of The Municipal Council Of Sharjah Municipality - Former Board Member Of Sharjah Chamber Of Commerce & Industry. - Former Managing Director at Al Buhaira National Insurance Company. - Chairman of the parents & teachers council – Sharjah - Vice president of the Zakat Fund – Abu Dhabi. 	GSCE	Since the year 1978
Mr. Salem Abdulla Salem Al Hosani	<ul style="list-style-type: none"> - Deputy Chairman Medical Projects Co. - Chairman Umm Al Quwain General Investment co. - Former Shuaa Capital Co. - Former Al Ittehad Insurance co. - Former Union Arab Bank. 	Bachelor of Business Administration	2022

	<ul style="list-style-type: none"> - Former National Bank of Umm Al Quwain. - Former Gulf Cement Co. - Former Sharjah Insurance co. - Former Ras Al Khaimah co. for manufacturing of white cement and construction materials. - Chairman of the board of directors of Al Salem Co. LTD. - Chairman of the board of directors of the Coast Centre for shares. - Owner of the Coast Real Estate Centre. - Former Deputy Chairman of the board of directors of Khatif Holding Co. (Kuwait). - Board Member of Al Buhaira National Insurance Co. 	Beirut Arab University	
Mr. Abdulla Mohamed Salih Al Zarooni	<ul style="list-style-type: none"> - Board of directors' member of National Bank of Umm Al Quwain. - Board member of Marsa Um Al Quwain Co. - Former Abu Dhabi National Bank. - Board of directors' member of Al Buhaira National Insurance Co. 	Bachelor of Accounting – UAE CPA Washington USA	2022
Miss. Noura Mahmoud Mohamed Al Mahmoud Al Ali	<ul style="list-style-type: none"> - Government Projects Management of Sharjah Electricity & Water Authority. - Board of directors' member of Al Buhaira National Insurance Co. 	Bachelors in management systems	2022

Positions of Members of Board of Directors in other companies

Name	Position & Company Name
Sheikh Faisal bin Khalid Sultan Al-Qasimi	<ul style="list-style-type: none"> - Chairman of Al-Qassimi Group in Sharjah - Chairman of Travel Agents Society.
Sheikh Abdullah bin Mohamed Ali Al Thani	<ul style="list-style-type: none"> - Chairman of Air Arabia in Sharjah - Chairman of Sharjah Golf & Shooting Club
Sheikh Khalid bin Abdullah Sultan Al-Qasimi	N/A
Mr. Abdullah Juma Al-Sari	<ul style="list-style-type: none"> - Deputy Chairman of the Board of Directors of Al-Saqr Saudi Cooperative Insurance Company - Chairman of the Board of Directors of Gulf General Investment Company - Chairman of the Investment Group
Mr. Rashid Ali Rashid Dimas Al-Suwaidi	<ul style="list-style-type: none"> - Chairman of Demas Group for Trading, Ready Mix Concrete and concrete products factory. - General Manager and authorized person for the Friends of Patients Committee
Mr. Humaid Mohammed Humaid Al-Omrani Al-Shamsi	<ul style="list-style-type: none"> - Chairman of Shattaf Jewelry - Chairman of the Board of Directors of Emirates and India Exchange - Chairman of Shattaf Commercial Board - Dubai - Chairman of Shattaf Steel Industry
Mr. Ali Mohammed Kayed	N/A

New board of directors:

Name	Position & Company Name
Sheikh Faisal bin Khalid Sultan Al-Qasimi	<ul style="list-style-type: none"> - Chairman of Al-Qassimi Group in Sharjah - Chairman of Travel Agents Society.
Sheikh Abdullah bin Mohamed Ali Al Thani	<ul style="list-style-type: none"> - Chairman of Air Arabia in Sharjah - Chairman of Sharjah Golf & Shooting Club
Sheikh Khalid bin Abdullah Sultan Al-Qasimi	N/A
Sheikh Ahmad Abdlla Mohammed Ali Al Thani	<ul style="list-style-type: none"> - Member of the board of directors of Sharjah Air Navigation Services Co. LTD (SASCO). - Chairman of the board of directors of Sharjah club.

Sheikh Saoud Nasser Rashid Abdulaziz Al Moalla	<ul style="list-style-type: none"> - General Manager of Umm Al Quwain General Investment Company. - Board Member of the Kuwaiti Emirati Holding Co.
Mr. Rashid Ali Rashid Dimas Al-Suwaidi	<ul style="list-style-type: none"> - Chairman of Demas Group for Trading, Ready Mix Concrete and concrete products factory. - General Manager and authorized person for the Friends of Patients Committee
Mr. Salem Abdulla Salem Al Hosani	<ul style="list-style-type: none"> - Deputy Chairman - Medical Projects Co. - Chairman - Umm Al Quwain General Investment co. - Chairman of the board of directors of Al Salem Co. LTD. - Chairman of the board of directors of the Coast Centre for shares. - Owner of the Coast Real Estate Centre.
Mr. Abdulla Mohamed Salih Al Zarooni	<ul style="list-style-type: none"> - Board of directors' member of National Bank of Umm Al Quwain. - Board member of Marsa Um Al Quwain Co.
Miss. Noura Mahmoud Mohamed Al Mahmoud Al Ali	NA

B- Statement of representation percentage of women in the Board of Directors for 2022:

Miss. Noura Mahmoud Al Ali was elected as a board member on 21.04. 2022..

D- Determination of Members of Board of Directors' Remunerations

- The board recommended that the members of the boards of director's be granted an amount of AED. 150,000/- each provided that the approval of the official authorities is obtained to amend article (38) "Board of directors bonus "from the company memorandum of association.
- The board agreed to grant AED. 50,000/- for each member of the board committees for the year 2022.
- The board recommended not to distribute dividends to the shareholders for the year 2022.
- The Company distributed AED 150,000.00 for the Chairman and each member of the board for their extra efforts made by them individuals or groups during 2021.

- Also, the company distributed an amount of AED.250,000/- to the chairman and members of the audit and nomination & remuneration committees (AED. 50,000 for each member and AED. 50,000 for the chairman of both committees).

The Company paid monthly AED 25,000 to the Managing Director, Sheikh Khalid Bin Abdullah Bin Sultan Al Qasimi during the year 2022.

E- Board of Directors' Meetings

- During the year 2022, the Board of Directors has held four meetings as per the following distribution:

Meeting Date	Attendees from amongst Board Members
09.03.2022	Sheikh Faisal bin Khalid Sultan Al-Qasimi, Sheikh Abdullah bin Mohamed Ali Al Thani, Sheikh Khalid bin Abdullah Sultan Al-Qasimi, Mr. Abdullah Juma Al-Sari, Mr. Rashid Ali Rashid Dimas Al-Suwaidi(absent due to medical reasons), Mr. Humaid Mohammed Humaid Al-Omrani Al-Shamsi & Mr. Ali Mohammed Kayed (authorized Mr. Humaid Al Shamsi).

No. of attendance times of members of Board of Directors

- | | | |
|----|------------------------------------------------|-----|
| 1- | Sheikh Faisal bin Khalid Sultan Al-Qasimi | (1) |
| 2- | Sheikh Abdullah bin Mohamed Ali Al Thani | (1) |
| 3- | Sheikh Khalid bin Abdullah Sultan Al-Qasimi | (1) |
| 4- | Mr. Abdullah Juma Al-Sari | (1) |
| 5- | Mr. Rashid Ali Rashid Dimas Al-Suwaidi | (0) |
| 6- | Mr. Humaid Mohammed Humaid Al-Omrani Al-Shamsi | (1) |
| 7- | Mr. Ali Mohammed Kayed | (1) |

- New board of directors:

Meeting Date	Attendees from amongst Board Members
12.05.2022	Sheikh Faisal bin Khalid Sultan Al-Qasimi, Sheikh Abdullah bin Mohamed Ali Al Thani, Sheikh Khalid bin Abdullah Sultan Al-Qasimi, Sheikh Ahmad Abdlla Mohammed Ali Al Thani, Sheikh Saoud Nasser Rashid Abdulaziz Al Moalla (outside the country) ,Mr. Rashid Ali Rashid Dimas Al-Suwaidi, Mr. Salem Abdulla Salem Al Hosani (outside the country) Mr. Abdulla Mohamed Salih Al Zarooni (outside the country) Miss. Noura Mahmoud Mohamed Al Mahmoud Al Ali
07.09.2022	Sheikh Faisal bin Khalid Sultan Al-Qasimi, Sheikh Abdullah bin Mohamed Ali Al Thani, Sheikh Khalid bin Abdullah Sultan Al-Qasimi, Sheikh Ahmad Abdlla Mohammed Ali Al Thani (outside the country) ,Sheikh Saoud Nasser Rashid Abdulaziz Al Moalla ,Mr. Rashid Ali Rashid Dimas Al-Suwaidi (authorized Sheikh Khalid Al Qasimi) Mr. Salem Abdulla Salem Al Hosani (Authorized Mr. Abdulla Al Zarooni) Mr. Abdulla Mohamed Salih Al Zarooni, Miss. Noura Mahmoud Mohamed Al Mahmoud Al Ali
10.11.2022	Sheikh Faisal bin Khalid Sultan Al-Qasimi, Sheikh Abdullah bin Mohamed Ali Al Thani, Sheikh Khalid bin Abdullah Sultan Al-Qasimi, Sheikh Ahmad Abdlla Mohammed Ali Al Thani, Sheikh Saoud Nasser Rashid Abdulaziz Al Moalla ,Mr. Rashid Ali Rashid Dimas Al-Suwaidi (authorized Sheikh Khalid Al Qasimi) Mr. Salem Abdulla Salem Al Hosani, Mr. Abdulla Mohamed Salih Al Zarooni, Miss. Noura Mahmoud Mohamed Al Mahmoud Al Ali

No. of attendance times of members of Board of Directors

1-Sheikh Faisal bin Khalid Sultan Al-Qasimi	(3)
2-Sheikh Abdullah bin Mohamed Ali Al Thani	(3)
3-Sheikh Khalid bin Abdullah Sultan Al-Qasimi	(3)
4- Sheikh Ahmad Abdlla Mohammed Ali Al Thani	(2)
5- Sheikh Saoud Nasser Rashid Abdulaziz Al Moalla	(2)
6- Mr. Rashid Ali Rashid Dimas Al-Suwaidi	(3)
7- Mr. Salem Abdulla Salem Al Hosani	(2)
8- Mr. Abdulla Mohamed Salih Al Zarooni,	(2)
9- Miss. Noura Mahmoud Mohamed Al Mahmoud Al Ali	(3)

F- The number of board decisions issued by passing during the fiscal year 2021 along with an indication of their date.

Not applicable.

G- Tasks delegated by the Board of Directors to the Executive Management

- The company board of directors has authorized the executive management to carry out all affairs related to the nature of the company basic business as stipulated in the Articles of Association of the Company of insurance and reinsurance business, the disbursement of accident compensation and taking decisions that shall have reflected into the benefit of the company.
- The Executive Management shall revert to the Board of Directors in the event of decisions regarding the Company strategic policies. The Board may authorize the Managing Director to do so.
- Appointment of staff, Salary determination, Staff performance evaluation and termination.

- Follow-up and issuance of periodic financial reports to be submitted to the Board of Directors.
- **Authorized Signatories:**
- Authorization by the board of directors members to Sheikh Faisal Al Qasimi, Sheikh Abdulla Al Thani , Sheikh Khalid Al Qasimi, Mr. Rashid Al Suwaidi and Mr. Nader Qaddumi - General Manager to manage all banking relationship and transactions adopting the principal of dual signatory.
- Sheikh Khalid Al Qasimi signing on behalf of the company as per the authorization of the Chairman of the Board of Directors on all formal transactions relating to the company business activity and signing all kinds of contracts, his authorization is unlimited.
- Mr. Nader Qaddumi – General Manager signing on behalf of the company as per the authorization of the Chairman of the Board of Directors on all formal transactions relating to the company business activity and signing all kinds of contracts, his authorization is unlimited.

H- Statement of details of transactions made by related parties (stakeholders)

There are no any contractual transactions or supply chain contracts in order to supply the company with services or commodities from related parties.

I- The complete organizational structure of the company, provided that the managing director, the general manager and / or CEO and the deputy general manager and the directors working in the company make it clear as the financial manager.

Attached.

J- Detailed statement of names of Top Management in the Company, date of their appointment and their total salaries:

Report will be updated in the event of determining top Management for the year 2022:

No.	Name of Employee	Position	Date of Appointment	Total Salaries & Allowances for the year 2022	Total Bonuses paid for the year 2021 AED	Any other Bonuses Cash/Corporate for the year 2021 or due in the future
1	Mr. Nader T. Qaddumi	General Manager	19-08-1986	450,000 + 2,246,329	142,800/-	NA
2	Mr. Issam M. Mehdawi	Assistant General Manager - Fire & General Accident	01-10-1995	489,756 Housing 70,000	33,865/-	NA
3	Mr. Salah Daou	Assistant General Manager - Finance	11-06-1988	384,372 Housing 105,000	26,872/-	NA
4	Mr. Ayed Saleh	Assistant General Manager – Reinsurance	12-09-1998	359,924 Housing 84,875	25,901/-	NA
5	Mr. Mahmoud Shalab	Manager - Marine Dept.	12-02-2012	344,676 Housing allowance 60,000	23,112/-	NA

4- External Auditor

A- About the External Auditor

Grant Thornton undertakes the company's external auditing work, which is one of the leading international auditing firms accredited in the country, and the company audits the company's accounts commissioned by the general assembly.

Grant Thornton is one of the leading companies in the world in the field of auditing as it ranges between the fifth and sixth ranks at the level of auditing companies in the world. It has 800 offices located in more than 130 countries around the world and has more than 50,000 employees.

Grant Thornton company in the United Arab Emirates has three offices distributed in each of Abu Dhabi, Sharjah and Dubai, where the number of its employees within the state is about 450 employees distributed over several activities, including auditing, taxes and various financial consultations

B- External Auditor's Fees

It was approved by the general assembly of the Company on 21.04.2022 to appoint Grant Thornton as the company's external auditor for the year 2022 as he performs the standard audit in the public joint stock companies. The name of the partner auditor, Dr. Osama Al Bakri

The auditor's fees are set at an amount of 420,000 dirhams annually by the company's general assembly.

Name Of Audit Firm And Name Of The Partner Auditor	Grant Thornton. (Dr. Osama Al Bakri))
No. of years spent as company external auditor	4
Number of years the partner auditor has spent auditing the company's accounts	1
Total fees for auditing and reviewing the financial statements (interim and annual) for the year 2022 (AED)	AED 420,000
Fees and costs of other special services other than auditing the financial statements for the year 2022 (AED), if any, and in the absence of any other fees, this is expressly stated	None
Details and nature of other services provided (if any) and in the absence of other services, this shall be expressly stated	None

A statement of other services that <u>an external auditor other</u> than the company's auditor provided during 2022 (if any). In the absence of another external auditor, this is explicitly mentioned	No other external auditor has provided other services to the company during the year 2022.
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C- Reservations of the external auditor that he included in the interim and annual financial statement for the year 2022:

There were no reservations from the external auditor during the year 2022.

5 - Audit Committee Members:

Mr. Abdullah Juma Al-Sari	Chairman	Independent
Mr. Ali Mohammed Kayed	Member	Independent
Mr. Ali Shalabi	Member	Outsider

New Audit Committee Members

Mr. Mr. Abdulla Mohamed Salih Al Zarooni,	Chairman	Independent
Sheikh Ahmed Abdlla Al Thani	Member	Independent
Mr. Ali Shalabi	Member	Outsider

Functions of Audit Committee:

- Development and application of the contracting policy with the external auditor, submit a report to the Board of Directors specifying issues that it considers important in order to take action with them and submitting the recommendation of the steps to be taken.
- Monitoring and surveillance of the independence and objectivity of the external auditor, discussion of the nature and scope of the audit and its effectiveness in accordance with the approved auditing standards.
- Monitoring the integrity of the company financial statements, reports (annual, semi-annual and quarterly), and reviewing them as part of its normal work during the year, and hence shall focus in particular onto the following:
 - Compliance with the accounting standards determined by the Authority.
 - Adherence to the rules of incorporation, disclosure and other legal requirements related to the preparation of financial reports.
 - Highlighting the areas of management discretion.
 - Significant and substantial revisions resulting from the audit.
 - Any changes in the Company financial and accounting policy.
- Coordination with the Board of Directors of the Company, the Executive Management, the Financial Manager or the Manager acting the same functions in the company in order to perform its duties, and meet with the external auditor of the company at least once a year.
- Reviewing the financial control, internal control and risk management rules of the company.
- Discussion of the internal control system with management, ensuring that it fulfills its duty to establish an effective internal control system.
- Considering the results of the main investigations in internal control matters assigned to them by the Board of Directors or are initiated by the Committee and approved by the Board of Directors.
- Ensuring that there is coordination between the internal auditor and the external auditor, ensuring the necessary resources are available to the internal audit body, reviewing and monitoring the effectiveness of that body.

- Reviewing the financial and accounting policies and procedures of the company.
- Reviewing the External Auditor's letter of work, its work plan and any material queries raised by the auditor on the executive management regarding accounting records, financial accounts or control systems and their response and approval.
- Ensuring that the Board of Directors responds in a timely manner to the clarifications and questions raised.
- Ensuring the application of the rules of work for the functions and powers entrusted to by the Board of Directors.
- Reporting to the Board of Directors on the issues listed herein.
- The Committee shall be the linking ring (interface) between the Board of Directors and the internal auditors.
- Ensuring that the company does not violate the laws and regulations in force in the United Arab Emirates.
- Seeking assistance, whenever necessary, of the independent consultants in order to carry out specialized studies to assist the Committee in carrying out its tasks and determining their fees.

Audit Committee Meetings:

The auditing committee has held four meetings during the year 2022 on the following dates:

Meeting Date	Attendees
08.03.2022	Mr. Abdullah Juma Al-Sari, Mr. Ali Mohammed Abdullah Kayed & Mr. Ali Shalabi.

New Audit Committee Meetings :

Meeting Date	Attendees
06.09.2022	Mr. Abdulla Mohamed Salih Al Zarooni , Sheikh Ahmed Abdlla Al Thani (outside the country) & Mr. Ali Shalabi.
06.10.2022	Mr. Abdulla Mohamed Salih Al Zarooni , Sheikh Ahmed Abdlla Al Thani & Mr. Ali Shalabi.
28.11.2022	Mr. Abdulla Mohamed Salih Al Zarooni , Sheikh Ahmed Abdlla Al Thani (outside the country) & Mr. Ali Shalabi.

" Mr. Abdulla Mohamed Salih Al Zarooni Chairman of the Audit Committee, acknowledges his responsibility for the committee system in the company and for his review of its work mechanism and ensuring its effectiveness."

Signature: _____



6 - Nomination and Remuneration Committee

Mr. Abdullah Juma Al-Sari	Chairman	Independent
Mr. Rashid Ali Rashid Dimas Al-Suwaidi	Member	Non-Independent
Mr. Humaid Mohammed Humaid Al-Omrani Al-Shamsi	Member	Independent

Functions of Nomination and Remuneration Committee

- Ensuring the independence of independent members.
- Preparing the policy for the granting bonuses, benefits, incentives and salaries to the members of the company Board of Directors and its employees, and reviewing them on an annual basis. The Committee shall also verify that the remuneration and benefits granted to the Company Executive Management are reasonable and proportionate.
- Identifying the company need of competencies at the level of senior executive management and employees and the bases for their selection.
- Preparing, reviewing the Human Resources policy and training the company and reviewing it annually.
- Organizing and following up the procedures for the nomination to the Board of Directors in accordance with the applicable laws and regulations based on the decision of the Chairman of the Board of Directors No. (7/R.M) for the year 2016 in regards of the standards of institutional discipline and governance of public shareholding companies.
- Reviewing the structure of the Board and making recommendations regarding possible changes to the Board structure for the next session of the Board.

Meetings of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has held one meeting during the year 2022 on the following date:

Meeting Date	Attendees
08.03.2022	Mr. Abdullah Juma Al-Sari , Mr. Rashid Ali Rashid Dimas Al-Suwaidi & Mr.. Humaid Mohammed Humaid Al-Omrani Al-Shamsi

The following topics and matters have been discussed:

1. The annual remuneration of the staff.
2. Company business affairs and expanding their scope of business.
3. Ensuring the independence of independent members.

"Mr. Abdullah Juma Al-Sari, Chairman of the Nomination & Remuneration Committee, acknowledges his responsibility for the committee system in the company and for his review of its work mechanism and ensuring its effectiveness."

Signature: -----

New Nomination and Remuneration Committee

Sheikh Saoud Nasser Rashid Al Moalla	Chairman	Independent
Mr. Rashid Ali Rashid Dimas Al-Suwaidi	Member	Non-Independent
Mr. Abdulla Mohamed Salih Al Zarooni	Member	Independent

No meeting was held by the new committee during the year 2022.

7- Insiders' Trading Follow-Up and Supervision Committee

A follow-up committee shall have been set up for the supervision of the insider transactions in accordance with the decision of the Board of Directors of the Securities and Commodities Authority No. (7/R.M) for the year 2016. This committee shall be consisting of two employees with knowledge onto the stock trading, whose task shall be monitoring and supervising the transactions of insiders after having obtained the necessary information about the nature of the committee and its functions through the forum of governance held on 30-01-2018. This function to be done periodicaly and especially during the period which shall prohibit insiders peruse the shares trading of the company.

Committee Members:

- Mr. Khalid Attieh - Investment Officer
- Mr. Bilal Nafee - Chief Accountant

Competences and Functions of the Insiders' Trading Follow-Up and Supervision Committee

- Revision & surveillance of the trading policies of insiders.
- Revision of the reports of the transactions carried out by the insiders.
- Studying and giving prior approval of applications for trading in shares and securities.

Functions of Insiders' Trading Follow-Up and Supervision Committee

- Holding meeting at least twice per annum.
- Formulation of declarations of insiders and supervision of their contracts
- Informing the Abu Dhabi Financial Market and the Securities and Commodities Authority in case of violation of the trading policy requirements of insiders.
- Reviewing the trading reports of insiders at the end of each quarter of the fiscal year.
- Monitor the trading policy of insiders annually in accordance with the rules of disclosure, transparency and governance requirements.

Summary of the committee report during 2022:

- It was noticed that one of the board of directors' members made a shares purchase transaction during the financial year 2022. Beside that, there were no purchases or sales of insiders during the year 2022.
- Monitor the trading policy of knowledgeable people annually in compliance with the rules of disclosure, transparency and governance requirements.

Mr. Khaled Attieh acknowledges his responsibility for the system of monitoring and supervising the transactions of insider people in the Company and for his review of his work mechanism and ensuring its effectiveness."

Signature: _____


8- Investment committee was formed as follows :

Sheikh Khalid Bin Sultan Al Qasimi	Chairman	Non-Independent
Mr. Salem Abdulla Al Hosani	Member	Non Independent
Mr. Salah Fouad Daou	AGM -Finance	

The committee met on 27.04.2022 and developed the strategic plan for the investment policy in shares.

9- Internal Control System

The Board of Directors shall determine the objectives, functions and powers of the Internal Control Department, so that it shall enjoy sufficient independence for carrying out its duties. The Board of Directors shall be directly responsible for the internal control system and its revision and effectiveness, in accordance with the provisions of article (8) of the Securities & Commodities Authority No. (7/R.M) for the year 2016 in regards of the standards of institutional discipline and the governance of the public shareholding companies.

Internal Control Department Work Mechanism:

1. Coincidence and accuracy of financial and accounting information and data.
2. The extent of protection of the Company assets.

3. The extent of consistency and compliance of the control mechanism with the policies and plans that are set by the company management.
4. Developing the preventive control in order to avoid the occurrence of undesirable events and setting up policies to address the unsafe situations.
5. Ensuring the efficiency of internal control staff.
6. Supervision and inspection.

Internal Control Manager shall carry out the following:

1. Preparation of the annual internal control plans in coordination with the executive management.
2. Submission of detailed reports to the executive management on the internal control system and setting up proposals for the development of performance periodically and regularly.
3. Implementation of the control plans being set up and in line with the company strategy.
4. Communication with the company employees via e-mail and memos in order to raise awareness of internal controls.

Experience and qualifications of Internal Control Dept. Manager: Mr. Javid Saleh Khateeb – Date of Appointment: 01-03-1993

- Holder of BA in Business Sciences from Bombay University – Year 1984.
- Participated in large number of courses and conferences relevant to the financial internal control.
- Diversified expertise in business companies in Bombay.
- Specialized experience in financial control and management in insurance sector for more than 25 years.

Compliance Officer:

The Compliance Officer shall upon commission from the Board of Directors verify the scope of company and staff observation with the rules, laws and regulations issued.

Experience and qualifications of Compliance Officer:**Mr. Yusuf Al-Otaibi - Date of Appointment: 13-03-2019**

- Long experience in accounting, auditing and financial matters.
- He holds a CPA certificate from UK.
- BA in Accounting from India.

Internal Audit Manager:

The Internal Audit Department, was established during the second half of the year 2020, the company's internal audit charter, which was approved by the Board of Directors.

Experience and qualifications of Internal Audit Manager:**(Mr. Tarek Jabri - Date of Appointment 10/05/2020):**

- He has extensive experience in the field of Internal and External Auditing of more than 20 years.
- Member of the UAE Internal Auditors Association (UAE IAA)
- He holds a BA in Accounting from Alexandria University - Egypt.
- Certified Internal Auditor.

Independence of the Internal Control Dept.

The components of the independence of the Internal Control Department shall include that the Internal Control Department must be directly linked to the Board of Directors.

How does the Department deal with the big problems in the company?

The Company has not encountered any problems that require Internal Control Department interference for their settlement.

Number of reports issued by the internal control; department to the board of directors:

The internal audit department reports are submitted to the audit committee who in return will issue a report to the board of directors for their review, discussion and taking the necessary decisions and procedures to address outstanding issues.

10- **Financial violations recorded by the company during the fiscal year ending 31.12.2022**

N/A

11- **The company's contribution during the year 2021 to the development of the local community and the preservation of the environment.**

N/A

12- **General Information**

AL BUHAIRA NATIONAL INSURANCE CO.

ABNIC Share Price

DATE	OPEN (AED)	LOW (AED)	HIGH (AED)	CLOSE (AED)	VALUE (AED)	VOLUME	TRADES	A
16/12/2022	2.55	2.55	2.55	2.55	160,201.00	62,824	1	
14/12/2022	2.5	2.5	2.5	2.5	13,750.00	5,500	1	
9/12/2022	2.45	2.45	2.45	2.45	7,350.00	3,000	1	
28/06/2022	2.3	2.3	2.3	2.3	51,750.00	22,500	1	-
24/05/2022	2	2	2	2	74,782.00	37,391	1	
13/01/2022	2	2	2	2	100,000.00	50,000	1	-

- **Historical Trading**

There was no historical trading during the year 2022

- **Distribution of Shareholders as per the volume of ownership as of 31/12/2021**

Shareholder's Classification	Individuals	Companies	Government	Total
Local	137,015,888	62,704,237	0	199,720,125
Arab	25,259,865	0	0	25,259.865
Foreign	20,010	25,000,000	0	25,000,010
Total	162,295,763	87,704,237	0	250,000.000

- **Distribution of of shareholders' ownership as of: 31/12/2021**

Ownership of Shares (share)	No. of Shareholders	No. of Shares owned	Percentage of shares owned in company capital
< 50,000	37	640,081	0.25 %
From 50,000 to: 500,000	35	5,994,192	2.45 %
From: 500,00 to: 5,000,000	17	29,095,604	11.6 %
More than 5,000,000	11	214,270,123	85.7%
Total	100	250,000,000	100%

- **Shareholders who own 5% & More in Company Capital**

Percentage of Shares owned in the Capital	No. of Shares	Shareholder's Name
16.35%	40,888,360	Salem Abdullah Al Hosani
13.47%	33,671,426	Sheikh Abdullah bin Mohammed Ali Al Thani
12.38%	30,949,341	Sheikh Faisal bin Khalid bin Sultan Al-Qasimi
10.00 %	25,000,000	FAB Private Bank(Suisse) SA
9.8%	24,500,000	UAQ General Investment Co.
9.29%	23,229,905	Suha Elmi F Nabulsi

- **Name and contact details of the Investor Relations Officer:**

Mr. Salah Daou - Tel. 065174472 email salah@albuhaire.com

Link to the Investor Relations page on the company website.

<https://www.albuhaire.com/investor-relations> -

- **A statement of the special resolutions that have been presented in the General Assembly meeting held during the year 2022 and the actions taken in their regards:**

A decision to amend some articles of the company's articles of association "The procedures are followed up with the concerned authorities.

- **Name of rapporteur/ Determinant of the Board meetings and date of appointment:**

The name of the rapporteur for the meetings of the Board of Directors is Mr. / Mohamed Amin Al-Jazzar, and he was appointed as the meeting rapporteur on 03.03.2021.

- He holds a law degree from the Lebanese University.
- He has more than nineteen years of experience in the field of insurance companies in the legal departments

- **Substantial events during the year 2022**

There have been no major events during the year 2022.

- **A statement of the transactions carried out by the company with related parties during the year 2021, which are equal to 5% or more of the capital:**

No deals.

- **Statement of the percentage of Emiratization / localization within the company by the end of the year 2021:**

The percentage of localization in the company has been 7.3% in 2019 & 9 % for the year 2020 & 2021. and reached 10% during 2022. The company is working to increase that percentage.

- **A statement of the projects and innovative initiatives which the company has undertaken or is under development during the year 2022**

The company innovation officer – Mrs. Ibtihaj Haidar (UAE National), and she is currently attending training courses in the field of innovation which will soon be translated into innovative initiatives.

Signatures:

Chairman of Board of
Directors



Date: 29.03.2023

Auditing Committee
Chairman



Date: 29.03.2023

Nomination and
Remuneration
Committee Chairman



Date: 13.04.2023

Internal Control Manager



Date: 29.03.2023



Company's Official Seal