

annual report
To the Board of Directors of Amana
Cooperative Insurance Company
for the year 2022 AD

The Board of Directors of Amana Cooperative Insurance Company is pleased to present to the honorable shareholders its annual report, including the most important plans, decisions, operating activities, financial results and disclosures according to the rules and regulations, and accompanied by the audited financial statements and clarifications for the fiscal year ending on 12/31/2022 AD. We would like to point out that the report was prepared in accordance with the requirements of the Companies Law issued by the Ministry of Commerce and the Governance Regulations and instructions issued by the Capital Market Authority and the Central Bank of Saudi Arabia. The report presents detailed information about the company's activities, achievements and business results during the year 2022

God grants success

The Board of Directors of Amana Cooperative Insurance Company

First: Company Profile:

Amana Cooperative Insurance Company (Amana) is a Saudi public joint stock company established pursuant to Cabinet Resolution No. 188 dated 06/08/1430 AH corresponding to 06/01/2009 AD and Royal Decree No. M/35 issued on 06/10/1430 AH corresponding to 03/06/2009 AD. The judge approved the establishment of the company in accordance with the Companies Law issued by Royal Decree No. M/6 dated 03/22/1385 AH, and the Cooperative Insurance Companies Control Law issued by Royal Decree No. M/32 dated 02/06/1424 AH and its implementing regulations issued by Ministerial Resolution No. 1/596 And dated 01/03/1425 AH, with a paid-up capital of 320 million Saudi riyals, where 40% of the capital was offered for initial public subscription on 03/22/2010, and Amana obtained a permit to practice the activity of general insurance and health insurance from the Central Bank of Saudi Arabia No. T M N / 30/20107 dated 07/24/1431 AH corresponding to 07/06/2010 AD.

The company's capital was reduced to 140 million riyals, according to the decision of the Extraordinary General Assembly held on 02/19/2017. The company also increased its capital to 240 million riyals, according to the decision of the Extraordinary General Assembly held on 01/28/2019. The company also reduced the company's capital to 130 million riyals, according to the decision of the extraordinary general assembly held on 05/23/2021 AD. The company also increased its capital to 430 million riyals, according to the decision of the Extraordinary General Assembly held on 05/29/2022 AD.

The company was founded by a number of leading companies in the region, in addition to a group of major investors.

a) Company activity:

The company offers a wide range of insurance solutions designed to meet the special needs of our customers, both companies and individuals, as Amana portfolio provides a variety of products covering health insurance, vehicle insurance, property insurance, marine insurance, engineering insurance, liability insurance and various accidents, and it falls under each type of these insurances. Many specialized documents that cover the activities of various business sectors such as industry, trade and service sectors.

b) Company vision:

To be one of the best leading companies in the Kingdom in the field of providing cooperative insurance services by providing products that are compatible with customers' requirements and providing them with the best services.

c) Company message:

Providing insurance products and services of the highest quality to its customers in accordance with the latest approved international standards, providing them with confidence and added value, and establishing close and long-term relationships with them throughout the Kingdom.

d) Company strategy:

The company's strategy is based on growing its business steadily and sustainably in the long term, through effective business plans to successfully manage the company's business by achieving its various objectives towards the target sectors, in order to be able to provide an integrated set of insurance products and services that are compatible with the needs and requirements of customers and provide security and protection for their business through Effective risk management and to reach the

highest risk management and protection of its customers, in addition to seeking to obtain a high credit rating to ensure the highest levels of current and future financial solvency of the company.

The company's strategy also aims to develop a balanced insurance portfolio compliant with the provisions of Islamic law of types of health and general insurance, serving the needs and requirements of the company's clients from various sectors and specialties through its regional departments in the central, western and eastern regions, in addition to strengthening its relations with insurance brokers and agents in the market. Insurance.

*** The company's capital and free shares:**

The authorized capital of the company is 430 million Saudi riyals, consisting of 43 million ordinary shares, the value of each share is 10 Saudi riyals.

The number/value	statement
430,000,000 SAR	The authorized capital
43,000,000 shares	The number of issued shares
	Free stock
SAR 430,000,000	paid Capital
SAR 10	The nominal value of each share
SAR 10	The value paid per share

List of main owners:

Based on the rules for offering securities and continuing obligations, we show in the table below a description of any interest in the category of shares with voting entitlement belonging to persons (other than the Board of Directors and senior executives) who have an interest of (5%) or more, and any change in that eligibility

during the year 2022 AD :

Percentage change	Ownership at the end of 2022AD	The number of shares at the end of 2022AD	Ownership at the beginning of 2022AD	The number of shares at the beginning of 2022AD	the name
%3,46	%10,177		%13,638	1,772,975	AMANA GULF

f) Product development:

The company works to increase the volume of written insurance premiums through the permanent development of its products through cooperation and coordination between the marketing and sales departments and the various technical departments, taking into account the requirements of the Saudi insurance market, its variables and the relevant regulatory laws, in order to meet the needs of customers, both individuals and institutions. In this regard, we would like to point out that a Products Committee emanating from the Risk Committee was formed in order to develop products in line with the requirements of the Central Bank of Saudi Arabia, the Insurance Products Regulations issued in December 2020 AD, which in turn will review and evaluate all products and develop them if necessary, as well as provide new products based on the latest developments in the local market.

Second: Market Look:

Future expectations:

The Saudi insurance sector is witnessing structural changes that are a reflection of regulatory, economic, investment and social factors that will raise the size of the challenges that this sector will face in the next stage. in the technological and information work environment.

Third: Company Performance:

a) The most important developments:

- 1- The shareholders of Enaya Cooperative Insurance Company did not vote to merge with Amana Cooperative Insurance Company on 01/09/2022 AD.
- 2- The Board of Directors' recommendation to raise the company's capital to 300 million, to become 430 million on 01/17/2022.
- 3- Updating the future strategic plan of Amana Company (this included an assessment of the current situation of Amana Company in light of the data of the Saudi insurance market, and the challenges that the company may face in the future, and determining the strategic option on which the company's strategic plan will be based, and drawing a strategic road map for the company, containing initiatives necessary for its implementation, and to develop a general vision of the administrative structure of the company, to ensure the achievement of strategic objectives).
- 4- Be guided by actuarial standards to reduce loss rates and improve profitability.
- 5- Implementation of some procedures and means of control that allow claims and accidents to be processed in accordance with the requirements of the

supervision and control authorities, and to ensure the level of adequacy of reserves and financial allocations for those claims in order to achieve the financial security of the company, with continuous improvement of work mechanisms in the management of compensation services to raise the level of service quality to suit the needs of customers.

- 6- Taking a series of developmental and organizational initiatives to support the company's strategic objectives and comply with the procedures in force internally, including: (development of the company's organizational structure, professional preparation of internal regulations and policies, preparation and development of a job description for all the company's functions, including the most important tasks, responsibilities, requirements of administrative competence and practical experience
- 7- Developing the infrastructure for information technology management and information security.
- 8- Successfully renewing the reinsurance program in all insurance products that the company markets.
- 9- Developing staff skills through programs and training courses, in addition to passing the insurance basics certification exam in accordance with the requirements of the Central Bank of Saudi Arabia.

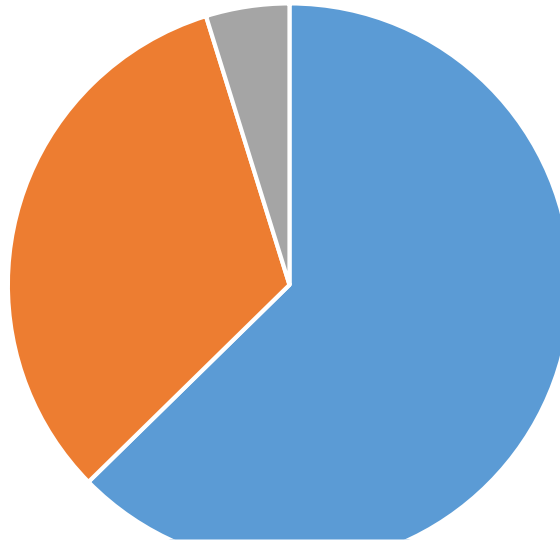
b) Sales:

In the fiscal year ending on 12/31/2022 AD (12 months), the company achieved sales with a total value of 230 million Saudi riyals, and the company seeks to complete the sales infrastructure by providing its regional departments with the necessary human

resources to support sales operations during the coming period, in addition to increasing The powers granted to the regional departments to facilitate sales management and speed up customer procedures in order to provide better service. The following is a summary showing the types of insurance and their percentages of the total insurance premiums for the year 2022:

The percentage of total insurance premiums	Insurance type
%62.64	health insurance
%32.55	Cars Insurance
%4.79	General insurances

المحفظة التامينية 2022



c) Technical aspects:

The company has renewed reinsurance agreements with local and international reinsurance companies that have full knowledge of the dynamics of the Saudi

insurance market and have the highest ratings by international institutions in this field, in order to achieve the highest levels of protection for its customers on the one hand, and the management and distribution of insurance risks resulting from underwriting operations. On the other hand, they also have extensive knowledge about the Saudi insurance market, and these agreements enabled the company to conduct its business with high flexibility and higher accuracy in risk management.

d) Investments:

The company has adopted a new investment strategy to diversify the investment portfolio and enhance the performance of the portfolio, as the company invested directly in fixed income instruments and stocks, in addition to dealing with several banks to obtain a higher return on short-term deposits.

The company's investments in both insurance operations and shareholders' operations **consist of the following:**

1. Insurance operations: represented in an investment of SAR 1.9 million in Najm Insurance Services Company (a Saudi limited liability company), which is engaged in the business of “inspection expert, loss estimator, and insurance claims settlement specialist.”
2. Shareholders' operations: It consists of investments in the following:
 - a. Investments available for sale - Murabaha amounting to 102.7 million Saudi riyals.
 - B. Held-to-maturity investments - government and corporate bonds amounting to SAR 12.5 million.
 - c. Investments available for sale - local shares amounting to 3.5 million Saudi riyals.

d. Financial Highlights:

The following is a review of the most important financial indicators and details of the results of the financial year ending on 31/12/2022G (12 months):

4-1 Statement of Insurance Operations:

The numbers are in thousands of Saudi riyals

	2022	2021	2020	2019	2018	2017
REVENUES						
Gross premiums written	230,515	275,487	329,519	248,054	137,446	71,967
Reinsurance premiums ceded	(3,580)	(4,630)	(5,361)	(10,461)	(43,376)	(36,504)
Excess of loss expenses	(24,280)	(51,187)	(44,637)	(6,023)	(2,941)	(2,064)
Net premiums written	202,655	219,670	279,521	231,570	91,129	33,399
Changes in unearned premiums - net	18,056	27,182	(42,999)	(47,900)	(28,595)	14,467
Net premiums earned	220,711	246,852	236,522	183,670	62,534	47,866
Reinsurance commissions	628	1,090	1,992	1,975	2,895	10,337
Other underwriting income	17,715	190	10,786	16,419	4,610	12,083
NET REVENUES	239,054	248,132	249,300	202,064	70,039	70,286
UNDERWRITING COSTS AND EXPENSES						
Gross claims paid	219,339	314,929	220,510	174,422	59,359	96,680
Reinsurers' share of claims paid	(12,099)	(53,778)	(27,736)	(46,439)	(26,996)	(33,759)
Net claims paid	207,240	261,151	192,774	127,983	32,363	62,921
Changes in outstanding claims & IBNR - net	(9,044)	(2,166)	18,905	22,844	(3,775)	(32,834)
Net claims incurred	198,196	258,985	211,679	150,827	28,588	30,087
Changes in premiums deficiency reserve	(12,849)	11,455	292	(447)	10,715	643
Policy acquisition costs	29,885	28,357	24,841	17,510	5,353	8,664
Changes in other technical reserves	(2,589)	(977)	(6,145)	9,324	251	(3,400)
Inspection and supervision fees	8,820	11,977	16,214	12,746	5,840	1,724
Operation and management salaries	31,758	35,987	28,061	29,341	27,578	23,487
General and administrative expenses	30,252	25,869	38,610	16,494	13,614	11,606
The sum of all costs and expenses	283,473	371,653	313,552	235,795	91,939	72,811
Total (loss)/income for the year attributable to the shareholders	(44,419)	(123,521)	(64,252)	(33,731)	(21,900)	(2,525)
Accumulated losses	(210,368)	(157,227)	(147,503)	(85,666)	(44,572)	(22,768)

4-2 Statement of Shareholder Operations:

The numbers are in thousands of Saudi riyals

	2022	2021	2020	2019	2018	2017
Total (loss)/income for the year attributable to the shareholders	(44,419)	(123,521)	(64,252)	(33,731)	(21,900)	(2,525)
Total expenses from shareholders' operations	(4,127)	(3,538)	(1,555)	(1,770)	(2,730)	(2,018)
Total income from shareholders' operations	4,751	5,653	8,534	7,795	4,413	5,296
Total comprehensive loss/(gain) for the period	(43,795)	(121,406)	(57,273)	(27,706)	(20,217)	753
Zakat and income tax	(3,450)	2,270	(4,564)	-	-	-
Change in fair value of available for sale investments	560	1,564	648	2,951	216	275
Transferred from fair value reserve to income for the year	(2,114)	(455)	(2,223)	8	(99)	(2,170)
Total comprehensive loss/(gain) for the period	(48,799)	(118,027)	(63,412)	(24,747)	(20,100)	(1,142)
Loss per share - basic and diluted (SAR)	-1.67	-9.16	-2.58	-1.62	-1.26	0.05

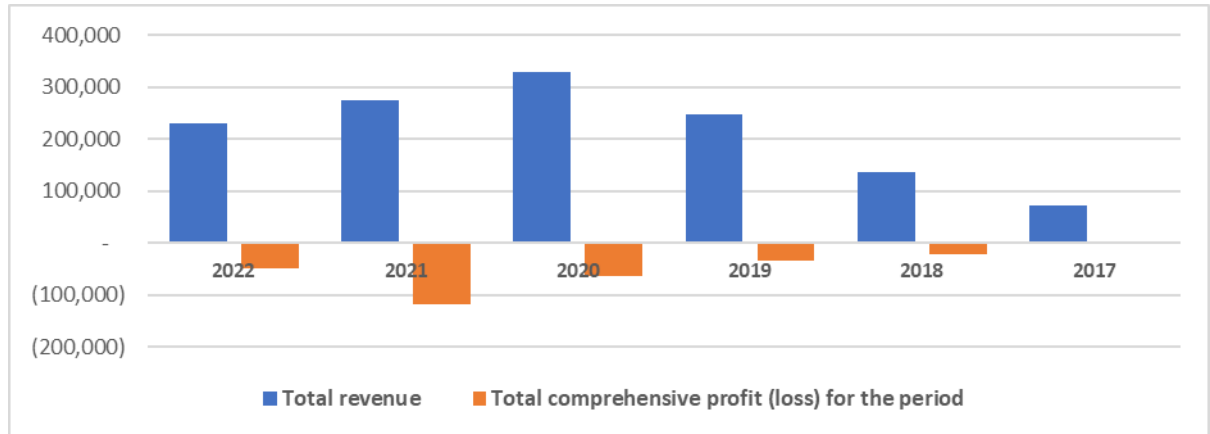
The numbers are in thousands of Saudi riyals

	2022	2021	2020	2019	2018	2017
Total liabilities and shareholders' equity	283,533	116,003	237,268	276,568	218,398	210,344
Total insurance operations liabilities	236,698	279,013	354,195	270,434	233,853	229,211
Total insurance assets	283,533	116,003	237,268	276,568	218,398	210,344
Total assets of insurance operations	236,698	279,013	354,195	270,434	233,853	229,211

The numbers are in thousands of Saudi riyals

	2022	2021	2020	2019	2018	2017
Total revenue	230,515	275,487	329,519	248,054	137,446	71,967
Total comprehensive profit (loss) for the period	(48,799)	(118,027)	(64,616)	(34,843)	(21,687)	(1,142)

The reason for the decrease in losses during the current year compared to the previous year is due to the decrease in underwriting costs and expenses by 28.51%.



The main reason for the losses for the fiscal year 2022 is mainly due to increase in claims in the motor sector, in addition to other operating expenses.

In order to diversify and balance the company's insurance portfolio, since the beginning of 2022, the company has expanded the motor insurance market, especially through electronic channels, in order to acquire an appropriate share, but the company has incurred losses in return as this market is characterized by intense competition in prices.

The requirements of the local insurance industry, including specialized and administrative cadres, and technical and accounting systems, contributed to the increase in administrative and general costs. Noting that the company has taken corrective measures to reduce the rate and size of loss for the insurance sectors and implemented a plan to reduce administrative and general expenses.

4-3 Statement of Financial Position:

The numbers are in thousands of Saudi riyals

	2022	2021	2020	2019	2018	2017
Insurance Operation assets:						
Cash and cash equivalents	56,161	21,368	35,667	21,230	25,935	20,138
Premiums and reinsurers' receivable - net	70,316	87,543	129,207	79,559	21,519	17,811
Reinsurers' share of unearned premiums	1,436	1,433	2,056	4,866	17,189	14,846
Reinsurers' share of outstanding claims	1,688	1,267	11,763	19,390	33,271	73,624
Other assets	107,097	167,918	175,502	145,389	135,939	102,792
Total assets of insurance operations	236,698	279,529	354,195	270,434	233,853	229,211
Shareholders' assets:						
Cash and cash equivalents	97,601	35,672	138,316	139,278	105,639	128,725
Investments available for sale	104,320	13,259	10,949	17,375	6,548	20,000
Other assets	81,612	67,072	88,003	119,915	106,211	61,619
Shareholders' total assets	283,533	116,003	237,268	276,568	218,398	210,344
TOTAL ASSETS	520,231	395,532	591,463	547,002	452,251	439,555
	2021	2021	2020	2019	2018	2017
Insurance Operation liabilities:						
Reinsurance balances payable	9,212	8,176	22,550	12,976	23,936	12,058
Other technical reserves	181,567	224,173	255,872	208,158	153,684	155,907
Other Liabilities	45,509	46,401	76,737	48,521	55,454	60,467
Total insurance operations liabilities	236,288	278,750	355,159	269,655	233,074	228,432
Surplus distribution payable	410	779	779	779	779	779
Total liabilities and surplus of insurance operations	236,698	279,529	355,938	270,434	233,853	229,211
Liabilities and Shareholders' Equity:						
Shareholders liabilities	62,861	140,636	143,286	119,174	122,853	93,112
Shareholders' equity	220,672	(24,633)	92,239	157,394	95,545	117,232
Total liabilities and shareholders' equity	283,533	116,003	235,525	276,568	218,398	210,344
Total liabilities and shareholders' equity	520,231	395,532	591,463	547,002	452,251	439,555

4-4 Statement of Changes in Shareholders' Equity:

The numbers are in thousands of Saudi riyals

	Share capital	Accumulated losses	Actuarial -reserve on end of-service benefits	Fair value reserve for -available-for sale investment	Total equity
Balance on January 1, 2022 – (Audited)	130,000	(157,227)	(1,451)	2,594	(26,084)
Comprehensive loss for the year:					
Change in fair value of available-for-sale investments	-	-	-	560	560
Total loss for the year attributable to the shareholders	-	(47,245)	-	-	(47,245)
Transferred from fair value reserve to the income for the year	-	-	-	(2,114)	(2,114)
Actuarial gain on end-of-service benefit	-	-	(1,499)	-	(1,499)
Increase in Share Capital	300,000	-	-	-	300,000
Transaction cost for Increase in Share Capital	-	(5,896)	-	-	(5,896)
Balance on December 31, 2022 – (Audited)	430,000	(210,368)	(2,950)	1,040	217,722
Balance on January 1, 2021 – (Audited)	240,000	(147,503)	(1,743)	1,485	92,239
Comprehensive loss for the year					
Change in fair value of available for sale investments	-	-	-	1,564	1,564
Total loss for the year attributable to the shareholders	-	(119,136)	-	-	(119,136)
Transferred from fair value reserve to the income for the year	-	-	-	(455)	(455)
Actuarial loss on end-of-service benefit	-	-	292	-	292
Capital Reduction	(110,000)	110,000	-	-	-
Transaction cost for Capital Reduction	-	(588)	-	-	(588)
Balance on December 31, 2021 – (Audited)	130,000	(157,227)	(1,451)	2,594	(26,084)

4-5 Segmental Information:

The company's products are divided into three main sectors: the medical sector, which provides health insurance coverage, the motor insurance sector that provides comprehensive insurance and vehicle liability insurance, and the property and accident sector, which includes property, accident, engineering, marine freight and general accident insurance. The following are the sectors' results and their contribution to the results and volume of business Company:

The numbers are in thousands of Saudi riyals

<u>Operating segment</u>	Medical	Motor	Property & casualty	Unallocated	Total - Insurance operations
Revenues					
Gross premiums written	144,407	81,643	4,465	-	230,515
Reinsurance premiums ceded	-	-	(3,580)	-	(3,580)
Excess of loss expenses	(20,359)	(3,613)	(308)	-	(24,280)
Net premiums written	124,048	78,030	577		202,655
Changes in unearned premiums	560	17,090	403	-	18,053
Changes in reinsurers' share of unearned premiums	-	-	3		3
Net premiums earned	124,608	95,120	983	-	220,711
Reinsurance commissions	-	-	628	-	628
Other underwriting income	11,969	4,840	906	-	17,715
NET REVENUES	136,577	99,960	2,517	-	239,054
UNDERWRITING COSTS AND EXPENSES					
Gross claims paid	(105,844)	(113,495)	-	-	(219,339)
Reinsurers' share of claims paid	11,645	454	-	-	12,099
Net claims paid	(94,199)	(113,041)	-	-	(207,240)
Changes in outstanding claims	9,435	(3,946)	-	-	5,489
Changes in reinsurers' share of outstanding claims	44	376	-	-	420
Changes in claims incurred but not reported	(1,567)	4,714	440	-	3,587
Changes in reinsurers' share of claims incurred but not reported	10	(82)	(380)	-	(452)
Net claims incurred	(86,277)	(111,979)	60	-	(198,196)
Changes in premiums deficiency reserve	8,845	3,811	193	-	12,849
Changes in other technical reserves	2,101	628	(140)	-	2,589
Policy acquisition costs	(12,631)	(16,787)	(467)	-	(29,885)
Inspection and supervision fees	(8,275)	(538)	(7)	-	(8,820)
Total underwriting costs and expenses	(96,237)	(124,865)	(361)	-	(221,463)
Net underwriting (loss)/income	-	-	-	(62,010)	(62,010)
Total (loss) / income from insurance operations	40,340	(24,905)	2,156	(62,010)	(44,419)

4-6 Geographical Distribution of Gross Written Premiums:

Region	Amount	Percentage
Central	200,669	87%
Western	22,332	10%
Eastern	7,514	3%
Total	230,515	100%

Fourth: Current and expected future risks:

a) Policy for managing and monitoring the risks faced by the company:

Amana Cooperative Insurance Company adopts the highest international measures and standards for risk management to protect the interests of the company and shareholders. The company conducts periodic and continuous reviews to identify and evaluate current and future risks, and then adopts remedial plans to mitigate the effects of these risks on the company's objectives and strategy. The risks that Amana Cooperative Insurance Company may face vary. categorized into:

1. Financial risks:

- Market risks: These are the risks that may result from a change in the general market situation or the risks that may result from a change in the general economic situation, which affects the company.
- Currency risk: It includes what may change the exchange rate and conversion between currencies, which may affect the company's investments and operations in different currencies.
- Interest rate risk: The company's investments and debts are affected by changes in interest rates.
- Liquidity risk: which is the company's inability to meet its short-term debts.
- Credit risk: the risk that arises from the inability of the contractual parties with the company to pay dues.
- Solvency risk: the inability to meet the capital requirements and the violation of the regulatory limits for that.

2- Strategic risks: to include planning, implementation, reputation, resource and product management risks, and others.

- Operational risks: These include information technology risks, claims settlement, fraud risks, risks of absence of an emergency plan, risks that may arise from wrong behavior of employees, and risks of procedures and operations.
- Insurance risks: These include underwriting, pricing, reinsurance, disaster risks, and technical and regulatory reserve risks.
- Systematic and legal risks: These include the risks of non-compliance with regulations and legislation, the risks of claims, legal issues, and contract risks.

The company follows the risk management process to include all risks and departments. The process consists of:

- Surveying and examining the general situation: Through it, the risk management ensures that the company's operations and procedures are in line with the company's objectives, by studying the internal and external situation of the company to identify deficiencies and work on them.
- Risk identification: The aim of risk identification is to develop a comprehensive list of all risks that may pose a threat to the company's achievement of its objectives. In cooperation with all departments, all risks that previously affected the company are identified to be studied according to the current situation, and all departments are also discussed about what may be new risks arising from the current operations.
- Risk analysis: Each risk is carefully analyzed and studied, and the source of the risk and its effects on the company and its objectives are identified, depending on the factors of probability and impact.

- Treatment and mitigation of risks: the company responds to risks by accepting or avoiding them completely or mitigating their impact or transferring them to another party. Remedial plans for accepted risks are applied to mitigate their impact by working closely with the concerned department.

Monitoring risks and treatment plans: The effectiveness of applying treatment plans is checked periodically and continuously. In addition, the risk management department makes sure that all risks do not exceed the company's risk acceptance limits, and the management decides what may constitute exceeding the approved limits for the members of the Board of Directors.

- Reporting and Reporting: The Risk Management Department provides a periodic report to the Board of Directors on the risks and limits of vulnerability to ensure that the Board members are aware of the company's situation and request their intervention in the event of any occurrence. of risks exceeding the limits approved by the Board of Directors. In addition, the Risk Management Department discusses all activities and procedures with the Risk Management Committee emanating from the Board of Directors before referring them to the Board of Directors in this regard.

a) Competition: The intense competition in prices remains one of the main features of the Saudi insurance market, despite the actuarial controls set by the Central Bank of Saudi Arabia and obligating all insurance companies to work on applying them, especially in vehicle and health insurance.

b) Investment returns under the current economic conditions

The company's financial results depend in part on its investment performance, and the company's returns from investment and thus its profitability may be negatively affected from time to time as a result of conditions that affect the investment climate in general as a result of market fluctuations and current economic

conditions that are out of the company's control. Also, the company's activity depends to a large extent on the economic conditions in the Kingdom of Saudi Arabia as well as the economic conditions globally.

c) Technology risks:

The company relies on its own information technology systems, and although the company takes strict internal security and control measures, its information systems may be exposed to unauthorized access, computer viruses, human errors, natural disasters, fires, power loss, or errors in Communication, sabotage or terrorist operations, and the company has committed to applying the policies and procedures of information security (Cyber Security) as stipulated in the relevant circular of the Central Bank of Saudi Arabia.

d) Systematic and legal risks:

The insurance operations carried out by the company are subject to supervision and control by the Central Bank of Saudi Arabia through the Cooperative Insurance Control System and its implementing regulations, as well as the implementing regulations of the Cooperative Health Insurance Council with regard to the health insurance product. Future and regulatory changes may affect the insurance sector and may adversely affect the company's business, financial condition and results of operations.

e) Issues:

In the normal course of business, Amana may face lawsuits against third parties, and claims from third parties may also be filed against it, and these lawsuits may negatively affect the financial position of the company in the future.

f) Risks Related to Reinsurers:

Despite the improvement in the technical results of the major reinsurance companies in the industrialized countries, there may be a negative impact as a result of some political factors as well as the consequences of Covid 19 that cast a shadow over many joints of the economy in the world. The Arab world has not been spared these repercussions, which will contribute to the continuation of pressure factors on the terms of the reinsurance agreements allocated to these countries.

Fifth: Disclosure according to the statutory regulations:

a) Corporate Governance Regulations:

The Board of Directors of the company approved a governance regulation for the company on 02/12/1432 AH corresponding to 01/16/2011 AD, and it was approved by the General Assembly on 07/16/1435 AH corresponding to 05/15/2014 AD. The Board also approved an updated version of the regulation on 01/11/ 1438 AH corresponding to 10/12/2016 AD, and it was also approved by the General Assembly on 02/15/1438 AH 11/15/2016 AD. The Council also approved the third version on 04/10/2018 AD, and it was approved by the General Assembly on 05/03/2018 AD. The Council also approved the version The fourth on 10/04/2018 AD and was approved from the General Assembly on 11/03/2022 AD, and work is underway to update it as well. The regulation includes all the provisions contained in the company's articles of association and the corporate governance regulations issued by the Capital Market Authority, as well as the regulations issued by the Central Bank of Saudi Arabia and the companies' system issued by the Ministry of Commerce and Investment.

b) Formation of the Board of Directors and classification of its members and joint stock companies for each member: The Board of Directors was formed (fourth session) and its duration is three years starting from 05/16/2019 AD after the General Assembly approved the selection of members in its meeting held on 09/09/1440 AH corresponding to 05/14/2019 AD, as the Board consists of 7 members as shown in

Table below:

Inside/o utside the Kingdo m	The names of the joint- stock companies whose board member was a member of their previous boards of directors or their manager	Inside/o utside the Kingdo m	Names of the Journal of the Board of Directors Member of its current boards of directors or of its director	MEMBERSH IP STATUS	MEMBER NAME
within the Kingdom	Saudi Power Transformers Company	within the Kingdom	Electrical Industries Company	inde pend ent	Engineer / Mahmoud bin Muhammad Al-Toukhi Chairman) of Board of (Directors
within the Kingdom	Saudi Arabian CG Energy Systems Co	within the Kingdom	Al-Toukhi Company for Industries, Trade and Contracting		
within the Kingdom	Al-Toukhi Ozerl Energy Transmission Company	within the Kingdom	Al-Toukhi Trading Group Company		
within the Kingdom	Saudi Arabian Oasis Electrical Supplies Co. Ltd	within the Kingdom	Amana Cooperative Insurance Company		
within the Kingdom	Advanced Electrical Industries Company				
within the Kingdom	The global industrial company				
outside the Kingdom	Mini Cool Purification Company - Lebanon Water purification and bottling				
within the Kingdom	Arabsat (Arab Satellite Communications Corporation)	within the Kingdom	Amana Cooperative Insurance Company	inde pend ent	Dr. Abdullah bin Othman Al-Mousa Deputy) Chairman of (the Board
within the Kingdom	STC Advanced Solutions Inc				
within the Kingdom	group Suleiman Al Habib Medical Center	within the Kingdom	Amana Cooperative Insurance Company	non- exec	Mr. Abdul Rahman bin Abdullah

Inside/o outside the Kingdom	The names of the joint- stock companies whose board member was a member of their previous boards of directors or their manager	Inside/o outside the Kingdom	Names of the Journal of the Board of Directors Member of its current boards of directors or of its director	MEMBERSH IP STATUS	MEMBER NAME
within the Kingdom	Asala Holding Company			utive	Al-Sakran Member of) the Board of (Directors
within the Kingdom	Shaker Group				
within the Kingdom	Medical Care Shield Company				
within the Kingdom	GlobeMed Saudi Company				
within the Kingdom	Saudi Volkswagen Group				
Etihad Atheeb Telecom Company	Etihad Atheeb Telecom Company				
within the Kingdom	Jubail Energy Company				
within the Kingdom	International Gases Company				
within the Kingdom	Al-Haytha Arab Construction Company				
within the Kingdom	National Energy Company				
within the Kingdom	RDP ALSAIF CO				
within the Kingdom	Saudi Traders Company				
within the Kingdom	National Energy Company				

Inside/o outside the Kingdo m	The names of the joint- stock companies whose board member was a member of their previous boards of directors or their manager	Inside/o outside the Kingdo m	Names of the Journal of the Board of Directors Member of its current boards of directors or of its director	MEMBERSH IP STATUS	MEMBER NAME
within the Kingdom	Aqua Power "Power Fest" Box	within the Kingdom	Arab Pipes Company	inde pend ent	Mr. Haitham bin Tawfiq Al- Farih Member of) the Board of (Directors
within the Kingdom	Al-Latifia Contracting Company	within the Kingdom	Hoshan Company		
outside the Kingdom	Dar Al Salam Investment Bank (Iraq)	within the Kingdom	Gulf insulation group		
within the Kingdom	Pioneer Schools Company	within the Kingdom	United Marketing and Trade Company		
		within the Kingdom	Amana Cooperative Insurance		
outside the Kingdom	Pharaoh Investment Holding Company	outside the Kingdom	Teleservice Company	non- exec utive	Mr. Pierre Pharaon Member of) the Board of (Directors
outside the Kingdom	Lebanese Swiss Company	outside the Kingdom	GlobeMed Healthcare Inc		
outside the Kingdom	Swiss Lebanese Takaful Company - Egypt	within the Kingdom	GlobeMed Saudi Arabia		
outside the Kingdom	Delta Near East Holding Company	outside the Kingdom	GlobeMed Bahrain		
outside the Kingdom	Lebanese Swiss Insurance Company	outside the Kingdom	GlobeMed Lebanon Company		
		outside the Kingdom	Quantmed Company		
		within the Kingdom	Amana Cooperative Insurance Company		
within the Kingdom	Care Shield Holding Company	within the Kingdom	GlobeMed Saudi Arabia	non- exec	Mr. Naif bin Faisal Al- Sudairy

Inside/o utside the Kingdo m	The names of the joint- stock companies whose board member was a member of their previous boards of directors or their manager	Inside/o utside the Kingdo m	Names of the Journal of the Board of Directors Member of its current boards of directors or of its director	MEMBERSH IP STATUS	MEMBER NAME
		within the Kingdom	Amana Cooperative Insurance Company	utive	Member of) the Board of (Directors
N/A	N/A	within the Kingdom	Electrical Industries Company	inde pend ent	Mr. Badr Ibrahim Al- Suwailem Member of) the Board of (Directors
		within the Kingdom	Amana Cooperative Insurance Company		

**About the members of the Board of Directors and members of the
:committees**

Of experience	Qualifications	previous jobs	current jobs	the name
Practical - experiences of more than 26 years in various activities	Bachelor's - degree in Electrical Engineering Master of - Business Administration	Chairman of - Al-Toukhi Council for Industry, Trade and Contracting	Chairman of - the Board of Directors of Al- Toukhi Group Vice Chairman - of the Board of Directors of the Electrical Industries Company	Engineer / Mahmoud bin Muhammad Al-Toukhi Chairman of) Board of (Directors Member of) the Nomination and Remuneration (Committee Member of) the Investment (Committee
More than 25 - years of practical experience in establishing and managing businesses in the field of communications, information technology and	PhD in - Computer Science Master's - degree in Computer Engineering Bachelor's - degree in Electrical Engineering	Supervisor of - the General Information Department Head of - Internet Services Unit (King Abdulaziz City for Science and Technology)	Partner - Middle - East Digital Media (MEDM)	Dr. Abdullah bin Othman Al-Mousa Deputy) Chairman of (the Board Chairman of) the Executive (Committee Chairman of) the Nomination

Of experience	Qualifications	previous jobs	current jobs	the name
the Internet, in addition to experience in the field of corporate restructuring, governance, technical and strategic consulting.	Executive education -	President of - Saudi Net (STC) Vice - - President and Head of Saudi Data (STC) Head of the - STC Transformation Program -		and Remuneration (Committee)
More than 29 - years of practical experience in various activities such as strategy, planning, investment and general management	Bachelor of - Accounting Chartered - accountant from the American Institute A chartered - accountant from the Saudi Organization for Certified Public Accountants -	Chief - Executive Officer, Al Habib Holding Company Vice President - of Finance at Al-Saif Commercial Investment Company General - Manager of Strategic Planning and Performance, Saudi Telecom Company Group - Financial Director National Company for National Industries (Glass) Chartered - accountant, Al-Jareed & Partners Office (Deloitte & Deutch) -	Assistant - Minister for Strategy and Institutional Services - Ministry of Finance -	Mr. Abdul Rahman bin Abdullah Al-Sakran Member of) the Board of (Directors Chairman of) the Risk (Committee Member of) the Executive (Committee)
Practical - experiences of more than 16	master of - Business Administration -	Investment - Management Portfolio -	President of - Amwal Al-Khaleej -	Mr. Haitham bin Tawfiq Al-Farih

Of experience	Qualifications	previous jobs	current jobs	the name
years in various activities	Bachelor's - degree in Architectural Engineering	Analyst at Al- Muhaidib Group Company	Company	Member of) the Board of (Directors Chairman of) the Investment (Committee
More than 10 years of practical experience in various activities	master of - Business Administration Bachelor's - degree in industrial engineering	Executive - Director of Volkswagen Corporation Director of - Global Banking Services at SABB Bank	Deputy - General Manager of the Investment Company	Mr. Naif bin Faisal Al- Sudairy Member of) the Board of (Directors Member of) the Executive (Committee Member of) the Risk (Committee
More than 10 years of practical experience in various activities	Master of - Business Administration Bachelor's - degree in Civil and Environmental Engineering	Director of - Business Development at the Swiss Lebanese Company Assistant - General Manager at Pharaoh Healthcare Company	Executive - Director of the Lebanese Swiss Insurance Company	Mr. Pierre Pharaon Member of) the Board of (Directors Member of) the Executive (Committee Member of) the Investment (Committee
More than 28 years of practical experience in accounting, auditing and corporate management	Bachelor's - degree in Accounting from King Saud University CPA - Fellowship from the Saudi Organization for Certified Public Accountants CPA - Accounting Fellowship	Executive - Vice President of Saudi Oryx Company Chief - Executive Officer of the Electronics Sector at Al- Faisaliah Group Financial - Controller of Al-Faisaliah Group	Chief - Executive Officer of Saudi Oryx Company	Mr. Badr Ibrahim Al- Suwailam Member of) the Board of (Directors Chairman of) the Audit (Committee

Of experience	Qualifications	previous jobs	current jobs	the name
	from the American Institute of Certified Public Accountants			
More than 40 - - years in the field of legal accounting	Bachelor's - - degree in Accounting from Ain Shams University, .Egypt Diploma in - - Business Administration from King Abdulaziz .University Master's - - degree in review from King Abdulaziz .University Chartered - - accountant from the Ministry of .Commerce Fellowship of - the American Society of Certified Public .Accountants Chartered - - accountant from the Ministry of Economy - .UAE A fraud - - detection expert accredited by	Chartered - - Accountant - Partner at Deloitte & Touche Chartered - - Accountant - BKF Sadaka Chartered Accountants and .Consultants Chartered - - accountant - a major partner in Ernst & Young Middle East (Saudi Arabia, .UAE) Chartered - - Accountant - Partner at Price .Waterhouse The - - Ministry of Public Works .and Housing	Chartered - - accountant - WTS Sadaqa chartered accountants and consultants	Mr. Hossam El-Din is a Shdaq Member of) the Audit (Committee

Of experience	Qualifications	previous jobs	current jobs	the name
	<p>the Board of Certified Experts for Fraud .Detection</p> <p>- International - management accountant from the American Society of Certified Public .Accountants</p> <p>- Provider of forensic accounting and evaluation services from the American Society of Certified Public .Accountants</p>			
<p>- More than 11 years in the field of insurance and banking</p>	<p>- Master of Law from Brunel University / Britain</p> <p>- Bachelor of Sharia from Umm Al-Qura University</p>	<p>- Director of the Compliance Department at the Saudi Electricity .Company</p> <p>- Director of Legal Affairs and Compliance - Sanad Insurance .Company</p> <p>- Head of Legal Affairs and Compliance - Al Jazeera Takaful .Company</p> <p>- Director of Legal Affairs and Compliance - ACIG</p>	<p>- General Manager of Legal and Compliance at ACWA Power</p>	<p>Mr. Majid bin Ayed Al-Juaid Member of) the Audit (Committee</p>

Of experience	Qualifications	previous jobs	current jobs	the name
		Insurance .Company		
He has nearly - 20 years of accumulated practical experience in several fields, including training, consulting, financial analysis, financial control, financial planning and performance measurement, of which he spent nearly ten years in the banking and insurance sector. He also has practical experience in the field of financial and accounting management, institutional development work for financial management, transformation systems, and financial policies and .procedures	- Holds a Bachelor's degree in Accounting from King Saud University in Riyadh, with .honors - He holds a master's degree in accounting from Case Western Reserve University in .Ohio - He holds an MBA from Case Western Reserve University in .Ohio - Member of - the Saudi Management .Association - Member of - the Saudi Economic .Society	- Chief - Financial Officer at Saudi Enaya Insurance .Company - Director of - Financial Planning and Performance at the National Commercial .Bank - Incorporated - in several administrative positions in the National Commercial Bank in financial analysis and financial control in the retail sector in the .bank - He worked for years as a trainer at the Institute of Public Administration in Riyadh for private sector .programs	- General supervisor of financial affairs (SPL) -	Salem Ghaly Al-Rehaili Member of) the Risk (Committee

The Board of Directors was formed (the fifth session) and its duration is three years starting from 08/11/2022 AD until 08/10/2025 AD after the General Assembly approved the selection of members in its meeting held on 01/13/1444 AH corresponding to 08/11/2022 AD, where the Board consists of 7 members as shown in the table below:

Inside/outside the Kingdom	The names of the joint-stock companies whose board member was a member of their previous boards of directors or their manager	Inside/outside the Kingdom	Names of joint-stock companies in which a member of the board of directors is a member of their current boards of directors or one of their directors	Membership status	member name
within the Kingdom	STC Advanced Solutions Inc Arabsat Company Saudi Telecom Company	within the Kingdom	Amana Cooperative Insurance Company	independent	Dr. Abdullah bin Othman Al-Mousa Chairman) of Board of (Directors
within the Kingdom	Relationship Manager - Corporate Banking - The Saudi Investment Bank Manager - Islamic Banking Services - SABB Bank Regional Director - Corporate Banking -	within the Kingdom	Amana Cooperative Insurance Company Member of the Audit Committees - Riyadh Bank Member of the Audit Committee - Savola Company Member of the Board	independent	Mr. Tariq Abdullah Al-Qarawi Deputy) Chairman of the (Board

	Bank Albilad Chief Executive Officer - Addefa Office for Management Consulting Vice President of Compliance and Quality Assurance - Building Development Company		of Directors - Evening Cups Company Vice Chairman of the Board of Directors, Chairman of the Executive Committee and member of the Investment Committee - Amana Cooperative Insurance Company		
within the Kingdom	Habib Holding Company Al-Saif Company for Commercial Investment Saudi Telecom Company National Company for Glass Industries	within the Kingdom	Amana Cooperative Insurance Company GlobeMed Saudi Arabia	non-executive	Mr. Abdul Rahman bin Abdullah Al-Sakran Member) of the Board of (Directors
within the Kingdom	Care Shield Holding Company	within the Kingdom	Amana Cooperative Insurance Company GlobeMed Saudi Arabia El Seif Engineers & Contractors Company RDB Al-	non-executive	Mr. Naif bin Faisal Al-Sudairy Member) of the Board of (Directors

			Saif Co. Ltd National Energy Company		
-	-	within the Kingdom	Amana Cooperative Insurance Company King Faisal Specialist Hospital Company Ergotech Corporation	independent	Mr. Hassan Rumaih Al-Zahrani Member) of the Board of (Directors
within the Kingdom	Arthur Andersen Company - Financial Consulting Gulf International Bank - Investment Banking Deutsche Bank - Investment Banking Volkswagen Group	within the Kingdom	Amana Cooperative Insurance Company Maximum value management consulting	independent	Mr. Bashar Talal Kayali Member) of the Board of (Directors
outside the Kingdom	PWC Corporation Booz Company Byblos Bank	within the Kingdom	Amana Cooperative Insurance Company	executive	Professor / Rashid Salim Abi Nader Member) of the Board of (Directors

About the members of the Board of Directors and members of the committees:

Of experience	Qualifications	previous works	current jobs	the name
Practical experiences of more than 30 years in establishing and managing businesses in the field of communication s, information technology and the Internet, in addition to experiences in the field of corporate restructuring, governance, technical and strategic .consulting	PhD in - Computer Science Master's - degree in Computer Engineering Bachelor's - degree in Electrical Engineering Executive - education	Supervisor of - the General Information Department Head of - - Internet Services Unit (King Abdulaziz City for Science and Technology) President of - - Saudi Net (STC) Vice - - - President and Head of Saudi Data (STC) Head of the - - STC Transformation Program Vice - - - Chairman of the Board of Directors, Chairman of the Executive Committee and Chairman of the Nominations and Remunerations Committee - Amana Cooperative Insurance Company	Partner - Middle - East Digital Media (MEDM) Chairman of - - the Board of Directors - Amana Cooperative Insurance Company	Dr. Abdullah bin Othman Al-Mousa Chairman of) Board of (Directors
Practical experience exceeding 27 years in various activities such as accounting, public administration and	Bachelor of - - Accounting Master of - - Accounting CMA Certified - Management	Relationship Manager - Corporate Banking - The Saudi Investment	Member of the Audit Committees - Riyad Bank Member of the Audit	Mr. Tariq Abdullah Al- Qarawi Deputy) Chairman of (the Board

Of experience	Qualifications	previous works	current jobs	the name
auditing	Accountant CFM Certified - Financial Manager	Bank Manager - Islamic Banking Services - SABB Bank Regional Director - Corporate Banking - Bank Albilad Chief Executive Officer - Addefa Office for Managemen t Consulting Vice President of Compliance and Quality Assurance - Building Development Company	Committee - Savola Company Member of the Board of Directors - Evening Cups Company Vice Chairman - - of the Board of Directors, Chairman of the Executive Committee and member of the Investment Committee - Amana Cooperative Insurance Company	Chairman of) the Executive (Committee Member of) the Investment (Committee
More than 29 - - years of practical experience in various activities such as strategy, planning, investment and general management	Bachelor of - Accounting Chartered - - accountant from the American Institute A chartered - - accountant from the Saudi Organization for Certified Public Accountants	Chief - - Executive Officer, Al Habib Holding Company Vice President - - of Finance at Al-Saif Commercial Investment Company General - - Manager of Strategic Planning and Performance, Saudi Telecom Company Group - - Financial Director	Assistant - Minister for Strategy and Institutional Services - Ministry of Finance Member of the - Board of Directors, Chairman of the Risk Committee and Member of the Executive Committee Amana Cooperative Insurance Company GlobeMed Saudi - Company	Mr. Abdul Rahman bin Abdullah Al- Sakran Member of) the Board of (Directors Chairman of) the Risk (Committee Member of) the Executive (Committee

Of experience	Qualifications	previous works	current jobs	the name
		National Company for National Industries (Glass) Chartered - - accountant, Al-Jareed & Partners Office (Deloitte & Deutch)		
Practical experiences exceeding 11 years in various banking and banking activities and public administration	master of Business Administration - - Bachelor's degree in industrial engineering - -	- Executive Director of Volkswagen Corporation	- Member of the Board of Directors, member of the Executive Committee, and member of the Nominations and Remunerations Committee of Amana Cooperative Insurance Company	Mr. Naif bin Faisal Al-Sudairy Member of) the Board of (Directors Member of) the Executive (Committee Member of) the Nomination and Remuneration (Committee
More than 27 years of practical experience in accounting, auditing and corporate management	Bachelor of Business Administration Fellowship of the American Society of Certified Public Accountants - -	- Director of Global Banking Services at SABB Bank	- El Seif Engineers & Contractors Company	Mr. Bashar Talal Kayali Member of) the Board of (Directors Chairman of) the Audit (Committee
More than 31 years of practical experience in accounting, auditing and public administration	MBA - Master of Business Administration - - Bachelor's degree in Accounting Diploma in public tax .system - -	Head of Financial Affairs at Prince Sultan Humanitarian City - - Director of Internal Audit at King Faisal Specialist Hospital Financial - -	Member of the Audit Committee, King Faisal Specialist Hospital - - Member of the Board of Directors of Ergotech - -	Mr. Hassan Rumaih Al-Zahrani Chairman of) the Nomination and Remuneration (Committee Member of) the Audit (Committee

Of experience	Qualifications	previous works	current jobs	the name
		Controller of the Board of Directors of King Faisal Specialist Hospital and Research Center.	Company	
- More than 40 years in the field of legal accounting	- Bachelor's degree in Accounting from Ain Shams University, Egypt - Diploma in Business Administration from King Abdulaziz University - Master's degree in review from King Abdulaziz University - Chartered accountant from the Ministry of Commerce - Fellowship of the American Society of Certified Public Accountants - Chartered accountant from the Ministry of Economy - UAE - A fraud detection	- Chartered Accountant - Partner at Deloitte & Touche - Chartered Accountant - BKF Friendship Chartered Accountants and Consultants - Chartered Accountant - Senior Partner at Ernst & Young Middle East (Saudi Arabia, United Arab Emirates) - Chartered Accountant - Partner in Price Waterhouse - The Ministry of Public Works and Housing	- Chartered accountant - WTS Sadaqa chartered accountants and consultants - Member of the Audit Committee - Amana Cooperative Insurance Company	Mr. Hossam El-Din is a Sadaqa Member of) the Audit (Committee

Of experience	Qualifications	previous works	current jobs	the name
	<p>expert accredited by the Board of Certified Experts for Fraud .Detection</p> <p>- International - management accountant from the American Society of Certified Public .Accountants</p> <p>- Provider of forensic accounting and evaluation services from the American Society of Certified Public .Accountants</p>			
<p>- He has nearly 22 years of accumulated practical experience in several areas, including training, consulting, financial analysis, financial control, financial planning and performance measurement. He also has practical experience in</p>	<p>- Postgraduate Diploma in Digital Business</p> <p>- MBA Master of Business Administration</p> <p>- Diploma of the National Insurance Institute (Master)</p>	<p>- PWC Corporation</p> <p>- Booz Company</p> <p>- Byblos Bank</p>	<p>- Member of the Board of Directors and Managing Director of Amana Cooperative Insurance Company</p>	<p>Rashid Salim</p> <p>Abi Nader</p> <p>Member of) the Executive (Committee Chairman of) the Investment (Committee Managing) (Director</p>

Of experience	Qualifications	previous works	current jobs	the name
the field of general management, insurance and institutional development work for the .department				
He has nearly 20 years of preparation. It also works in the field of financial and accounting management and development work	<ul style="list-style-type: none"> - Holds a Bachelor's degree in Accounting from King Saud University in Riyadh, with .honors - He holds a master's degree in accounting from Case Western Reserve University in .Ohio - He holds an MBA from Case Western Reserve University in .Ohio - Member of the Saudi Management .Association - Member of the Saudi Economic .Society 	<ul style="list-style-type: none"> - Chief Financial Officer at Saudi Enaya Insurance .Company - Director of Financial Planning and Performance at the National Commercial .Bank - Incorporated in several administrative positions in the National Commercial Bank in financial analysis and financial control in the retail sector in the .bank - He worked for years as a trainer at the Institute of Public Administration in Riyadh for private sector .programs 	General supervisor of financial affairs (SPL)	Salem Ghaly Al-Rehaili Member of) the Risk (Committee
More than 18 years in the field of	<ul style="list-style-type: none"> - Master of Business Administration 	<ul style="list-style-type: none"> - Responsible for managing accounting and 	<ul style="list-style-type: none"> - Financial Director at Amana 	Hazem Zaid Odeh

Of experience	Qualifications	previous works	current jobs	the name
financial and accounting management and financial auditing	<ul style="list-style-type: none"> - E-Business Bachelor's degree in Business Administration - Finance 	<ul style="list-style-type: none"> financial requirements - Manage the requirements of financial regulatory authorities to ensure compliance with legal obligations - Monitor and contribute to the financial audit reviews of the institution - Prepare financial statements, summaries, and other cost-benefit analyzes and financial management report - Responsible for financial analysis and risk assessment of managing revenue and expenditure to reflect budget constraints - Manage the daily activities of the financial department 	Cooperative Insurance Company	

c) The methods used by the Board of Directors in evaluating its performance and the performance of its committees and members:

The Board of Directors was committed to evaluating the effectiveness of its members as well as its affiliated committees. The Nominations and Remunerations Committee took into account, when designing evaluation models, the size of members' participation and effectiveness, and the impact of their participation on the work of the Board and its affiliated committees.

d) Board members' remuneration, allowances and committees: According to the policy of remuneration of members of the Board of Directors and its committees, the remuneration and allowances of the members of the Board of Directors are as follows:

- 1- The maximum amount paid does not exceed the maximum limit specified in the Companies Law (the sum of what a board member receives in terms of financial or in-kind rewards and benefits), which is 500,000 Saudi riyals.
- 2- A member of the Board of Directors is entitled to an annual remuneration, provided that he attends at least two-thirds of the meetings held during the fiscal year.
- 3- The annual bonus amount is estimated based on the date of joining and leaving (provided that the minimum attendance of two-thirds of the meetings held between the date of joining and leaving during the period is achieved).
- 4- The annual bonus amount is estimated based on the date of joining and leaving (provided that the minimum attendance of two-thirds of the meetings held between the date of joining and leaving during the period is achieved).
- 5-
- 6- The remuneration for the members of the Board of Directors is determined according to the fixed annual amount, without attendance fees, as the

remuneration of the Chairman of the Board is 180,000 Saudi riyals and the member of the Board is 120,000 Saudi riyals.

- 7- Each member of the Council, including the Chairman of the Council, shall be paid the value of the actual expenses that they incur in order to attend the meetings of the Council, including travel, accommodation and subsistence expenses.
- 8- Each member of the committees emanating from the Board of Directors, including the chairmen of the committees (whether they are from outside the Board or members of the Board of Directors) shall be paid an allowance for attending committee sessions in the amount of 1,500 Saudi riyals for each session.
- 9- Each member of the Board of Directors, including the Chairman of the Board, shall be paid an allowance of 3,000 Saudi riyals for each session.
- 10- Each member of the committees emanating from the Board of Directors, including the chairmen of the committees, shall be paid the value of the actual expenses that they incur in order to attend the meetings of the committees, including travel, accommodation and subsistence expenses.

Accordingly, the remunerations of the members of the Board of Directors and its committees for the year 2022 AD for its fourth and fifth sessions are as follows:

Fourth session meetings

Total	Risk Committee			Investment Committee			NRC committee			audit committee			executive committee			Board of Directors			member name
	rewa rd	cust om	#	rewa rd	cust om	#	rewa rd	cust om	#	rewa rd	cust om	#	rewa rd	cust om	#	rewa rd	cust om	#	
120,000.00				0	1500	1	0	4,500	3							105,000	9,000	3	Mahmoud Mohammed Al-Toukhi
89,500.00							0	4,500	3				0	6,000	4	70,000	9,000	3	Abdullah Othman Al- Mousa
88,000.00	0	3,000	2										0	6,000	7	70,000	9,000	3	Abdul Rahman Abdullah Al-Sukran
83,500.00										0	7,500	5				70,000	6,000	2	Bader Ibrahim Al- Suwailem
88,000.00	0	3,000	2										0	6,000	4	70,000	9,000	3	Naif Faisal Al-Sudairy
85,000.00				0	1500	1	0	4,500	3							70,000	9,000	3	Haitham Tawfiq Al- Farih
86,500.00				0	1500	1							0	6,000	4	70,000	9,000	3	Pierre Michel Pharaon
36,666.67										29,166. 67	7,500	5							Hossam El- Din Hashem Sadgah
36,666.67										29,166. 67	7,500	5							Majid Ayed Al-Juaid
32,166.67	29,167	3,000	2																Salem Ghaly Al- Rehaili
746,000.01 SAR	Total																		

In its fourth session in 2022 AD, the Council held three meetings. The following

is the attendance record of its members:

date 2022/07/20	date 2022/01/17	date 2022/01/11	the name date of the meeting
Present	Present	Present	Mahmoud Mohammed Al- Toukhi
Present	Present	Present	Abdullah Othman Al-Mousa
Present	Present	Present	Abdul Rahman Abdullah Al-Sukran
Present	Present	Present	Naif Faisal Al- Sudairy
Present	Present	Present	Pierre Michel Pharaon
Present	Present	Present	Haitham Tawfiq Al- Farih
Did not attend	Present	Present	Bader Ibrahim Al- Suwailem

Fifth session meetings

Total	Risk Committee			Investment Committee			NRC committee			audit committee			executive committee			Board of Directors			member name
	rewa rd	cust om	#	rewa rd	cust om	#	rewa rd	cust om	#	rewa rd	cust om	#	rewa rd	cust om	#	rewa rd	cust om	#	
90,000.00																75,000	15,000	5	Abdullah bin Othman Al-Mousa
74,000.00				0	6,000	4							0	3,000	2	50,000	15,000	5	Tariq Abdullah Al-Qarawi
72,500.00	0	4,500	3										0	3,000	2	50,000	15,000	5	Abdul Rahman bin Abdullah Al-Sukran
75,500.00							0	7,500	5				0	3,000	2	50,000	15,000	5	Naif Faisal Al-Sudairy
77,000.00							0	7,500	5	0	4,500	3				50,000	15,000	5	Hassan Rumaih Al-Zahrani
74,000.00	0	4,500	3							0	4,500	3				50,000	15,000	5	Bashar Talal Kayali
71,000.00				0	6,000	4							0	3,000	2	50,000	12,000	4	Rashid Salim Abi Nader
25,333.33										20,833.33	4,500	3							Hossam El-Din Hashem Sadgah
28,333.33							20,833.33	7,500	5										Khaled Abdul Rahman Al-Khudairi
25,333.33	20,833.33	4,500	3																Salem Ghaly Al-Rehaili
26,833.33				20,833.33	6,000	4													Hazem Zaid Odeh
639,833.32 SAR	Total																		

In its fifth session during the year 2022 AD, the Council also held five meetings.

The following is the attendance record of its members:

date 2022/12/28	date 2022/11/06	date 2022/11/01	date 2022/10/03	date 2022/08/15	the name date of the meeting
Present	Present	Present	Present	Present	Abdullah bin Othman Al-Mousa
Present	Present	Present	Present	Present	Tariq Abdullah Al-Qarawi
Present	Present	Present	Present	Present	Abdul Rahman bin Abdullah Al-Sukran
Present	Present	Present	Present	Present	Naif Faisal Al-Sudairy
Present	Present	Present	Present	Present	Hassan Rumaih Al-Zahrani
Present	Present	Present	Present	Present	Bashar Talal Kayali
Present	Did not attend	Present	Present	Present	Rashid Salim Abi Nader

A) The most important decisions taken by the Board of Directors during the year 2022:

- Approving the annual financial statements for the year 2022 AD.
- Appointment of the Chairman and Vice-Chairman of the Board of Directors.
- Approving the quarterly financial statements for the year 2022 AD.
- Approval of the updated list of banking powers.
- Recommending an increase in the company's capital from 130,000,000 riyals to 430,000,000 riyals.
- Appointment of Ernst & Young as an internal audit service provider.
- Formation of a temporary committee to study the merger and acquisition option.
- Termination of the contract with the Chief Executive Officer, Mr. Suleiman Helal
- Assigning the Managing Director, Mr. Rashid Salim Abi Nader, who has all the powers of the CEO for a period of six months.

- Appointing a secretary for the board of directors.

b) General Assembly meetings:

The Extraordinary General Assembly of the Company held three meetings for the company's shareholders during the year 2022 AD on 06/06/1443 AH corresponding to 01/09/2022 AD and on 07/27/1443 AH corresponding to 02/28/2022 AD and on 10/28/1443 AH corresponding to 05/29/2022 AD as The Company's Ordinary General Assembly held one meeting for the company's shareholders during the year 2022 AD on 01/12/1443 AH corresponding to 06/30/2022 AD, and in the presence of the members of the Board of Directors for the following fourth session, through the means of edge technology (visual / audio):

- 1- Eng. Mahmoud bin Mohammed Al-Toukhi (Chairman of the Board of Directors)
- 2- Dr. Abdullah bin Othman Al-Mousa (Vice Chairman of the Board of Directors)
- 3- Mr. Abdul Rahman bin Abdullah Al Sakran (Member of the Board of Directors)
- 4- Mr. Nayef bin Faisal Al-Sudairi (Board Member)
- 5- Mr. Haitham bin Tawfiq Al-Farih (Member of the Board of Directors)
- 6- Mr. Badr bin Ibrahim Al-Suwailem (Member of the Board of Directors)

Mr. Pierre Michel Pharaon apologized for not attending

The Ordinary General Assembly of the company held one meeting for the company's shareholders during the year 2022 AD on 09/04/1444 AH corresponding to 11/11/2022 AD, in the presence of the members of the Board of Directors as follows:
Fifth session with limited technology (visual / audio):

- 1- Dr. Abdullah bin Othman Al-Mousa (Chairman of the Board of Directors).

- 2- Mr. Tariq bin Abdullah Al-Qarawi (Vice Chairman of the Board of Directors).
- 3- Mr. Abdul Rahman bin Abdullah Al Sakran (Member of the Board of Directors).
- 4- Mr. Nayef bin Faisal Al-Sudairy (Member of the Board of Directors).
- 5- Mr. Hassan bin Rumaih Al-Zahrani (Member of the Board of Directors).
- 6- Mr. Bashar Talal Kayali (Board Member)
- 7- Mr. Rashid Salem Abi Nader (Member of the Board of Directors)

Meeting decisions:

- Approval of the merger of Enaya Cooperative Insurance Company (“Enaya Company”) into Amana Company in accordance with the provisions of Articles (191), (192) and (193) of the Companies Law and the provisions of subparagraph (1) of Paragraph (a) of Article (49) From the Merger and Acquisition Regulations (“Merger Deal”) by issuing (1.05720160) new shares in Amana Company for every (1) share owned in Enaya Company, in accordance with the binding merger agreement concluded between Amana Company and Enaya Company on 09/17/1442 AH Corresponding to 04/29/2021 AD (the “Merger Agreement”), including voting on the following matters in the merger deal:

A- Approval of the provisions of the merger agreement concluded between Amana Company and Enaya Company on 09/17/1442 AH corresponding to 04/29/2021 AD.

B- Approval of increasing the capital of Amana Company from 130,000,000 Saudi Riyals to 288,580,240 Saudi Riyals, in accordance with the terms and conditions of the merger agreement, provided that this increase takes effect upon the entry into force of the merger in accordance with the provisions of the Companies Law and the Merger Agreement.

C- Approval of the proposed amendments to the Articles of Association of Amana Company in accordance with the formula shown in Attachment (1) to this invitation, provided that these amendments take effect immediately.

D- Authorizing the Board of Directors of Amana Company, or any person authorized by the Board of Directors, to issue any decision or take any action that may be necessary to implement any of the above-mentioned decisions.

- Approval of directing the company to proceed with capital increase procedures and obtaining the approval of the competent authorities.

- Refusal to direct the company to proceed with the procedures for dissolving the company and to obtain the approval of the competent authorities.

- Approval of the Board of Directors' recommendation to increase the company's capital by issuing priority rights shares according to the following:

1- The total amount of the capital increase: 300,000,000 Saudi Riyals (Three Hundred Million Saudi Riyals).

2- The capital before the increase: 130,000,000 (one hundred and thirty million Saudi riyals).

3- The capital after the increase: 430,000,000 (Four Hundred and Thirty Million Saudi Riyals).

4- The number of shares before the increase: 13,000,000 (thirteen million shares).

5- The number of shares after the increase: 43,000,000 (forty-three million shares).

6- The rate of increase in the capital: 230.7%.

7- Reasons for increasing the capital: Supporting the company's future plans, enhancing the solvency margin and increasing investment income.

8- Ways to increase the capital: By issuing priority rights shares with 30,000,000 ordinary shares (thirty million shares) at a value of 300,000,000 Saudi riyals (three hundred million Saudi riyals).

9- Approving the amendment of Article 8 of the company's basic system, which is related to the capital.

- Approval of the company's auditors' report for the fiscal year ending on 12/31/2021 AD.
- Approval of the financial statements for the fiscal year ending on 12/31/2021 AD.
- Approval of the Board of Directors' report for the fiscal year ending on 12/31/2021 AD.

2.
 - Approving the appointment of Mr. Al-Ayouti & Partners Company (Chartered Accountants) and Al-Kharashi & Partners Company (Sulaiman Abdullah Al-Kharashi & Partners Certified Auditing Accountants) as auditors of the company among the candidates based on the recommendation of the Audit Committee, in order to examine, review and audit the financial statements for the second, third, fourth and annual quarters of fiscal year 2022 AD, and the first quarter of fiscal year 2023 AD, and determining their fees.

- Approving the disbursement of an amount of (643,500) riyals as a reward for the members of the Board of Directors for the fiscal year ending on 12/31/2021 AD.

- Approving the amendment of the Nominations and Remuneration Committee Regulations.

- Approval of the remuneration policy for members of the Board of Directors and its committees.

- Approval of the executive management remuneration policy.

Approval of the business and contracts concluded between the company and the Al-Saif group of companies, in which the members of the Board of Directors, Mr. Nayef bin Faisal Al-Sudairi and Mr. Abdul Rahman bin Abdullah Al-Sakran, have an indirect interest, which is multiple annual insurance policies and paid claims without conditions or special benefits, knowing that the value of the transactions For the previous year 2021 AD, it is (5,931,000) Saudi riyals.

- Approval of the business and contracts concluded between the company and a member of the Board of Directors, Mr. Abdul Rahman bin Abdullah Al-Sakran, in which he has a direct interest, which are multiple annual insurance policies without special conditions or benefits, knowing that the value of transactions for the previous year 2021 AD is (10,000) Saudi riyals.

- Approval of the business and contracts concluded between the company and GlobeMed Saudi Arabia, in which the members of the Board of Directors Mr. Nayef bin Faisal Al-Sudairi, Mr. Pierre Michel Pharaon and Mr. Abdul Rahman bin Abdullah Al-Sakran have an indirect interest in it, which is a contract for managing medical claims for the company without conditions or benefits Especially noting that

the value of transactions for the previous year 2021 AD is (5,180,000) Saudi riyals.

- Approving the election of the members of the Board of Directors from among the candidates for the next session, which starts from the date of the Ordinary General Assembly meeting on 08/11/2022 AD and its duration is three years, ending on 08/10/2025 AD. Whereas, the elected members of the Board of Directors are

- 1- Nayef Faisal Al-Sudairy (non-executive member).
- 2- Rashid Salim Abi Nader (non-executive member).
- 3- Bashar Talal Kayali (Independent member).
- 4- Abdul Rahman Abdullah Al Sakran (non-executive member).
- 5- Abdullah Othman Al-Mousa (independent member).
- 6- Tariq Abdullah Al-Qarawi (Independent member).
- 7- Hassan Rumaih Al-Zahrani (Independent member).

- Approving the approval of the work of the Board of Directors from the date of the end of its session on 05/15/2022 AD until the date of the Ordinary General Assembly on 08/11/2022 AD.

- Approval of the formation of the Audit Committee and defining its tasks, work controls and remuneration for its members for the new session starting from the date of the Ordinary General Assembly meeting on 04/09/1444 AH corresponding to 11/03/2022 AD until the end of the session on 08/10/2025 AD, and the following are the names of the members who have been appoint them:

- 1- Mr. Bashar Talal Kayali (Chairman).
- 2- Mr. Hassan Rumaih Al-Zahrani (Member).

3- Mr. Hossam El-Din Hashem Sadaqa (Member).

- Approving the amendment of the Governance Regulations.

f) A statement of any arrangements or agreement under which a member of the Board of Directors or senior executives waived his remuneration:

- nothing

h) A statement of the company's requests for shareholders' records:

Reasons for the request	The date of application	the number
companies and business	2022/01/02م	.1
companies and business	2022/01/03م	.2
companies and business	2022/01/04م	.3
companies and business	2022/01/05م	.4
companies and business	2022/01/06م	.5
General Assembly	2022/01/09م	.6
General Assembly	2022/02/27م	.7
General Assembly	2022/02/28م	.8
companies and business	2022/04/07م	.9
companies and business	2022/04/12م	.10
companies and business	2022/04/20م	.11
companies and business	2022/05/23م	.12
companies and business	2022/05/25م	.13
General Assembly	2022/05/29م	.14
companies and business	2022/06/01م	.15
companies and business	2022/06/07م	.16
companies and business	2022/06/28م	.17
General Assembly	2022/06/30م	.18
General Assembly	2022/08/11م	.19
companies and business	2022/10/10م	.20
General Assembly	2022/11/03م	.21

i) Executive management of the company:

The executive management of the company consists of a distinguished group of people with insurance qualifications and experience, and they are as follows:

Percentage of ownership in the shares of the company	position	Name
%0	Managing Director	Rashid Salim Abi Nader
%0	Financial manager	Hazem Zaid Odeh
%0	Head of the legal department	Fahad Abdullah Al-Harbi
%0	Head of risk management and strategy	Majed AlKhamisi
%0	Director of Internal Audit	Mohammad Al-Abad

:About the Executive Management

Of experience	Qualifications	Job title the previous	Current job title	Name
More than 6 years of practical experience in the insurance, finance and legal sectors	Bachelor's degree in Law He holds several professional certificates in the legal field and governance	Senior legal officer	Head of the legal department - Director of Governance Department (Acting)	Fahad Abdullah Al-Harbi
More than 18 years of practical experience in the insurance and financial sectors and in various activities	Master's Degree in Business Administration (e-Business) Bachelor's degree in Business Administration (financial)	Financial Manager	Financial Manager	Hazem Zaid Odeh
years in banking 10 and investment, in addition to 6 years in insurance and	Master's degree in risk management from the University of Glasgow Caledonia - UK, and a	Head of risk management	Head of risk management	Majid Manahi alkhamisi

Of experience	Qualifications	Job title the previous	Current job title	Name
.risk management	diploma in risk management from .GradIRM - UK			
More than 14 years of practical experience in the .insurance sector	Bachelor's degree in accounting from King Fahd University of Petroleum and Minerals, holds certificates in the field of internal auditing and a certificate in the field of insurance basics	Director of Internal Audit	Director of Internal Audit	Muhammad Al-Abad

g) Rewards and compensations of senior executives:

Rewards and compensations for the company's senior executives are determined according to the following criteria:

1. That bonuses and compensation be compatible with the company's strategic objectives and a factor to motivate the executive management to achieve those goals and enhance the company's ability to develop and sustain its business.
2. That the remuneration be fair and commensurate with the competencies, work and responsibilities that he performs, in addition to the goals set by the Board of Directors to be achieved during the fiscal year.
3. Rewards are determined based on job level, tasks and responsibilities assigned to the incumbent, academic qualifications, practical experience and skills, and level of performance.
4. The value of bonuses is directly linked to the results of the annual performance appraisal according to the goals set for senior executives.
5. The company took into account what is prevailing in the labor market in determining rewards, while avoiding what might arise from an unjustified increase in rewards and compensations.

The following table shows the details of the remuneration and compensation received by the members of the Board of Directors and senior executives. Senior executives

mean each of the CEO, Chief of Operations, Senior Manager of Human Resources and Support Services, Head of Risk Management, Compliance Manager, Financial Director, Director of Internal Audit and Head of the Legal Department:

total summation	Total executive bonus for the board of directors	End of service benefits	Variable bonuses						Fixed rewards			Function
			total	Granted shares	Long term incentive plans	Short incentive plans a little while ago	earnings	Periodic bonuses		Kind advantages	Salaries and allowances	
2,023,900	0	458,900	0	0	0	0	0	0		0	1,565,000	Ceo (not on the job)
558,829	0	42,961	0	0	0	0	0	0		0	515,868	Chief Operations Officer (not on the job)
867,870	27,500	70,370	0	0	0	0	0			0	770,000	Senior Manager Human Resources Support Services (not on the job)
559,961	36,249	19,514	0	0	0	0	0			0	504,198	Compliance Manager (not on the job)
600,000	0	0	0	0	0	0	0			0	600,000	Chief Financial Officer (On the job)
4,610,560.00	130,999.00	591,745.00	0	0	0	0	0			0	3,955,066	the total

- There are executive board members on the board of directors of Amana Company.
- Amana Company does not have any salaries, compensations, periodic bonuses, or incentive plans for non-executive or independent members of the Board of Directors, except for the allowance for attending meetings and the annual bonuses that were listed in Clause (C) above and related to the "board members' remuneration and allowances".
- The annual performance bonuses for the year 2022 will not be paid to all Amana employees, including senior executives.

k) Transactions with related parties: Some annual insurance contracts were concluded in which the company was a party and in which there is an interest for some members of the Board of Directors. The company did not grant any special benefit to these contracts, as follows:) The figures are in thousands of Saudi riyals

Insurance contracts	its duration	Transaction type	Facility Name
671	year1	property and others	Al Seif Group of Companies
31	year1	health insurance	Al-Durra leading company

- Al-Saif Group of Companies: in which the members of the Board of Directors, Mr. Nayef bin Faisal Al-Sudairi and Mr. Abdul Rahman bin Abdullah Al-Sakran, have an indirect interest.
- Al-Durra Al-Ra'idah Company: in which the former CEO has a direct interest.
- Abdul Rahman Al-Sakran: The member of the Board of Directors, Mr. Abdul Rahman bin Abdullah Al-Sakran, has a direct interest.

• A medical claims management contract with GlobeMed Saudi Arabia: in which the members of the Board of Directors, Mr. Nayef bin Faisal Al-Sudairi and Mr. Abdul Rahman bin Abdullah Al-Sakran, have an indirect interest, whereby the total administrative fees are for review. Medical and other claims to GlobeMed during the year 2022 amounted to 5,677 (one thousand Saudi riyals) for the services it provided. Also, during the year 2022, there were no contracts in which the company was a party or in which there was a substantial interest other than what was listed above.

- k) Formation of Board Committees:
- First: Audit Committee:

- The Audit Committee was formed in accordance with the Companies Law and the rules and provisions contained in the Corporate Governance Regulations issued by the Capital Market Authority, the Audit Committees Regulations issued by the Central Bank of Saudi Arabia, and the Company's Articles of Association.
- The terms of reference and duties of the Audit Committee include the following:
 - Recommend to the Board of Directors the approval of the appointment of external auditors, and this includes ensuring that the nominated external auditors have the expertise and independence necessary to review the company's business.
 - Review and discuss the annual and quarterly financial statements with the external auditors and senior management in the company before recommending to the Board of Directors their publication.
 - Reviewing the reports of the Internal Audit Department and the Compliance Department and making recommendations thereon.
 - Review the observations of the relevant supervisory and oversight authorities regarding any regulatory violations or required corrective measures and submit recommendations in this regard to the Board of Directors.
 - Evaluation of the level of efficiency, effectiveness and objectivity of the work of the external auditors, the internal audit department and the compliance department.

- Following up the important lawsuits filed by the company or against it with the Director of the Legal Department, and submitting periodic reports in this regard to the Board of Directors.
- Ensuring the company's commitment to applying the proposals and recommendations of the actuary when they are mandatory under the regulations and instructions issued by the Central Bank and the relevant supervisory and control authorities.

- The Audit Committee was formed for the fourth session after the approval of the General Assembly to select its members in its meeting held on 02/24/1441 AH corresponding to 10/23/2019 AD. The committee includes

Adjective	the name	Adjective
Independent board member	Bader Ibrahim Al-Suwailem	Chairman of the Committee
Independent member (from outside the board)	Hossam El-Din Hashem Sadgah	member
Independent member (from outside the board)	Majid Al-Juaid	member

During the year 2022 AD, the committee held five meetings, in which the attendance was as follows:

Majid Al-Juaid	Hossam El-Din Hashem Sadgah	Bader Ibrahim Al-Suwailem	the name date of the meeting
Present	Present	Present	2022/03/29م
Present	Present	Present	2022/05/19م
Present	Present	Present	2022/06/22م
Present	Present	Present	2022/08/01م
Present	Present	Present	2022/08/10م

The Audit Committee was formed for the current (fifth) session after the approval of the General Assembly to select its members in its meeting held on 04/12/1444 AH corresponding to 06/11/2022 AD. The committee includes:

Adjective	the name	Adjective
Independent board member	Bashar Talal Kayali	Chairman of the Committee
Independent board member	Hassan Rumaih Al-Zahrani	member
Independent member (from outside the board)	Hossam El-Din Hashem Sadgah	member

During the year 2022 AD, the Committee held three meetings, in which the attendance was as follows:

Hossam El-Din Hashem Sadgah	Hassan Rumaih Al-Zahrani	Bashar Talal Kayali	the name date of the meeting
Present	Present	Present	2022/11/13م
Present	Present	Present	2022/12/07م
Present	Present	Present	2022/12/13م

The most important decisions of the committee: • Recommending the approval of the appointment of external auditors to examine, review and audit the financial statements for the second, third, fourth and annual quarters of the fiscal year 2022 AD and the first quarter of the fiscal year 2023 AD. • Reviewing and discussing the company's quarterly financial statements for the year 2022 AD and the annual financial statements for the year 2021 AD with the executive management and external auditors, and recommending them to the Board of Directors for approval. • Assigning a manager to manage compliance. • Appointment of a committee secretary for the current session.

- Recommending the assignment of some of the tasks of the Internal Audit Department to a specialized service provider for the fiscal year 2023 AD.
- Studying the observations received from the company's internal and external auditors and following up on their completion according to the timetable agreed upon with the company's management.

- Reviewing and following up the reports received from the Compliance Department, and reviewing the observations of the Central Bank of Saudi Arabia and the appropriateness of corrective measures.
- I directed the company's executive management to issue a letter urging employees to respond quickly to observations that exceeded the permitted time in order to address weaknesses in the internal control system.
- Following up on the important lawsuits filed by or against the company, and their reasons, in order to find out their current status and recommend what should be taken regarding them.

The Executive Committee was formed during the fourth session of the Council by a decision of the Board of Directors on 09/17/1440 AH corresponding to 05/22/2019 AD and includes:

Adjective	the name	Adjective
Independent board member	Abdullah Othman Al-Mousa	Chairman of the Committee
Non-executive board member	Abdul Rahman bin Abdullah Al-Sukran	member
Non-executive board member	Naif Faisal Al-Sudairy	member
Non-executive board member	Pierre Michel Pharaon	member

The Executive Committee was formed during the fifth session of the Council by a decision of the Board of Directors on 06/03/1444 AH corresponding to 02/10/2022

AD and includes:

Adjective	the name	Adjective
Independent board member	Tariq Abdullah Al-Qarawi	Chairman of the Committee
Non-executive board member	Abdul Rahman bin Abdullah Al-Sukran	member
Non-executive board member	Naif Faisal Al-Sudairy	member
Executive board member Managing Director (acting)	Rashid Salim Abi Nader	member

The terms of reference, duties and responsibilities of the Executive Committee include the following:

- Following up the company's long, medium and short-term strategic plans and objectives, updating and reviewing them from time to time, and ensuring the implementation of the company's business plan.
- Follow-up the implementation of the estimated budgets of the company and make recommendations thereon.
- Follow up the company's performance level to achieve the set goals.
- Provide the executive management with direction and guidance towards the best practices for managing the company.
- Follow-up and review all important issues related to cases brought before the courts, emergency cases and claims that require appearing in the accounting statements.
- Selection and assignment of consulting bodies as it deems appropriate for the interest of the work.
- Any other responsibilities that the council deems to be assigned to the committee.

During the year 2022 AD, the committee held six meetings for the fourth and fifth sessions, in which the attendance was as follows:

Pierre Michel Pharaon	Naif Faisal Al-Sudairy	Abdul Rahman Abdullah Al-Sukran	Abdullah Othman Al-Mousa	the name date of the meeting
Present	Present	Present	Present	2022/01/04م
Present	Present	Present	Present	2022/03/13م
Present	Present	Present	Present	2022/04/14م
Present	Present	Present	Present	2022/06/06م

Rashid Salim Abi Nader	Naif Faisal Al-Sudairy	Abdul Rahman Abdullah Al-Sukran	Tariq Abdullah Al-Qarawi	the name date of the meeting
Present	Present	Present	Present	2022/11/07م
Present	Present	Present	Present	2022/12/27م

The most important decisions of the committee:

- Recommend approval of the company's business plan.
- Follow up on the company's performance and compare it with the approved work plan for the year 2021 AD.
- Follow up the company's quarterly reports.
- Follow-up of existing technical projects in the company.
- Recommending the adoption of updated banking powers.
- Appointing a committee secretary to replace the previous secretary.

Third: Nominations and Remunerations Committee: The Nominations and Remuneration Committee was formed during the fourth session of the Council by a decision of the Board of Directors on 09/17/1440 AH corresponding to 05/22/2019 AD and includes:

Adjective	the name	Adjective
Independent board member	Abdullah bin Othman Al-Mousa	Chairman of the Committee
Independent board member	Mahmoud bin Mohammed Al-Toukhi	member
Independent board member	Haitham Tawfiq Al-Farih	member

The Nominations and Remunerations Committee was formed during the fifth session of the Council by a decision of the Board of Directors on 06/03/1444 AH corresponding to 02/10/2022 AD and includes:

Adjective	the name	Adjective
Independent board member	Hassan Rumaih Al-Zahrani	Chairman of the Committee
Non-executive member	Naif Faisal Al-Sudairy	member
member from outside the council	Khaled Abdul Rahman Al-Khudairi	member

The terms of reference, duties and responsibilities of the Nomination and Remuneration Committee include the following:

- Preparing a report on all departments and their employees
- Plan to reduce general and administrative expenses of the company
- Communicating with department staff, getting to know them and reassuring them
- Studying the assignment of the member / Rashid Abi Nader as a consultant for operational tasks at the request of the Board of Directors
- Discussing job benefits and employee allowances in Amana Cooperative Insurance Company
- Discussing the central bank's request to establish a business continuity department
- The company's front is a challenge in attracting employees

In the fifth session, during the year 2022 AD, the Committee held five meetings, in which the attendance was as follows:

Khaled Abdul Rahman Al-Khudairi	Naif Faisal Al-Sudairy	Hassan Rumaih Al-Zahrani	the name date of the meeting
Present	Present	Present	2022/10/02م
Present	Present	Present	2022/10/11م
Present	Present	Present	2022/10/18م
Present	Present	Present	2022 /10/24م
Present	Present	Present	2022/12/28م

The most important decisions of the committee: • Completion of the performance evaluation of the work of the Board of Directors and its members and submitting it to the Board of Directors for approval. • Reviewing and approving the system and mechanism of the career succession plan for leadership positions. • Review the updated organizational structure. • Reviewing the replacement plan for non-Saudi employees. • Appointing a committee secretary to replace the previous secretary. • Recommending the appointment of Managing Director / Rachid Abi Nader for a period of six months and a mandate for a period of six months

Fourth: Investment Committee:

The Investment Committee was formed during the fourth session of the Council by a decision of the Board of Directors on 09/17/1440 AH corresponding to 05/22/2019

AD and includes:

Adjective	the name	Adjective
Independent board member	Haitham Tawfiq Al-Farih	Chairman of the Committee
Independent board member	Mahmoud bin Mohammed Al-Toukhi	member
Non-executive board member	Pierre Michel Pharaon	member

During the year 2022 AD, a committee held one meeting, and the attendance was as follows:

Pierre Michel Pharaon	Mahmoud bin Mohammed Al-Toukhi	Haitham Tawfiq Al-Farih	the name date of the meeting
Present	Present	Present	2022/02/03م

The Investment Committee was formed during the fifth session of the Council by a decision of the Board of Directors on 06/03/1444 AH corresponding to 02/10/2022 AD and includes:

Adjective	the name	Adjective
Executive board member	Rashid Salim Abi Nader	Chairman of the Committee
Independent board member	Tariq Abdullah Al-Qarawi	member
Executive member	Hazem Zaid Odeh	member

During the year 2022 AD, the committee held four meetings, and the attendance was as follows:

Hazem Zaid Odeh	Tariq Abdullah Al-Qarawi	Rashid Salim Abi Nader	the name date of the meeting
Present	Present	Present	2022/10/26م
Present	Present	Present	2022/12/13م
Present	Present	Present	2022/12/27م
Present	Present	Present	2022/12/30م

The terms of reference, tasks and responsibilities of the Investment Committee include the following:

- Drawing up the investment policy and supervising its implementation.

- Approving investment activities and monitoring the performance of investment portfolios.
- Review and re-evaluation of the company's investment policy.
- Compliance with the regulations and standards adopted in the distribution of assets and the classification and management of investment portfolios.

The most important decisions of the committee:

- Direct investment in Murabaha funds through protected banks
- Approval of the list of investment committee
- Appointing a secretary for the committee

Fifth: Risk Committee:

The Risk Committee was formed during the fourth session of the Board by a decision of the Board of Directors on 09/17/1440 AH corresponding to 05/22/2019 AD and includes:

Adjective	the name	Adjective
Non-executive board member	Abdul Rahman Abdullah Al-Sukran	Chairman of the Committee
Non-executive board member	Naif Faisal Al-Sudairy	member
An independent member from outside the board	Salem Ghaly Al-Rehaili	member

During the year 2022, the committee held two meetings, in which the attendance was as follows:

Salem Ghaly Al-Rehaili	Naif Faisal Al-Sudairy	Abdul Rahman Abdullah Al-Sukran	the name date of the meeting
Present	Present	Present	01/02/2022
Present	Present	Present	08/06/2022

The Risk Committee was formed during the fifth session of the Board by a decision of the Board of Directors on 01/11/1444 AH corresponding to 08/11/2022 AD and includes:

Adjective	The Name	Adjective
Non-executive board member	Abdul Rahman Abdullah Al-Sukran	Chairman of the Committee
Independent board member	Bashar Talal Kayali	Member
An independent member from outside the board	Salem Ghaly Al-Rehaili	Member

During the year 2022 AD, the Committee held three meetings, in which the attendance was as follows:

Bashar Kayali	Salem Ghaly Al-Rehaili	Abdul Rahman Abdullah Al-Sukran	the name date of the meeting
Present	Present	Present	18/10/2022
Present	Present	Present	20/12/2022
Present	Present	Present	25/12/2022

The functions, duties and responsibilities of the Risk Committee include the following:

- Determine the risks that the company may be exposed to and maintain an acceptable level of risk for the company.
- Supervising the company's risk management system and evaluating its effectiveness.
- Developing a comprehensive risk management strategy and following up its implementation, reviewing and updating it based on the company's internal and external changes.
- Review risk management policies.

The most important decisions of the committee:

- Reviewing the strategy, plan and list of risks for the year 2022.
- Key risk indicators, risk register and most important risks.
- Determining the company's ability to accept risks after discussion with the Board of Directors.

k) Stock and debt instruments activities:

The authorized, issued and fully paid capital of the company is 430 million Saudi riyals as of December 31, 2220 AD, and it consists of 43 million shares with a nominal value of 10 Saudi riyals per share. There are no debt instruments issued by the company, nor any interest, option rights and subscription rights belonging to Members of the Board of Directors and their family members in the company's shares. Also, there are no debt instruments convertible into shares, option rights, subscription right warrants, or similar rights issued or granted by the company during the fiscal year ending on that date. There are no conversion or subscription rights under debt instruments convertible into shares, option rights, or similar rights certificates issued or granted by the company during the period, and there is no

redemption, purchase, or cancellation by the company of any redeemable debt instruments, nor are there any arrangements or assignment agreement. Hereby none of the shareholders express any rights to the profits.

k) A description of any interest of the members of the Board of Directors, their spouses and minor children in the shares or debt instruments of the company:

The following table shows the ownership percentages of the members of the Board of Directors in its fourth session and their wives and minor children in the company's shares during the year 2022 AD for the fourth and fifth sessions:

A description of any interest belonging to the members of the Board of Directors, their spouses and their minor children in the shares or debt instruments of the company for the fourth session							
percentage change	net change	year end		the beginning of the year		the name	M
		debt instruments	Number of Shares	debt instruments	Number of Shares		
%0	-	-	300,000	-	1.2500000	Mahmoud bin Mohammed Al-Toukhi	.1
%0	-	-	749	-	0.0031153	Abdullah bin Othman Al-Mousa	.2
%0	-	-	2,625	-	0.0109307	Abdul Rahman bin Abdullah Al-Sukran	.3
%0	-	-	20	-	0.0000769	Bader bin Ibrahim Al-Suwailem	.4

A description of any interest belonging to the members of the Board of Directors, their spouses and their minor children in the shares or debt instruments of the company for the fifth session					
percentage change	net change	year end	the beginning of the year	the name	M

		debt instruments	Number of Shares	debt instruments	Number of Shares		
%0	-	-	0.0031140	-	0.0031153	Abdullah bin Othman Al- Mousa	.5
%0	-	-	0.0109302	-	0.0109307	Abdul Rahman bin Abdullah Al- Sukran	.6

o) A description of any interest of senior executives, their spouses and minor children in the company's shares or debt instruments:

Senior executives, their spouses and minor children have no interest in the company's shares or debt instruments.

- p) Zakat, statutory payments and indebtedness:
- • Zakat and income tax are calculated in accordance with the relevant regulations and the instructions of the General Authority for Zakat and Income. The zakat obligations are charged to the Saudi shareholders and the like, and the tax is charged to the non-Saudi shareholders.
- • Zakat is recalculated according to the accrual principle, whereby the zakat provision is calculated according to the zakat base. Any differences between the provision and the final assessment are recorded when the final assessment is approved, at which time the provision is closed. The company has approved the provision for zakat dues for the year 2022 AD in the amount of 3,450 thousand Saudi riyals, so that the accumulated provision on 12/31/0222 AD amounted to 7,009 thousand Saudi riyals.

- On the other hand, the company paid an amount of 49 thousand Saudi riyals to the account of reinsurance premiums tax and consulting expenses outside the Kingdom of Saudi Arabia, in addition to creating a provision for the year 2022 AD in the amount of 525 thousand Saudi riyals, so that the accumulated provision on 12/31/2022 AD amounted to 1,976 thousand Saudi riyals for the same account.
- As for other statutory payments, 1,139 thousand Saudi riyals have been paid to the Central Bank of Saudi Arabia, as well as an amount of 3,736 thousand Saudi riyals to the General Organization for Social Insurance and an amount of 1,394 thousand Saudi riyals to the fees of the Cooperative Health Insurance Council. The company has no loans or debts payable, and the following table shows All fees or taxes owed to government agencies:
- All figures are in thousands of Saudi riyals

As on December 31, 2022 AD	The entity
1,076	SAMA
251	GOSI
347	CCHI

F) External Auditors:

The General Assembly, held on 01/12/1443 AH corresponding to 06/30/2022 AD, approved the appointment of Al-Kharashi & Partners, certified accountants and auditors, and the office of Mr. Al-Ayouti and his partners, certified accountants and auditors, as external auditors for the company's accounts for the year 2022 AD and the first quarter of 2023 AD, and determining their fees.

g) The accounting standards used for the financial statements:

The company's financial statements were prepared during the financial period from 01/01/2022 AD to 12/31/2022 AD in accordance with international financial reporting standards, and the company confirms that there are no material differences or financial impact on the financial statements as a result of their preparation in accordance with international reporting standards compared to those issued by the Saudi Authority for chartered accountants. The financial statements also show fairly, in all material respects, the financial position of the company as on December 31, 2022 AD, and the results of its operations and its cash flows for the year ending on that date in accordance with international standards.

1. t) Dividend Distribution Policy:
2. Since the company did not extinguish the capital losses (as was shown in the financial results above), no dividends will be distributed for this period, and the company will work in the future, when profits are realized, to take the appropriate decision regarding the distribution of profits to the shareholders, according to what is required by the company's articles of association in Article 44 And Article 45, which states the following:
3. Avoid the prescribed zakat and income tax.
4. Set aside (20%) of the net profits to form a statutory reserve, and the Ordinary General Assembly may stop this set aside once the reserve reaches (100%) of the paid-up capital.

5. The Ordinary General Assembly, based on a proposal by the Board of Directors, may set aside a percentage of the net profits and decide to form other reserves, to the extent that achieves the interest of the company or guarantees the distribution of fixed profits as much as possible to the shareholders.

The shareholder is entitled to a share in the profits in accordance with the decision of the General Assembly issued in this regard, and the decision indicates the date of maturity and the date of distribution. The profits to be distributed to the shareholders shall be paid at the place and time determined by the Board of Directors, in accordance with the instructions issued by the competent authority, taking into account the prior written approval of the Central Bank of Saudi Arabia.

(approval

Amana Cooperative Insurance Company acknowledges:

- There are no loans on it, whether due on demand or otherwise, and the company did not pay any amounts to repay loans during the financial period ending on 12/31/2022 AD.
- There are no debt instruments convertible into shares, and there are no option rights, subscription right notes, or similar rights issued or granted by the company during the financial period ending on 12/31/2022 AD.
 - • There are no conversion or subscription rights based on debt instruments convertible into shares, option rights, rights certificates, or similar rights, or that the company issued or granted during the financial period ending on 12/31/2022 AD.

- • The company did not recover, purchase or cancel any redeemable debt instruments, or any value of the remaining securities.
- • There is no contract to which the company is a party and in which there is or was a substantial interest for a member of the Board of Directors, the general manager, the deputy general manager for financial affairs, or any person related to any of them, except for what was previously mentioned.
- Amana Cooperative Insurance Company acknowledges the following:
 - • That the account records have been properly prepared.
 - • The internal control system was prepared on sound grounds and implemented effectively.
- There is little doubt about its ability to continue its activity.

h) Important events during the year 2022 AD:

- The company submitted a request for the approval of the Cooperative Health Insurance Council on the request to renew the company's qualification with the General Secretariat of the Council for a period of three years starting from the date of 02/22/2023 AD.
- Signing a non-binding memorandum of understanding with ACIG for Cooperative Insurance on 07/02/1444 AH corresponding to 03/09/2022 AD, in order to assess the feasibility of merging the two companies. The two companies will start the process of verification and examination of the technical, financial, legal and actuarial aspects and enter into non-binding discussions regarding the details of the terms and conditions of the proposed merger.
- Approval of the Compliance Management Plan for the year 2023 AD on 01/15/2023 AD.

z) The results of the annual review of the effectiveness of the internal control procedures and the audit committee's opinion on the adequacy of the company's internal control system:

The Internal Audit Department implemented the annual internal audit plan for the year 2021-2022 approved by the Audit Committee, which was implemented during the year 2021 until the middle of 2022, and also started implementing the audit plan for the year 2022, and audit reports were submitted to the senior management and the Audit Committee. Accordingly, the executive management has developed an action plan to implement and address all observations contained in the internal audit reports. In turn, the Audit Committee reviewed these works and included them in its report to the Board of Directors to highlight aspects related to the effectiveness of the company's internal control procedures, in addition to including each of the external auditor's observations regarding his assessment of the internal control system.

With regard to the results of the annual review of the effectiveness of the company's internal control procedures, the Audit Committee believes that the performance of the Audit Department during the year 2022 AD achieved the desired goals after assigning a large part of the department's operations to a specialized service provider, and based on the reports issued by the Internal Audit Department, the Committee considers that the internal control system The company urgently needs to address the weaknesses and gaps in the internal control system and some of its components and develop the risk control tools applied by the company to keep pace with the volume of business and the requirements of the company.

Penalties imposed on the company:

The penalties imposed on Amana Cooperative Insurance Company by the Capital Market Authority, the Central Bank, the Health Insurance Council or other regulatory authorities are as follows:

- The company's receipt of the Central Bank of Saudi Arabia's letter No. (43086092) dated 10/10/1443 AH, which includes the imposition of a fine of (60,000) riyals for the company's violation of the Central Bank's supervision. And supervisory instructions represented in the company's non-compliance with the request to obtain a letter of no-objection from the bank, the Central Bank approved the financial reports for the third quarter of the year 2020 AD, and the first and second quarters of the year 2021 AD, according to the periods specified by law, and accordingly, the Central Bank was provided explain to correct it.

- The company's receipt of the Central Bank of Saudi Arabia's letter No. (43095570) dated 11/17/1443 AH, which includes the imposition of a fine of (80,000) riyals for the company's violation of the Central Bank's supervisory and oversight instructions represented in the company's non-compliance with the request for a no-objection request from the Central Bank on the lists The annual financial statements for the year 2021 AD were seven days before publication, and accordingly, the Central Bank was provided with an explanation for correcting this.

- The company's receipt of the Insurance Council's letter No. (1440) dated 12/25/1443 AH, which includes the imposition of a fine of (357,000) riyals for the company's violation of the provisions of the Cooperative Health Insurance System and its implementing regulations, and accordingly, the Insurance Council was provided with an explanation for correcting that.

- The company's receipt of the Central Bank of Saudi Arabia's letter No. (44002212) dated 01/09/1444 AH, which includes the imposition of a fine of (90,000) riyals for

the company's violation of the Central Bank's supervisory and oversight instructions represented in the company's non-compliance with the fraud regulations issued by the Central Bank and the absence of any procedures Internal monitoring to ensure follow-up on compliance with the regulations, and accordingly, the Central Bank was provided with evidence to correct this.

- The company's receipt of the Central Bank of Saudi Arabia's letter No. (44013333) dated 02/17/1444 AH coinciding with the imposition of a financial fine (120,000) riyals for a company violating the Central Bank's supervisory and regulatory instructions represented in the company's non-compliance with issuing / renewing insurance policies for members of the Board of Directors And related parties before paying the due installment in full _ The Executive Board members did not hold a closed meeting without the presence of the management members once during the year 2021 AD - The Board of Directors did not review the governance regulations on an annual basis at least - The absence of a policy of the Board of Directors The Board of Directors regarding replacement and succession Accordingly, the Central Bank was provided with an explanation to correct this.

Amana Cooperative Insurance Company has implemented all the articles contained in the Corporate Governance Regulations issued by the Saudi Capital Market Authority

Conclusion:

In conclusion, we extend our thanks and appreciation for the efforts made by all members of the company's families and at all job levels during the year 2022 AD, and we hope to double efforts to raise the company to the ranks of the largest Saudi companies. insurance market.
