

Corporate Governance Report For the Year 2018



رأس المال المدفوع و المصرح به (٢٠٧) مليون درهم شركة خاضعة لأحكام القانون الإتحادي رقم (٦) لسنة ٢٠٠٧ في شأن إنشاء هيئة التأمين و تنظيم أعماله و مقيدة بسجل شركات التأمين الرقم (١٠) +٩٧١ (٢) ٦٧٧٦٦٢٨ في شأن إنشاء هيئة التأمين و تنظيم أعماله و مقيدة بسجل شركات التأمين الرقم (١٠) +٩٧١ (٢) ٦٧٧٦٦٢٨ المكتب الرئيسي : ص. ب. : ٤٥١٥٤ ، أبوظبي ، أع.م ، هـاتف : ٢٠٠٠ ٤١٨٥٣٠ ، فاكس : ٢٧٧٦٦٢٨ (٢) +٩٧١ المكتب الرئيسي : ص. ب. : 971 (2) 4185300, Fax : +971 (2) 6776628

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- Company of the Comp	Governance	Composition	Hierarchy	Auditor	Committees	Committee	System	by the Company	Information

Introduction

Al Wathba National Insurance Company PJSC (the "Company") was established by Emiri Decree No. 3/78 on 10/2/1978 and is a national company, registered with the Insurance Authority with registration number 10. The Company's principal activity is transaction of general insurance and re-insurance business of all classes. The Company is listed on Abu Dhabi securities exchange and has its head office in Abu Dhabi with the current capital at AED 207 million.

1. Procedures to complete Corporate Governance system

Procedures taken to complete the Corporate Governance system during 2018, and how they are applied:

The Company ensures to abide by and comply with the provisions of The Chairman of Authority's Board of Directors' Resolution No. (7 R.M) of 2016 Concerning the Standards of Institutional Discipline and Governance of Public Shareholding Companies.

The company is keen on pursuing the policies derived from the rules and standards of institutional regulation enforced in the country trusting that this contribution will help the company. This will assist to achieve its objectives in line with the shareholders interest, and further increase the sustainable value for them and in the interest of customers and employees. This will help to strengthen the fundamentals of the regulatory environment ensuring that the standards of transparency, accountability, responsibility, and disclosure are upheld in order to maintain integrity, in which the Board of Directors and Executive Management are cautious to apply them.

Through its committees the Board of Directors gives great attention to corporate governance and discipline. Moreover, this is accomplished by supervising the management of the company, implementing its responsibilities and duties through the powers granted to it, supervising the implementation of the company's policies and procedures to ensure the development of the efficiency and effectiveness of internal controls of the company.

The Company has taken several steps to enhance the corporate governance through:

1.1 Audit Committee:

- The Audit Committee meets with the Internal Controls Department to review the operational effectiveness and controls to ensure the continuity of the effectiveness of the company's internal auditing system.
- The Audit Committee have met and recommended to the Board of Directors to appoint Ernst & Young (EY) as the External Auditor for the year 2018 which was approved by the General Assembly on 24/04/2018.
- The Audit Committee meets with the Company's External Auditor on an annual basis.
- The Audit Committee has sent the minutes of the meetings to the Board of Directors for review and discussion at the Board meetings.
- The Audit Committee performed the following duties through the Internal Audit Department, which regularly reports to the Committee:



Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information
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- A. Monitoring and reviewing the integrity of the Company's financial statements and reports (annual, semi-annual, and quarterly).
- B. Reviewing the internal control and risk management systems of the company.
- C. Ensuring that the Company complies with the code of conduct.

1.2 Risk Management:

The internal audit identifies the risks and their significance, as they audit the internal divisions and internal departments of the company based on the annual plan projected. The internal audit department make recommendations through the internal audit reports to discuss with the Audit and Senior Management Committee for managing these risks.

Moreover, the company's data is analyzed, and detailed reports are issued. In these reports, specific risks are recognized throughout, as well as, what should be avoided and ways to address these issues identified.

The strategy aims at covering all types of risks that will be insured in terms of risk type and value, as well as, type of insured sector and geographic boundaries.

1.3 Report of any potential violations:

Ensuring compliance with the system that enables employees to report potential violations in financial reports, internal controls or other matters in such a way as to enable them to report while ensuring that their rights are not infringed, and to establish steps to ensure independent investigations of such violations through the formation of an independent committee to consider such violations If any.

1.4 Compliance with laws and regulations:

The company is committed to the laws and regulations issued by the Securities and Commodities Authority, Abu Dhabi Securities Exchange, Insurance Authority, Health Authority, Labor Law, and other laws and regulations in the UAE due to the company's status as a public joint stock company listed in Abu Dhabi Security's Market and carries out its insurance business practice.

1.5 Board of Directors:

- The Board of Directors discusses the reports of the Internal Controls Department.
- The Board of Directors follow up on the Audit Committee and Nomination & Remuneration Committees in accordance with the governance regulations.
- Ensure shareholders' rights by maximizing the profitability of the company.

1.6 Governance Report:

The Company is committed to make the Corporate Governance Report available to all shareholders and publish it through the usual means of publication prior to the announcement of the General Assembly's invitation by enough time, for the shareholders to review it.



Introduction Procedures taken to complete Corporate Governance Composition Composition	External Board of Directors Committees	Insiders' Internal Transactions Control Committee System	Cash and in-kind contributions made by the Company
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2. Transactions in the Company's securities

Transactions of the members of the Board of Directors, and spouses and children thereof in the Company's securities during 2018:

Name	Position/Relationship	Shares Held as at 31/12/2018	Transactions in the company's securities during the year 2018
Sheikh/ Saif Bin Mohamed Bin Butti Al Hamed	Chairman/Himself	None	None
H.E. Rashed Darwish Ahmed Al Ketbi	Vice Chairman & Managing Director/Himself	19,588,774	None
Mr. Mohammed Rashed Darwish Ahmed Al Ketbi	Son	5,776,136	None
Mr. Shukri Salem Musabah Al Mheiri	Board Member/Himself	None	None
Mr. Mohamed Saeed Abdulla Al Qubaisi	Board Member/Himself	862,500	None
Mr. Aamer Abdul Jalil Al Fahim (Former Member)	Former Member/Himself	None	None
Mr. Saeed Omeir Yousef Al Mheiri	Board Member/Himself	None	None
Mr. Ahmed Ali Khalfan Al Dhaheri	Board Member/Himself	None	None
Mr. Rasheed Ali Rasheed Al Omaira	Board Member/Himself	34,500	None
Mr. Khalifa Saif Darwish Al Ketbi	Board Member/Himself	None	None
Mr. Khalid Khalifa Mohamed Al Mheiri	Board Member/Himself	None	None

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Governance Composition Committee Committee System by the Company	Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information
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3. Board of Directors

3A. Composition of the Board of Directors

The Board of Directors is responsible for ensuring fair returns to shareholders in exchange for their investments in the company and protecting their rights, as well as approval of strategic plans, budget, investments, supervision and management of the company's financial situation and decision-making and other matters.

The company's former Board of Directors consisted of the following nine members (until 24/04/2018)

Name	Date of Election	Category	Board of Directors	Audit Committee	Investment Committee	Nomination & Remuneration Committee
Sheikh Saif Bin Mohammed Bin Butti Al Hamed	29/04/2000	Non-Executive / Non Independent	Δ			
H.E. Rashed Darwish Al Ketbi	29/04/2000	Executive	О		Δ	
Mr. Shukri Salem Al Mheiri	15/10/1997	Non-Executive / Independent				Δ
Mr. Mohamed Saeed Al Qubaisi	29/04/2000	Non-Executive / Independent		Δ		
Mr. Aamer Abdul Jalil Al Fahim (Former Member)	29/04/2000	Non-Executive / Independent				
Mr. Saeed Omeir Al Mheiri	29/04/2000	Non-Executive / Independent				
Mr. Ahmed Ali Al Dhaheri	25/03/2003	Non-Executive / Non Independent		0		
Mr. Rasheed Ali Al Omaira	25/03/2003	Non-Executive / Independent				
Mr. Khalifa Saif Al Ketbi	10/03/2013	Non-Executive / Non Independent				
Δ = Chairman	O = Managin	g Director / Vice (Chairman		rd of Directors ommittee Men	N 50

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Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information

The company's current Board of Directors consists of the following nine members (from 24/04/2018)

Name	Date of Election	Category	Board of Directors	Audit Committee	Investment Committee	Nomination & Remuneration Committee
Sheikh Saif Bin Mohammed Bin Butti Al Hamed	29/04/2000	Non-Executive / Non Independent	Δ			
H.E. Rashed Darwish Al Ketbi	29/04/2000	Executive	0		Δ	
Mr. Shukri Salem Al Mheiri	15/10/1997	Non-Executive / Independent				Δ
Mr. Mohamed Saeed Al Qubaisi	29/04/2000	Non-Executive / Independent		Δ		
Mr. Saeed Omeir Al Mheiri	29/04/2000	Non-Executive / Independent				
Mr. Ahmed Ali Al Dhaheri	25/03/2003	Non-Executive / Non Independent				
Mr. Rasheed Ali Al Omaira	25/03/2003	Non-Executive / Independent				
Mr. Khalifa Saif Al Ketbi	10/03/2013	Non-Executive / Non Independent				
Mr. Khalid Khalifa Al Mheiri	24/04/2018	Non-Executive / Independent				
Δ = Chairman	O = Managir	g Director / Vice (Chairman		rd of Directors ommittee Men	5





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Procedures taken to complete Corporate Governance

Board of Directors Composition

Company's Hierarchy External Auditor Board of Directors Committees Insiders' Transactions Committee Internal Cash and in-kind control contributions made by the Company

General Information

The experiences and qualifications of the members of the Board of Directors:

Name	Experiences	Qualifications
Sheikh Saif Bin Mohammed Bin Butti Al Hamed	 CEO and Deputy Owner of United Al Saqer Group from 02/04/2008 to date CEO and Deputy Owner of Al Atheer Group from 02/04/2008 to date Owner and CEO of Saif Group from 01/11/1999 to date 	 Bachelor of Political Science / Economics
H.E. Rashed Darwish Al Ketbi	 Chairman and Owner of Rashid Darwish Al Ketbi Commercial Investment from 2007 to date Financial and Administrative director of Darwish Bin Ahmed and Sons from 1995 to 2006 Assistant Undersecretary for Financial and Administrative Affairs at the Ministry of Health - UAE from 1991 to 1995 Financial and Administrative Director of Saif Bin Darwish from 1985 to 1991 	 Bachelor of Business Administration Master of Business Administration
Mr. Shukri Salem Al Mheirí	 Businessman General Manager of Dubai Investment Industries Company from 2006 to 2014 Business Development Manager for Dubai Investments Company from 2001 to 2006 Executive Director of Abu Dhabi Investments Company and Oman Emirates Holding Company (Emirates Branch) from 1995 to 2006 Director of Finance at Tawam Hospital - Ministry of Health from 1992 to 1995 Marketing Manager at Abu Dhabi National Oil Company (ADNOC) from 1985 to 1990 	 Bachelor of Economics Master of Public Administration development
Mr. Mohamed Saeed Al Qubaisi	 Chairman of the Board of Directors of Mohammed Al Qubaisi Company from 1986 to date 	Secondary degree
Mr. Aamer Abdul Jalil Al Fahim (Former Member)	 Member of the Board of Directors of Al Fahim Group from 1987 till 1997. Executive Director of Al Fahim Group from 2000 to 2005. Member of the Board of Directors (Accounts, Finance and Investment Department of Al Fahim Group from 1997 to 2000). Member of Al Fahim Group Board of Directors from 2005 to date. 	 He holds a PhD in Philosophy from Coventry University, UK. Master of Business Administration (Banking / Finance).
Mr. Saeed Omeir Al Mheiri	Owner of Omeir Investments	Bachelor of Economics

Introduction

Procedures taken to

complete Corporate Governance Board of Directors Composition

Company's Hierarchy



Auditor

Directors

Committees

Insiders'

Transactions

Committee

Internal

Control

System

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General

Information

Cash and in-kind

contributions made

by the Company

Mr. Khalid Khalifa Al Mheiri	 A financial analyst for Al-Dhabi Investment Company from 2013 to date 	 Bachelor of Business Administration
Mr. Khalifa Saif Al Ketbi	 Executive Director with 20 years' experience in marketing and sales Experience in business management Experience in services and investment in a company specialized in the field of heavy equipment and spare parts 	 Bachelor of Business Administration
Mr. Rasheed Ali Al Omaira	 CEO of BILDCO since 2018 Business Man from 2010 - 2017 CEO and Board Member of Vision Capital from 2006 to 2010 Employee at Abu Dhabi Securities Market from 2000 to 2006 Business Man from 1996 to 2000 Employee at RAK Bank for the period 1991-1996 Employee at United Arab Bank for the period 1988-1991 	
Mr. Ahmed Ali Al Dhaheri	 April 2012) Currently Vice President since April 2018. Member of the Board of Directors of Abu Dhabi Aviation (since April 1999) Member of the Board of Directors of Al Ramz of Investment & Development (PJSC) since April 2018. He previously held the following positions: Vice Chairman and CEO of Ali & Sons Group of Companies since 1998 until July 2014 Member of the Board of Directors of the Chamber of Commerce and Industry from 2000 to 2005 Chairman of the Board of Directors of Publinet Advertising and Advertising LLC from 2002 to 2014 Chairman of the Board of Directors of Omnitech International Ltd. from 2005 to 2008 CEO and Vice President of Injaz Mena Investment Company from 2005 to January 2010. Chairman of Real Capital - Bahrain from 2006 to 2016 	Higher Colleges of Technology Abu Dhabi Bachelor of Accounting from the School of Management and Economics of Seattle University - America Certified Public Accountant (CPA)
	 He is currently the Chairman of Ali & Sons Holding Company Chairman of Foodco Holding (since April 2009) Member of the Board of Directors of Waha Capital (since 	 Higher Diploma in Business Administration - Accounting Major with distinction from the





Introduction

Procedures taken to complete Corporate Governance

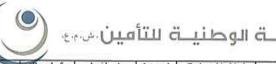
Board of Directors Composition Company's Hierarchy

External Auditor Board of Directors Insiders' Transactions Committee Internal Cash and in-kind Control contributions made System by the Company

General Information

The Board of directors positions in other companies:

400000000000000000000000000000000000000	Name of the Public joint stock or any important	
Name	company	Designation
	(Regulatory, government, commercial)	
Sheikh Saif Bin Mohammed Bin	■ Bank of Sharjah	 Member of the BOD
Butti Al Hamed	 Alfalah Insurance (Pakistan) 	 Member of the BOD
	Abu Dhabi National Hotels	 Chairman of the BOD
	■ Foodco Holding	 Vice Chairman
NORM TREATMENT (\$100) THE PROPERTY OF THE PARTY OF THE PA	 Waha Capital 	 Member of the BOD
H.E. Rashed Darwish Al Ketbi	 Gulf Precast Concrete Company LLC 	 Chairman of the BOD
	 Shanghai Electric Middle East 	 Chairman of the BOD
	Darwish bin Ahmed & Sons Company	 Vice Chairman
Mr. Shukri Salem Al Mheiri	Emirates Insurance Association	 Member of the BOD
Mr. Mohamed Saeed Al Qubaisi	■ Foodco Holding	Member of the BOD
Will World Med Saeed Al Qubaisi	 Mohammed Al Qubaisi Enterprises 	 Chairman of the BOD
Mr. Aamer Abdul Jalil Al Fahim (Former Member)	Al Fahim Group	 Member of the BOD
	Omeir Investments LLC	■ Owner
Mr. Saeed Omeir Al Mheiri	 Al Barakah Holding 	Owner
	Federal National Council	 Member of the BOD
	 Abu Dhabi Aviation Company PJSC 	 Member of the BOD
	 Foodco Holding PJSC 	 Chairman of the BOD
Mr. Ahmed Ali Al Dhaheri	 Al Hawas Foods Co. (PJSC) 	 Chairman of the BOD
	Waha Capital	 Vice Chairman
	 Al Ramz Corporation for Investment and Development (PJSC) 	 Member of the BOD
	Abu Dhabi National Company for Building Materials –	 Member of the BOD 8
Mr. Rasheed Ali Al Omaira	BILDCO	Managing Director
VII. Nasileed All Al Ullialla	 Vision Capital Brokerage Co LLC 	 Chairman of the BOD
	Waha Capital	 Member of the BOD
	■ Arkan	 Member of the BOD
Mr. Khalifa Saif Al Ketbi	 Vision Insurance Company (Oman) 	 Member of the BOD
	 Vision Investment Services Co. SAOC (Oman) 	



Introduction

Procedures taken to complete Corporate Governance

Board of Directors Composition

Company's Hierarchy External Auditor Board of Directors Committees Insiders' Transactions Internal Cash and in-kind Control contributions made System by the Company

General Information

3B. Women's Representation

Statement of women's representation in the Board of Directors in 2018:

There is no female candidate representation on the Board of Directors of the company.

However, the Company's Articles of Association allows the nomination by women to the Board of Directors.

3C. Reasons of no women's representation

Reasons why no women were nominated for the membership of the Board of Directors

The company opened its doors to the female candidates for nomination and representation on the board of directors at its general assembly meeting held on 24/04/2018, where no woman submitted any candidacy. The next election date for the Board of Directors will be in the General Assembly for the financial year 2020 and will open the election for the possibility of the women to be represented in the Board of Directors.

3D. (1&2) Board of Directors' remuneration

Total remunerations paid to the members of the Board of Directors for the year 2017 & total remunerations proposed to be paid for the year 2018, which shall be presented in the annual General Assembly for approval:

The Board of Directors met on 26/03/2019 to discuss and approve the annual financial statements as of 31/12/2018. Also, the discussion consisted of the proposed distribution of shareholders' profits and the remuneration of the board of directors which will be approved by the shareholders at the general assembly meeting taking place on the 23/04/2019. As per the Article (169) of Federal Law No. (2) / 2015 which pertain to commercial companies, the proposed remuneration for the Board members is 10% of the net profit for the fiscal year ended 2018 after deduction of both depreciation and reserves.

Statement of the Board of Directors' remuneration

Statement	Paid Remuneration	Proposed Remuneration
Year	2017	2018
Amount (AED)	4,500,000	4,050,000

3D. (3) Board of Directors' allowances

Allowances for attending meetings of the Board of Directors and its committees for the fiscal year 2018:

1. Board meetings allowances

There are no attendance allowances for members of the Board of Directors.

Procedures taken to

complete Corporate

Governance



2. Board Committee meetings allowances

1. Audit Committee

Introduction

Name	Allowance (AED)
Mr. Mohamed Saeed Al Qubaisi	24,000
Mr. Ahmed Ali Al Dhaheri	24,000
Mr. Khalid Khalifa Al Mheiri	12,000

2. Nominations & Remunerations Committee

Name	Allowance (AED)
Mr. Shukri Salem Al Mheiri	6,000
Mr. Rasheed Ali Al Omaira	6,000
Mr. Khalifa Saif Al Ketbi	6,000

3E. Board of Directors' meetings

The number and dates of Board of Directors' meetings held during the FY 2018 as well as the attendance frequency by all the members; in person and by proxy:

The Board of Directors meeting was held four times during the year 2018.

1. The number and dates of Board of Directors' meetings held

Number of Meeting	Date of the Meeting
First Meeting	04/02/2018
Second Meeting	27/03/2018
Third Meeting	13/05/2018
Fourth Meeting	12/11/2018

2. The number of personal attendance of Board members

Name	Attendance Frequency
Sheikh/ Saif Bin Mohamed Bin Butti Al Hamed	3
H.E. Rashed Darwish Al Ketbi	4
Mr. Shukri Salem Al Mheiri	4
Mr. Mohamed Saeed Al Qubaisi	2
Mr. Aamer Abduljalil Al Fahim (Old Member)	
Mr. Saeed Omeir Al Mheiri	2
Mr. Ahmed Ali Al Dhaheri	3
Mr. Rasheed Ali Al Omaira	4
Mr. Khalifa Saif Al Ketbi	4
Mr. Khalid Khalifa Al Mheiri	1



Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information	

3F. Executive Management delegation by Board of Directors

BOD's tasks and functions which were performed by the Executive Management pursuant to an authorization by the BOD to the Management, stating the period and validity of the delegation.

Name	Delegation	Period of Delegation		
H.E. Rashed Darwish Al Ketbi	 To manage the company's investments, funds and contracts under its name and representing the company in its relations with others. The right to sign the contracts for all types of article of association on behalf of the company either with himself or with third party. Also to establish them so that they are fully owned or owned at a specific percentage of the company. Furthermore, he has the right to sell, buy and transfer shares and commercial licenses registered in the name of the company and has the right to add or remove partners on behalf of the company and sign the relevant contracts before the Notary Public or any other party. The right to trade in shares and bonds by selling, purchasing, pledging, and canceling the pledge. The right to manage the properties and lands owned by the company and has the right to sell, mortgage, and cancel the mortgage of them and to buy and sign all that is required to do so. Opening, managing, closing the current accounts, depositing, and withdrawing the deposits of the company with the local banks. Also has the right to borrow on behalf of the company with the guarantees that he certifies and sign the contracts in this regard and authenticate them before the relevant official authorities and represent the company before the official authorities and governmental bodies. Sign on behalf of the Company any papers or documents related to the above works, and such works are approved by the board of directors whether within the United Arab Emirates or abroad. The right to appoint others from the managers or employees of the company in all or some of the aforementioned text. 	3 years		
Mr. Bassam Adib Chilmeran	 Sign on behalf of the company all transactions, records, and documents in the ministries, courts, municipalities, civil associations, chamber of commerce and industry, immigration department, traffic department, labor department, and immigration affairs at airports. Also, he can enable the authority to sell the vehicles owned by the company and register and renew them and remove them at traffic and licensing departments, as well as, purchase in company's name. He has the right to dismiss, appoint and authorize lawyers, arbitrators, and experts to defend the company's cases in all courts of the United Arab Emirates of all types and degrees including first instance, appeal, and supreme in all the roles of the trial, in the federal courts on all degrees, the Supreme Federal Court, and the Shari'a courts of different degrees including cassation court. Furthermore, he has the right to authorize in all or some of aforementioned text. 	3 years		

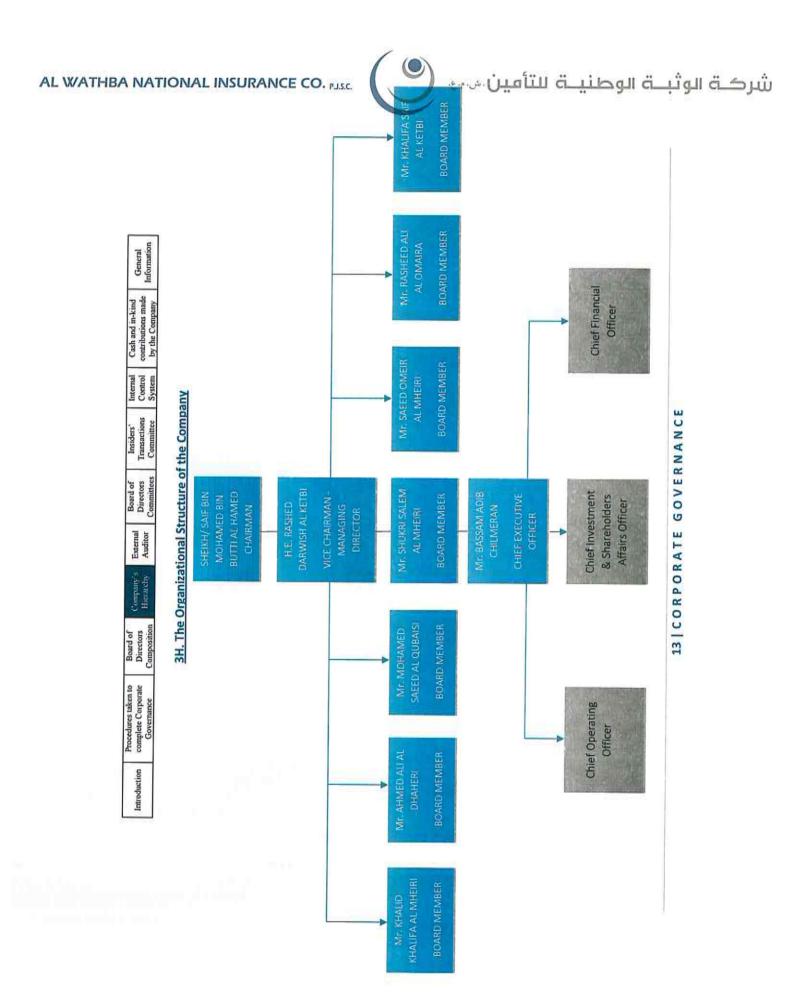
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Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information

3G. Related Parties Transactions

The details of transactions made with the related parties (stakeholders):

Board Member Name	Premiums	Claims
Sheikh/ Saif Bin Mohamed Bin Butti Al Hamed	17,844,076	6,512,762
H.E. Rashed Darwish Al Ketbi	22,895,832	7,588,569
Mr. Shukri Salem Al Mheiri	69,298	2,960
Mr. Mohamed Saeed Al Qubaisi	870,559	65,396
Mr. Aamer Abdul Jalil Al Fahim (Former Member)	21,332	3,675
Mr. Saeed Omeir Al Mheiri	475,504	122,853
Mr. Ahmed Ali Al Dhaheri	14,933,492	3,961,674
Mr. Rasheed Ali Al Omaira	* 	
Mr. Khalifa Saif Al Ketbi		
Mr. Khalid Khalifa Al Mheiri		





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Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information

31. Executive Management Details

A detailed statement of the senior executive staff in the first and second level according to the Company's organizational structure, their positions and appointment dates, and total salaries and benefits paid thereto

Position	Date of Appointment	Total Salaries and Allowances paid in 2018 (AED)	Total Bonuses paid in 2018 (AED)	Any other Cash/in-kir benefits for 2018 or payable in the future	
Managing Director	29/04/2000				
Chief Executive Officer	25/11/2000	1,840,040	1,500,000	\	
Old Chief Financial Officer	23/03/2009	138,860	135,000	=	
New Chief Financial Officer	05/02/2018	402,610			
Chief Investment & Shareholders Affairs Officer	29/05/1985	546,660	135,000		
Chief Operating Officer	02/12/2013	492,700	135,000		



Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information

4. External Auditor

4A. About the External Auditor:

Ernst & Young were appointed as the company's external auditor for the financial year 2018 based on the recommendation of Audit Committee and appointed at the 2017 General Assembly which was conducted on the 24th of April 2018. Ernst & Young is one of the largest professional services firms in the world and is one of the "Big Four" accounting firms.

4B. Fees for the audit and other services

Fees for the audit and other services provided by the company's external auditor during 2018, in addition to a statement of the number of years spent as an external auditor of the company is mentioned in the schedule below:

Name of Auditing Firm:	Ernst & Young
Number of years served as an external auditor for the Company:	 From 1996 to 1998 From 2000 to 2010 From 2014 to 2018
Total fees for auditing the financial statements of 2018 (AED):	166,000/-
The fees and costs of the special services other than the auditing of the financial statements in 2018 (AED):	135,000/-
The details and nature of other services provided:	Authentication services required by the Insurance Authority in accordance with the decision of the Board of Directors No. 24 of 2014 on financial instructions for insurance companies
A statement of the other services performed by an external auditor other than the Company's auditor in 2018:	None
The qualified opinions made by the company's external auditor in the interim and annual financial statements for 2018	None



Procedures taken to Board of Cash and in-kind Insiders Company's External General Introduction complete Corporate Directors Transactions Control contributions made Hierarchy Auditor Information Governance Composition by the Company

Board of Directors Committees

The Board of Directors shall supervise the work of the following committees: The Audit Committee, the Nomination and Remuneration Committee of the Council. They shall ensure that the committees fulfill their duties by sending all the minutes of the meetings which includes recommendations, results, and suggestions to the Board of Directors which will be discussed and a final decision will be made based on the minutes of the meetings, and this decision will be made at the earliest board meeting and all Board responsibilities cannot be delegated to the committees.

5. Audit Committee

Is the committee originating from the Board of Directors and the Board evaluates them and ensures their commitment to the work entrusted from time to time.

5A. Audit Committee Members & Functions

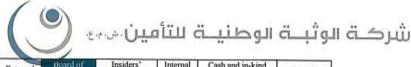
The names of members of the Audit Committee, and a statement of its functions and the duties assigned thereto.

Committee Composition:

Name	Designation
Mr. Mohamed Saeed Al Qubaisi	Committee Chairman
Mr. Ahmed Ali Al Dhaheri	Committee Member
Mr. Khalid Khalifa Al Mheiri	Committee Member

Audit Committee Functions:

- Ensure the availability of the required resources for the internal controls department and reviewing and monitoring the effectiveness of such department.
- Ensure the independence of the external auditor, review the auditor's letter, work plan, and objectivity.
- Submitting a recommendation to the Board of Directors on the appointment, dismissal or resignation of the External Auditor.
- Monitoring the integrity of the Company's financial statements and reports (annual, semi-annual, and quarterly)
 and review thereof as part of its normal work during the year, and the committee shall particularly focus on the
 following:
 - A. Any changes in accounting policies and practices.
 - B. Highlighting the aspects that are subject to the management's discretion.
 - C. Substantial amendments resulting from auditing.
 - Supposing continuity of the Company's business.
 - E. Commitment to the accounting standards approved by the Authority.
 - F. Commitment to the listing and disclosure rules and any other legal requirements related to preparation of financial reports.
- Coordinating with the Company's Board of Directors, Senior Executive Management, and the financial manager
 or the manager doing such role in the Company, for the purpose of performing its duties.



Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information

- Considering important and unusual clauses that are or shall be mentioned in such reports and accounts, the
 committee shall also pay the required attention to any issues brought up by the financial manager, the manager
 doing such role, compliance officer, or the auditor.
- Review of financial control, internal control and risk management systems in the Company.
- Discussing the internal control system with the Board of Directors and ensuring the latter's establishment of an
 effective system for internal control.
- Considering the results of primary investigations relating to internal control issues as assigned to the committee by the Board of Directors or based on an initiative on the part of the committee and the Board of director's approval of such initiative.
- Review the Company's financial and accounting policies.
- Meeting of the Audit Committee with the External Auditor at least once a year.
- Ensure the existence of coordination between the internal and external auditor, which will be done at the
 meeting with the internal audit department.
- Reviewing the External Auditor's letter and their work plan and any material queries raised by the auditor to the management on the following: accounting records, financial accounts, or internal control systems.
- Ensuring timely response of the Board of Directors to inquiries for illustration and substantial matters mentioned in the external auditor's letter.
- Setting the rules that enable the Company's staff to confidentially report any potential violations in financial reports, internal control, or any other issues and the procedures sufficient for conducting independent and fair investigations concerning such violations.
- Review and discuss Internal audit reports.
- The Audit Committee shall send all minutes of the Committee meetings to the Board of Directors for discussion and review at the next Board meeting.
- Monitoring the extent to which the Company complies with the code of conduct.
- Submitting reports and recommendations to the Board of Directors as per the functions listed herein.
- Considering any other issues determined by the Board of Directors.

5B. Audit Committee meetings

The number and dates of the meetings held by the audit committee and the attendance frequency

 In 2018, The Audit Committee held four meetings to carry out the tasks assigned to it and to discuss internal audit reports.

Number of Meeting	Date of the Meeting			
First Meeting	26/03/2018			
Second Meeting	23/05/2018			
Third Meeting	27/09/2018			
Fourth Meeting	25/12/2018			

The attendance frequency in person by the committee's members.

Name	Attendance Frequency				
Mr. Mohamed Saeed Al Qubaisi	4				
Mr. Ahmed Ali Al Dhaheri	4				
Mr. Khalid Khalifa Al Mheiri	2				

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Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information

6. Nominations & Remunerations Committee

The committee emanates from the Board of Directors, which is evaluated by the Board to ensure that it is committed to the work entrusted to them from time to time.

6A. Nominations & Remunerations Committee Members & Functions

The names of members of the Nominations & Remunerations Committee, and a statement of its functions and the duties assigned thereto.

Committee Composition:

Name	Designation
Mr. Shukri Salem Al Mheiri	Committee Chairman
Mr. Rasheed Ali Al Omaira	Committee Member
Mr. Khalifa Saif Al Ketbi	Committee Member

Nominations & Remunerations Committee Functions:

- Constantly verifying independence of independent Board members.
- Setting the policy for granting bonus, privileges, incentives, and salaries to the Company's Board members and staff. Reviewing such policy annually, and ensuring that the bonus and privileges offered to the Senior Executive Management are reasonable and in line with the Company's performance.
- Reviewing the Company's human resources and training policy, and monitor the implementation of such policy.
- Determining the Company's needs of qualifications at the Senior Executive Management and the staff levels and the criteria for selection thereof.
- Regulating and following up the procedures of nomination for Board membership in accordance with the
 applicable laws and regulations and in accordance with the Chairman of Authority's Board of Directors'
 Resolution No. (7 R.M) of 2016 Concerning the Standards of Institutional Discipline and Governance of Public
 Shareholding Companies.

6B. Nominations & Remunerations committee meetings

The number and dates of the meetings held by the Nominations & Remunerations committee and the attendance frequency

The Nomination and Remuneration Committee held one meeting during 2018.

Number of Meeting	Date of the Meeting
First Meeting	27/03/2018

The attendance frequency in person by the committee's members.

Name	Attendance Frequency
Mr. Shukri Salem Al Mheiri	1
Mr. Rasheed Ali Al Omaira	1
Mr. Khalifa Saif Al Ketbi	1

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Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information

7. Insiders Transactions Committee

7A. Insiders Transactions Committee Members and Functions

The names of members of the Insiders Transactions Committee, and a statement of its functions and the duties assigned thereto:

In compliance with the provisions of Article (12) of the Chairman's decision No. 7 of 2016 on the standards of institutional discipline and the governance of public shareholding companies and the provisions of Article (14) of the Board of Directors Resolution No. (2) for the year 2001 regarding the system of dealing, clearing, and transferring ownership and custody of securities, where a committee was formed on 04/12/2016 which is responsible for the management, follow-up, and supervision of insider transactions of the following names:

Name	Department	Designation
	Investments &	
Mr. Awni Manna	Shareholders Affairs	Committee Chairman
	Department	
Mr. Murali Krishnan	Finance Department	Committee Member
Mr. Wissam Nseir	Legal Affairs Department	Committee Member

The Functions and duties assigned to Insiders Transactions Committee as follows:

- Set rules and regulations regarding the transactions of the Company's Board of Directors and its employees in the securities issued by the Company, the Parent Company, subsidiaries, or sister companies.
- Preparing a special and integrated register for all people who are knowledgeable, including those who may be
 considered as temporary insiders who are entitled or have access to the company's internal information prior
 to publication. The register also includes the prior and subsequent disclosures of the insiders.
- Manage, follow up, and supervise the transactions of the insiders and their ownership. Moreover, the Committee will maintain their register and submit periodic statements and reports to the market.
- To take all measures to maintain the complete confidentiality of the company's material data and information to ensure that they are not misused.
- Establish effective contractual arrangements to ensure that other insiders who review their own internal data and information of other customers maintain the confidentiality of such data and information and not misuse, transfer or direct or indirect transfer of such data and information to third parties.
- The signature of all parties that are aware of the official statements that confirm their knowledge that they have internal data and information relating to the company and its customers and bear all the legal effects in the event of leaking this information or data or providing advice on the basis of the information in possession of it, and its obligation to notify the company of any trading carried out on the securities of the parent company Or subsidiaries before and after such transactions.
- To confirm the prohibition of trading the securities of the company itself or the subsidiaries, associates and associates of the company to the Chairman and members of the Board of Directors and the Director General and employees who are aware of the essential data himself or for his account by third parties or as another account for the other during the following periods:

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Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information
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- Ten days before the announcement of any material information that will affect the price of the stock up or down unless the information is the result of sudden events.
- Fifteen days before the end of the quarterly, semi-annual or annual financial period and until the disclosure of the financial statements.

7B. Committee's Summary report

Summary report of the Committee's work during the year 2018:

- A special and comprehensive record has been created for all insiders.
- Ensure that all persons familiar with the prohibition during the said prohibition periods in accordance with circulars issued by ADX.
- The Committee requested a report on the transactions and issues on the company's securities for the period from 01/01/2018 to 31/12/2018, which stated that there were no transactions for the insiders during the mentioned period.
- The Committee is currently committed to fulfilling all its mandated tasks as fully as possible.

8. Internal Control System

8A. Board of Directors' acknowledgement of its responsibility

Board of Directors' acknowledgement of its responsibility for the Internal Control System in the Company and its review of the functioning mechanism of internal control and ensuring its effectiveness:

The Internal Control Department reviews the effectiveness of the internal control system of the Company, and informs the Board of Directors of the results and recommendations by sending its reports directly to them. Moreover, they are responsible for monitoring the internal control system and reviewing its effectiveness.

- The Internal Control Department are responsible for the following functions:
- Continuing the development of corporate governance and building a culture of governance.
- Establish an effective monitoring system and ensure that the employees of the company adhere to the internal
 policies and procedures that govern its work.
- Perform any other tasks assigned by the Board of Directors.
- To assess the adequacy of the internal control system, and the effectiveness of management.
- Investigate a conflict of interest.
- Making recommendations related to risk management to the Board of Directors in order to ensure the effectiveness of the control system.
- Updating the internal procedures of the company to make them commensurate with the developments of the work and to ensure an effective control environment.
- Working to strengthen the internal control system to comply with the requirements of the Securities and Commodities Authority, the Insurance Authority, and the decision of the Chairman of the Board of Directors No. 7 of 2016 on the standards of institutional discipline and the governance of public shareholding companies by:
 - Creating a suitable decision-making system.
 - Determination of authorities and responsibilities.
 - Create clear policies and procedures.
 - In addition to the above, the Internal Controls Department meets with the Audit Committee on an annual basis to coordinate the determination of the annual audit and control plan.



Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	External Auditor	Board of Directors Committees	Insiders' Trading Follow-Up & Supervision Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information
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8B. Internal Audit Manager

The name and qualifications of the Internal Audit Manager:

The responsible person in the Internal Controls Department is Mrs. Vibhu Joshi, who joined the company on 18/05/2011.

She currently holds:

- Bachelor of Accounting
- Chartered Accountant (ICAI)
- Certificate of Company Secretary (ICSI)
- Certificate of CAMS (ACAMS)

8C. Compliance Officer

The name and qualifications of the Compliance Officer:

The Compliance Officer is Mr. Mohammed Jalal Qeshta who has joined the Company on 01/04/2018.

Holds:

Bachelor of Accounting from Abu Dhabi University in United Arab Emirates.

8D. Significant Issues

How the Internal Control Department handle any significant issues in the company, or issues disclosed in the annual reports and accounts:

9. Violations committed during the fiscal year

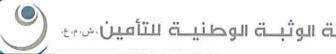
None

10. Statement of the cash and in-kind contributions

Statement of the cash and in-kind contributions made by the Company during the year 2018 toward the local community development and environmental conservation:

The company aims to serve the local community due to the following:

- The company has donated fifteen thousand dirhams to the Specialized Center for the Care of Children with Disabilities.
- The company performs insurance risk awareness for its customers, by sending guidance in regards to security and safety measures through text messages and e-mail.
- The company sends weather warnings to its customers.



Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information
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11. General Information

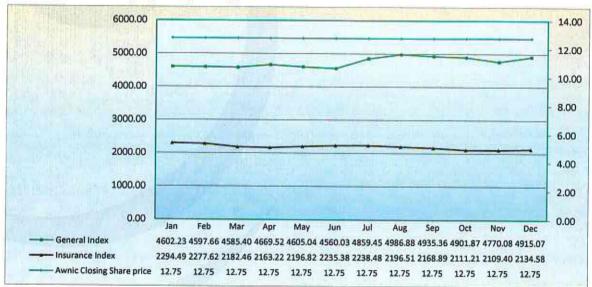
11A. The Company share price in the Market

A statement of the Company share price in the Market (closing price, highest price, lowest price) in the end of each month during year 2018:

Month	Highest Price	Lowest Price	Closing Price	Month	Highest Price	Lowest Price	Closing Price
January	4	2	12.75	July	<u>u</u>	20	12.75
February	<u> </u>	<u>iu</u>	12.75	August	.7.	8	12.75
March	1/2	ī.	12.75	September	**	#	12.75
April	57	=	12.75	October	33	#	12.75
May	3 4	/ =	12.75	November	22	ш	12.75
June	2	22	12.75	December	-		12.75

11B. Comparative performance of the company's shares

A statement of the comparative performance of the company's shares with the market index and the sector index to which the company belongs during year 2018:







Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information
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11C. Company's Shareholding Distribution

A statement of shareholding distribution as of 31/12/2018:

Shareholders	Individua	ls	Compani	es	Governm	nent
Category	Shares Held	%	Shares Held	%	Shares Held	%
Local	143,897,930	70	63,102,070	30	0.00	0.00

11D. Company's Capital holders of 5% or more

A statement of the shareholders who hold 5% or more of the Company's capital as of 31/12/2018:

s/N	Name	Number of Shares Held	% of the Shares Held of the Company's Capital	
1	Saif Darwish Ahmed Saif Al Ketbi	39,651,265	19.16%	
2	Al Sager United Group LLC	27,375,018	13.22%	
3	Ali Rashed Naser Al Omairah	25,063,976	12.11%	
4	Rashed Darwish Ahmed Saif Al Ketbi	19,588,774	9.46%	
5	Al Dhabi Investments PJSC	15,435,239	7.46%	
6	Mohammed Ahmed Saeed Al Qasimi	11,901,998	5.75%	
7	Ali Khalfan Rashed Al Mutawa Al Dhaheri	10,877,505	5.25%	

11E. Company's Equity Distribution

A statement of shareholders distribution by the size of equity as of 31/12/2018:

s/N	Share(s) Owned	Number of Shareholders	Number of Shares Held	% of the Shares Held of the Capital	
1	Less than 50,000	157	1,382,545	0.67%	
2	From 50,000 to less than 500,000	60	9,095,598	4.39%	
3	From 500,000 to less than 5,000,000	13	27,479,625	13.28%	
4	More than 5,000,000	10	169,042,232	81.66%	

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Introduction



by the Company

Control

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11F.	Controls	of Investors	Relations

Procedures taken to

complete Corporate Governance

A statement of the procedures taken with respect to the controls of investors' relations:

Board of

Directors

Composition

Subject to the provisions of Article (35) of the decision of the Chairman of the Board of Directors No. 7 of 2016 on the standards of institutional discipline and the governance of public shareholding companies concerning investor relations. The following actions have been taken.

External

Auditor

Directors

Committees

Transactions

Committee

S/N	Requirement	Action Taken
1	Appoint a competent investor relations management officer	Mr. Awni Manna was appointed Head of Investment and Shareholders Affairs, and during the year 2015 and performs the role of an Investor Relations Officer at the Company. His address is as follows:
		- Name: Mr. Awni Manna
		- Telephone (Direct): 02-4185450 - E-mail: a manna@awnic.com
2	Establish a special investor relations section on the company's website	We have an investor relations department which contains investor relations data and communication tools such as phone number and e-mail address. In addition, it also contains financial statements with the published date, material core events, data and information that are disclosed to regulators or markets.
		Web Link: https://www.awnic.com/eng/investor-contacts



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Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information

11G. Implications of the Special Resolutions

A statement of the special resolutions presented to the General Assembly held in 2018 and the procedures taken with respect thereto:

The proposed special resolution was to reduce the number of board members at the General Assembly, which
has not been approved. Furthermore, the number of members of Al Wathba Board of Directors has remained
the same.

11H. Board of Directors' meetings Secretary

The name of the board secretary and the date of his/her appointment:

- The board of directors' meetings secretary is Mr. Wissam Qais Naseer, who joined the company on 10/11/2010.

111. Significant events

The significant events that took place in the Company in 2018:

- The cessation of Vision Capital Financial Brokerage.
- Mr. Abhilash Cherian has resigned from his post as the Chief Financial Officer, and Mr. Murali Krishnan was appointed as his replacement.
- Affirmation of a rating of BBB with a stable outlook from Standard & Poor's Credit Rating.

11J. Emiritization percentage in the Company

A statement of the Emiritization percentage in the Company as of 2018:

The rate of Emiritization during the year 2018 was 12%, and the company is working to enhance that percentage.

11K. Innovative Projects

A statement of the innovative projects and initiatives implemented by the Company:

- The company has moved towards the age of digitalization by:
 - Achieving and facilitating transactions for the customers through an electronic application specifically tailored
 for the company to be accessed directly on the mobile phone. As a result, the company received the first place
 award from the Insurance Authority for differentiation in the field of digital transformation at the national level.
 - 2. Implementing a human resource management system that enables all employees to deal with the Human Resources Department through mobile application on smart phones or through the company's electronic portal. Moreover, it contributes to raising the efficiency of the department and gives employees the right of ease and transparency in accessing the department, and to help reduce the use of paper.
 - 3. Innovating a new system for handling claims for motor insurance. The system completely eliminates paper transactions, reduces transaction lead time by 70%, and enables the customer to follow the transaction life cycle with high transparency and credibility.
 - Implementing a special system for handling documents of the company, which reduces paper transactions considerably by enabling the company to completely switch to the electronic archiving system.



Introduction	Procedures taken to complete Corporate Governance	Board of Directors Composition	Company's Hierarchy	External Auditor	Board of Directors Committees	Insiders' Transactions Committee	Internal Control System	Cash and in-kind contributions made by the Company	General Information
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- All systems that have been implemented and are about to be completed in support of the company's initiatives
 in environmental conservation by reducing the use and printing of papers substantially.
- The continuous development of the loyalty program by expanding, updating, and enhancing it for distinguished customers by adding more strategic partners to the program. Furthermore, the loyalty program enables customers to obtain valuable discounts to benefit from the services provided by strategic customers, which could reach up to 50% in some cases. Moreover, the Loyalty program has been activated to the company smartphone application.

A

Sheikh Saif Bin Mohamed Bin Butti Al Hamed

Chairman

Date: 01/04/2019