



CORPORATE GOVERNANCE REPORT
FOR THE YEAR ENDED 31ST DECEMBER 2018

Abu Dhabi National Hotels P.J.S.C ("ADNH") was established in 1975 and is a public joint stock company registered in the Abu Dhabi Securities Exchange (ADX) since 2000. It is governed by the Standards of Institutional Discipline and Governance of Public Shareholding Companies issued by the Securities and Commodities Authority ("SCA") Resolution No. (32) of 2007; as amended by the Ministerial Decree No. (518) of 2009, issued by the Minister of Economy in his capacity as Chairman of the SCA Board of Directors ("Corporate Governance Rules") and further amended through Resolution of the SCA Chairman of the Board of Directors No. (7 / R) for the year 2016 on the standards of institutional discipline and governance of public joint stock companies in addition to their conformity with the provisions of Federal Law No: 2 for the year 2015 on commercial companies.

The Company adopts appropriate governance regulations, accounting and accountability principles and ensures the highest levels of transparency in its business.

Below are the requirements for application of the Corporate Governance Rules and the Company's report on fulfillment of such requirements.

1. **A statement of the procedures taken to complete the Corporate Governance system during 2018, and how they are applied.**
 - a) The Company complies with the Corporate Governance Regulations ("CGRs") and applies best practices to reflect the compliance of its Board of Directors and Executive Management with the CGRs by applying its core values of transparency, accountability and responsibility which enhances the relationship between the company's shareholders, Board of Directors and all stakeholders.
 - b) The Board of Directors elects from among its members a Vice Chairman who acts on behalf of the Chairman in the absence of the Chairman or for any other reasons that prevent the Chairman from attending.
 - c) It is not permissible for one person to hold the position of Chairman, Chief Executive Officer and Managing Director at the same time or with any other executive post in the Company. In all cases, the majority in the Company Board of Directors (the "BOD") including the Chairman are UAE nationals.
 - d) The Audit Compliance & Corporate Governance (AC&CG) Committee and Nomination, Compensation & HR (NC&HR) Committees work according to the corporate governance system and consists of Members of the Board of Directors.
 - e) The AC&CG Committee applies the procedures within the framework of its functions according to the corporate governance system and directly reports to the BOD.
 - f) The Company complies with the highest levels of ethical and professional conduct and obliges its employees to comply therewith.

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- g) The BOD nominates an external auditor upon the recommendation of the AC&CG Committee and the appointment of the external auditor as well as the fees are approved by the Company's General Assembly.

2. A statement on the transactions of the members of the Board of Directors, spouses and children thereof in the Company's securities during 2018 using the table below:

S/N	Name	Position/ Relationship	Shares Held as at 31/12/2018	Total Sale Transactions	Total Purchase Transactions
1.	Sheikh Saif Bin Mohammed Bin Butti Bin Hamed Alhamed	Chairman	4,166,630	Nil	Nil
2.	Sheikh Ahmed Mohammed Sultan Suroor Alhahiri	Vice Chairman	10,000	Nil	Nil
3.	Mr. Hareb Mubarak Abdulla Mohammed Almuhairi	Board Member	Nil	Nil	Nil
4.	Mr. Abdul-Rahman Hader Mohammed Jasem Almeraikhi	Board Member	Nil	Nil	Nil
5.	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Board Member	3,635,931	Nil	Nil
6.	Mr. Alaa Mohamed Atta Khalil Eraiqat	Board Member	10,000	Nil	Nil
7.	Mr. Khaled Haji Abdulla Hussain Alkhoori	Board Member	10,000	Nil	Nil
8.	Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri	Board Member	Nil	Nil	Nil
9.	Mr. Darwish Ahmed Darwish Ahmed Alketbi	Board Member	50,000	Nil	Nil

3. Board of Directors Composition:

- a. A Statement of the current Board of Directors (BOD) composition (adding the names of the independent and appointed BOD members) using the table below:

The current BOD consists of nine non-executive independent members. The current BOD composition is as follows:



S/N	Name	Category (Executive, Non-Executive, and Independent)		Experience/Qualifications	Period served as a BOD member of the Company since his first election date	Their memberships and positions in any other joint-stock companies	Their positions in any other important supervisory, governmental or business entities.
		Category	Executive/Non-Executive				
1	Sheikh Saif Bin Mohammed Bin Butti Bin Hamed Alhamed	Chairman	Independent Non-Executive	Holder of Bachelor Degree in Economics & Political Science	Since 2007	Chairman of Al Wathba National Insurance Co Board member of Bank of Sharjah	Vice Chairman of United Al Saqer Group & its subsidiaries
2	Sheikh Ahmed Mohammed Sultan Suroor Alhahiri	Vice Chairman	Independent /Non-executive	Holder of Bachelor Degree in Civil Engineering	Since 2007	Board member of Etisalat Board member of FAB Board member of Abu Dhabi Aviation Board member of Al Dhafra Insurance Co.	Chairman of Board of Directors of Suroor Engineering Development Company, Abu Dhabi
3	Mr. Hareb Mubarak Abdulla Mohammed Almuhaire	Board Member	Independent /Non-executive	Holder of Masters Degree in Business Administration	Since 2014	---	---
4	Mr. Abdul-Rahman Hader Mohammed Jasem Almeraihi	Board Member	Independent /Non-executive	Holder of Bachelor's Degree in business Administration	Since 2011	----	Head of Department in Abu Dhabi Investment Authority Al Bahar Towers Administrative Consultancy
5	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Board Member	Independent /Non-executive	Holder of Bachelor's Degree in business Administration	Since 2013	-----	Bod member Al Otaiba Investment Group Board Member Emirates General Contracting Board Member United Emirates General Construction Est.
6	Mr. Alaa Mohamed Atta Khalil Eraiqat	Board Member	Independent /Non-executive	Has +21 years banking experience @ both local & International levels	Since 2008	Board member of ADCB CEO of ADCB	

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7	Mr. Khaled Haji Abdulla Hussain Alkhoori	Board Member	Independent /Non-executive	Holder of Bachelor's & Master's Degree in Civil Engineering	Since 2008	Board Member of ADCB	----
8	Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri	Board Member	Independent /Non-executive	Holder of Business Administration Diploma	Since 2013	Board Member of Abu Dhabi Holdings Co	Manager of Al Rubayya Group
9	Mr. Darwish Ahmed Darwish Ahmed Alketbi	Board Member	Independent /Non-executive	Holder of Master's Degree in Business Administration	Since 2016	----	---

b. A statement of women's representation in the Board of Directors in 2018 (in case there is no representation, kindly state 'no representation):

No representation.

c. A statement of reasons why no women were nominated for the membership of the Board of Directors (for example: no women were nominated for the membership of the Board of Directors):

No female candidates ran for the membership of the BOD during the General Assembly held on 9th March 2016.

d. A statement of the following:

1. Total remuneration paid to the Members of the Board of Directors for the year 2017.

BOD remunerations are determined according to the Company's Articles of Association subject to Article 169 of the Federal Companies Law No. (2) of 2015. The BOD Members' remunerations consist of:

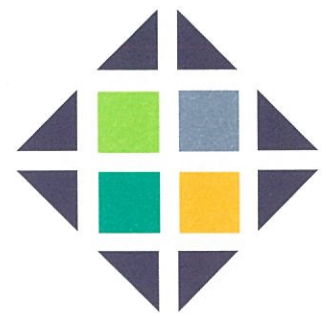
a percentage from the net profits as described in Article 38 of the Company's Articles of Association. The Company may pay additional fees, expenses or a monthly salary to such extent as may be decided by the Board for any Director, if such member works in any Committee, exerts special efforts or carries out additional works to serve the Company beside his normal duties as a Board Member. In all cases, the remuneration of the members of the Board of Directors shall not exceed 10% of the net profit after deduction of depreciations and reserves.

It is worth mentioning that the total remuneration approved by the General Assembly to be paid to the members of the Board of Directors in the fiscal year ending on 31 December 2017 was AED 8,688,000 (Eight million, six hundred and eighty-eight thousand Dirhams).

2. Total remunerations proposed to be paid to the Members of the Board of Directors for the year 2018, which shall be presented in the Annual General Assembly for approval:

The total remunerations proposed to be paid to the members of the Board of Directors for the year 2018 is AED 8,688,000 (Eight million, six hundred and eighty-eight thousand Dirhams).

3. A statement of the details of allowances for attending the sessions of Committees derived from the BOD, which were paid to the BOD Members for the fiscal year 2018 using the table below:



Nomination, Compensation & HR (NC&HR) Committee:

S/N	Name	Allowances for attending the BOD Committees		
		Name of Committee	Allowance Amount	Number of Meetings
1.	Mr. Abdulrahman Hadher Mohamed Jasim AlMeraikhi	Nomination, Compensation & HR (NC&HR) Committee	AED 10,000	11
2.	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri		AED 10,000	11
3.	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba		AED 10,000	11
4.	Mr. Khaled Haji Abdulla Hussain Alkhoori		AED 10,000	10

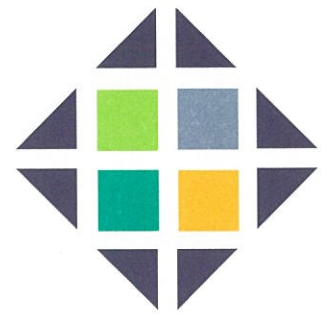
Audit, Compliance & Corporate Governance (AC&CGC) Committee:

S/N	Name	Allowances for attending the BOD Committees		
		Name of Committee	Allowance Amount	Number of Meetings
1.	Mr. Ala'a Mohamed Atta Khalil Eraiqat	Audit, Compliance & Corporate Governance (AC&CGC) Committee	AED 10,000	4
2.	Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri		AED 10,000	3
3.	Mr. Darwish Ahmed Darwish Ahmed Al Ketbi		AED 10,000	3

- c. The number and dates of BOD meetings held during the FY 2018 as well as the attendance frequency by all the members; in person and by proxy (the names of the BOD members should match the information set out in item (3a) above).

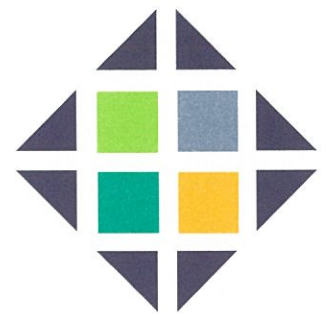
	Meeting No.	Date of the meeting	Number of Attendees	Names of absent members	Number of attendances by proxy
BOD Meetings	1.	6 February 2018	Sheikh Saif Bin Mohammed Bin Butti Hamed Alhamed Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Hareb Mubarak Abdulla Mohammed Almuhairi Mr. Abdulrahman Hadher Mohamed Jasim AlMeraikhi Mr. Alaa Mohamed Atta Khalil Eraiqat Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
	2.	6 May 2018	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim AlMeraikhi	Sheikh Saif Bin Mohammed Bin Butti Hamed Alhamed	Nil

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			Mr. Alaa Mohamed Atta Khalil Eraiqat Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Mr. Hareb Mubarak Abdulla Mohammed Almuhairi Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri	
3.	4 November 2018	Sheikh Saif Bin Mohammed Bin Butti Hamed Alhamed Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Hareb Mubarak Abdulla Mohammed Almuhairi Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Alaa Mohamed Atta Khalil Eraiqat Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil	Nil	
4.	23 December 2018	Sheikh Saif Bin Mohammed Bin Butti Hamed Alhamed Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Hareb Mubarak Abdulla Mohammed Almuhairi Mr. Alaa Mohamed Atta Khalil Eraiqat Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi	Nil	

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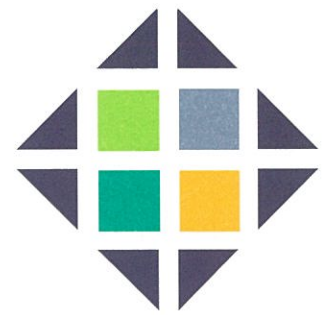
d. A statement of the BOD's tasks and functions which were performed by the Executive Management pursuant to an authorization by the BOD to the Management, stating the period and validity of the delegation:

While the issues related to the Company's strategies, policies and business plans need directions and approval of the BOD in addition to clear instructions to the Management especially in the cases that require prior approvals of any decisions and obligations on behalf of the Company. Subject to that, the Executive Management Team has been authorized to carry out the Company's daily management tasks as follows:

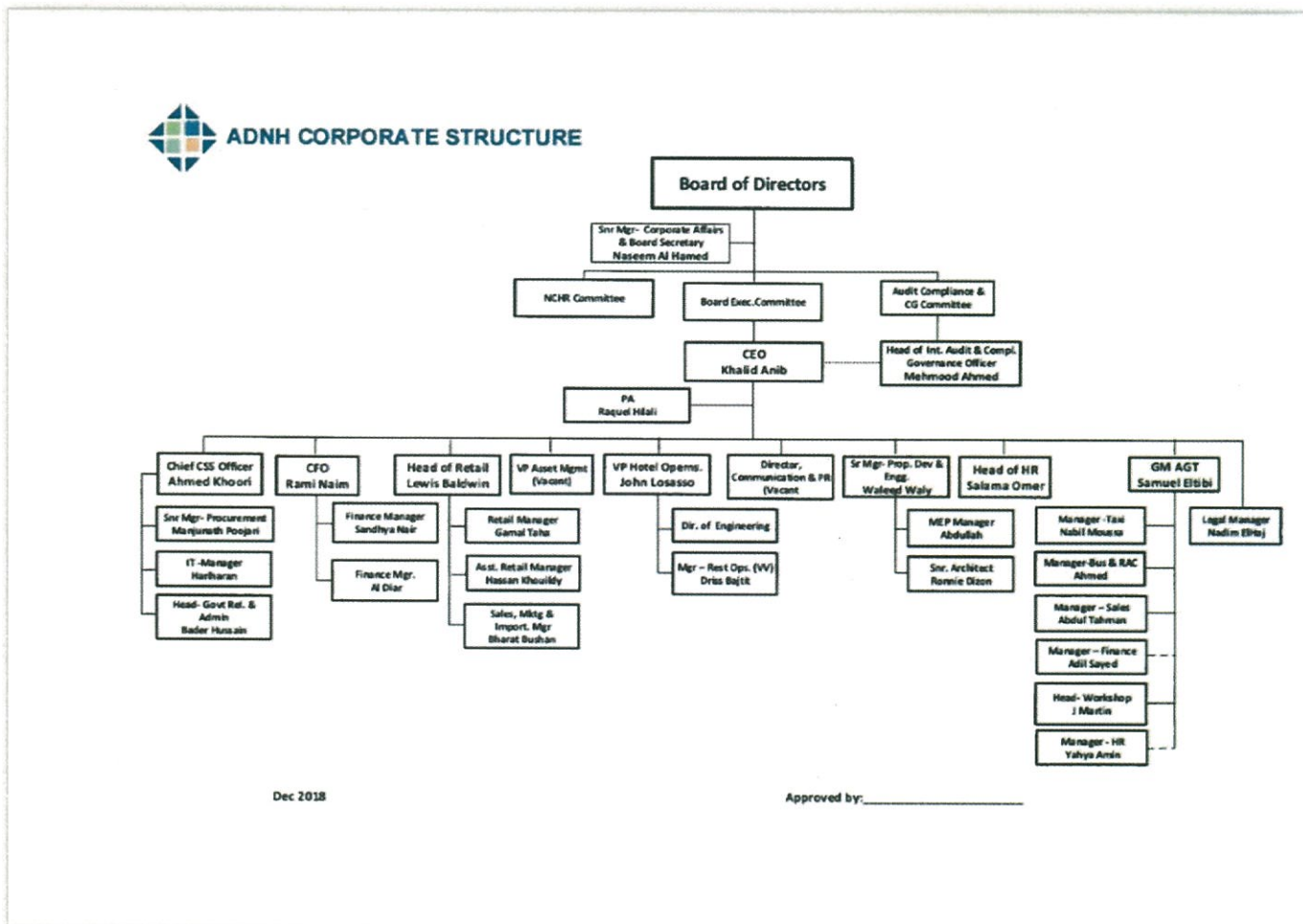
Name of the Authorized person	Delegation of Authority	Duration of Delegation
CEO & Chief Corporate Support Services	Appointing workers and employees, negotiating with them, determining their salaries and dismissing them, as may be necessary,	15 May 2020
	Recording financial accounts and transactions and issuing regular financial and analytical reports to be submitted to the Company's BOD.	
	Managing the normal day-to-day business of the Company	
	Entering into and signing purchase agreements with suppliers and sale contracts with customers	
	Implementing the strategic plans of the Company as approved by the BOD.	

e. A statement of the details of transactions made with the related parties (stakeholders), indicating the nature of relationship and transaction type:

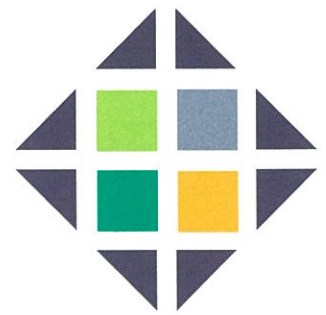
No transactions have been made with related parties (stakeholders) to be disclosed.



- f. The organizational structure of the Company, including at least the first and second levels, and including the General Director and/or Executive Manager, Deputy General Director, and the managers of the Company such as the Financial Manager.



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- g. A detailed statement of the senior executive staff in the first and second levels according to the Company's organizational structure (as set out in item (3h) above), their positions and appointment dates, and total salaries and benefits paid thereto, using the table below:

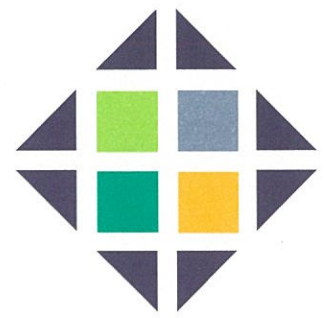
S/N	Position	Date of Appointment	Total Salaries and Allowances paid in 2018 (AED)	Total Bonuses paid in 2018 (AED)	Any other Cash/in-kind benefits for 2018 or payable in the future
1.	Chief Executive Officer	20 November 2016	1,800,000	450,000	Nil
2.	Head of Finance	20 March 2017	375,000	---	Nil
3.	Chief Corporate Support Services Officer	1 November 1992	960,000	400,000	Nil
4.	Head of HR	11 October 2015	900,000	135,000	Nil
5.	Head of Internal Audit	1 December 2009	840,000	176,000	Nil
6.	Head of Project Management	19 February 2017	780,000	135,720	Nil
7.	General Manager of Al Ghazal Transport	8 May 2017	281,827	---	Nil
8.	Head of Retail	2 September 2018	257,833.33	---	Nil
9.	Head of Hospitality	4 December 2018	64,438.35	---	Nil

4. External Auditor:

- a. A brief about the external auditor of the Company's to the shareholders:

The Company's transactions with the related parties were disclosed according to IAS 24 in Note No. 11 of the Company's audited financial statements enclosed herewith in Appendix 1.

In 2018, Ernst & Young was appointed as external auditors of the Company. The basic task of E & Y was to make a quarter and an annual audit of the Company's accounts according to the International Standards on Auditing (ISA). The Company did not appoint any external auditor other than E & Y to provide auditing services for 2018.



The external auditors verifies the consolidated closing accounts of the Company and its subsidiaries; make sure that all financial transactions are organized, recorded and prepared appropriately and correctly in line with the accounting standards and ensure compliance with the accounting postulates in addressing all the business of the Company and its subsidiaries.

The AC&CG Committee meets with the external auditors to review and discuss the scope, quality and effectiveness of their findings. The external auditors present their conclusions of quarterly and annual reviews and audits of the accounts to the AC&CG Committee and attend the General Assembly Meeting to answer all the questions and inquiries that may be asked and explain, with all transparency, credibility and neutrality, whether there were any obstacles or interventions from the Company's BOD during their work.

In the General Assembly meeting held on 27 February 2018, a decision was made to appoint M/s. Ernst & Young to audit the Company's accounts for 2018. E & Y fees were determined at AED 764,000 (Seven hundred sixty four thousand Dirham) per year.

E & Y office has operated in the UAE since 1966 and it is one of the major professional service providers in the UAE. Abu Dhabi office has 468 employees including 84 Partners It offers services to several public and private sectors including financial services, insurance, energy, building and contracting, real estate, utilities, consumer's products and sale, communications and entertainment all over the world.

b. A statement of the fees or costs of auditing or the services provided by the external auditor, using the table below:

Name of Auditing Firm	Ernst & Young
Number of years served as an external auditor for the Company	Two (2) Years
Total fees for auditing the financial statements of 2018 (in AED)	AED 764,000
The fees and costs of the special services other than the auditing of the financial statements in 2018 (in AED), if any, and in case there are no other fees, this shall be expressly stated	AED 25,200
The details and nature of other services provided (if any), and in case there are no other services, this shall be expressly stated	Consultancy Services, Professional Compliance Services in relation to agreements and conducting studies about hotels in the local markets
A statement of the other services performed by an external auditor other than the Company's auditor in 2018 (if any), and in case there is no another auditor, this shall be expressly stated	Nil

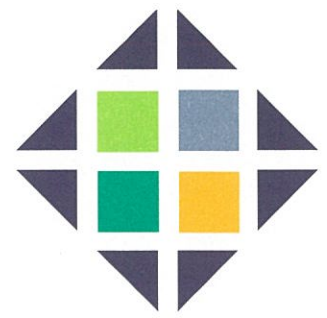
c. A statement of the qualified opinions made by the company's external auditor in the interim and annual financial statements for 2018. In the absence of any qualified opinions, this shall be stated clearly.

Nil

5. Audit Committee:

a. AC&CG Committee consists of the following Members:

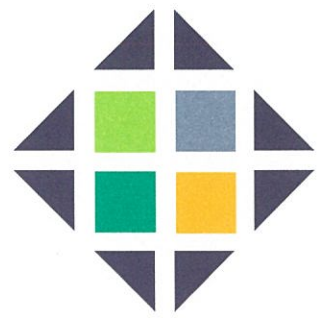
Name	Executive/ Non-executive	Capacity
Mr. Alaa Mohamed Atta Khalil Eraiqat	Non-executive / Independent	Committee Chairman



Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri	Non-executive / Independent	Committee Member
Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Non-executive / Independent	Committee Member
Ms. Naseem Al Hamed		Secretary

b. A statement of AC&CG Committee functions and the duties assigned thereto:

1. Developing and applying contractual policy with the external auditor; submitting a report to the BOD defining the issues that should be decided and providing its recommendations on the steps to be taken;
2. Following up and monitoring independence and objectiveness of the external auditor and discussing the nature, scope and effectiveness of audit with the external auditor according to the approved auditing standards;
3. Controlling the safety of and reviewing the financial statements and (annual, biannual and quarterly) reports as a part of its normal business within the year and particularly focusing on:
 - Any changes in accounting policies and practices;
 - Highlighting the areas subject to the BOD discretion;
 - Essential modifications resulting from the audit;
 - Business continuity assumption;
 - Compliance with such accounting standards as may be prescribed by the SCA;
 - Compliance with the listing and disclosure rules and other legal requirements in relation to preparation of the financial reports
4. Coordinating with the BOD, Executive Management, Chief Financial Officer and equivalent manager inside the Company to facilitate performance of the Committee tasks and the Committee shall meet with the external auditor of the Company once a year at least;
5. Considering any other significant and extraordinary items that may or should be included in such reports and accounts and giving the necessary importance to any issues raised by the CFO, the equivalent manager, the Compliance Officer or the External Auditor;
6. Reviewing the financial control, internal control and risk management systems of the Company.
7. Discussing the internal control system with the management and ensuring that it has established an effective internal control system;
8. Considering the findings of the main investigations into the internal control issues assigned to the BOD or made by the Committee after approval of the BOD;
9. Ensuring that there is coordination between the head of internal control department and the external auditor; making sure that the resources needed by the internal control body are available and monitoring the effectiveness of such body;
10. Reviewing the financial and accounting policies and procedures in the Company;



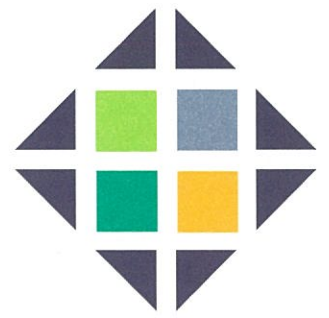
11. Reviewing the external auditor's letter, action plan and any essential questions asked by the auditor to the BOD concerning the accounting records, the financial accounts or the control systems and answering and approving the same;
12. Ensuring that the BOD has timely answered the essential questions asked in the external auditor's letter;
13. Developing controls that would enable the Company's employees to report any potential violations in the financial reports or internal control or any other issues with confidentiality and defining the steps that ensure independent and fair investigations into such violations;
14. Monitoring extent of the Company's compliance with the professional behavior;
15. Ensuring that the rules related to the tasks and authorities assigned to the Committee by the BOD are applied;
16. Filing a report to the BOD including, with full transparency, all the Committee's actions, findings, recommendations and implemented tasks and responsibilities; and
17. Considering any other subjects as may be determined by the BOD.

c. The number and dates of the meetings held by the Audit committee during the year 2018 to discuss issues related to the financial statements and any other issues, and a statement of the attendance frequency in person by the committee's members:

	Meeting No.	Date of the meeting	Number of Attendees	Names of absent members
Audit, Compliance & Corporate Governance Committee (AC&CGC)	1.	6 February 2018	Mr. Alaa Mohamed Atta Khalil Eraiqt Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri	Mr. Darwish Ahmed Darwish Ahmed Al Ketbi
	2.	6 May 2018	Mr. Alaa Mohamed Atta Khalil Eraiqt Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri
	3.	4 November 2018	Mr. Alaa Mohamed Atta Khalil Eraiqt Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
	4.	23 December 2018	Mr. Alaa Mohamed Atta Khalil Eraiqt Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil

6. Nomination and Remuneration Committee:

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a. NC&HR Committee consists of the following Members:

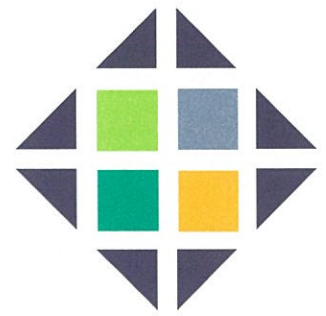
Name	Executive/ Non-executive	Capacity
Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi	Non-executive / Independent	Committee Chairman
Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri	Non-executive / Independent	Committee Member
Mr. Khaled Haji Abdulla Hussain Alkhoodi	Non-executive / Independent	Committee Member
Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Non-executive / Independent	Committee Member
Ms. Naseem Al Hamed		Secretary

b. A statement of NC&HR Committee functions and the duties assigned thereto:

1. Ensuring independence of the independent members on regular basis;
2. Preparing the remuneration, benefit, incentive and salary policies for the BOD members and the Company's employees and reviewing the same on annual basis; consistently verifying that the remuneration and benefits given to the senior executive management are reasonable and consistent with the Company's performance.
3. Defining the Company's needs of talents at the level of the senior executive management and employees and the criteria for selecting them.
4. Preparing, controlling the implementation of and, on annual basis, reviewing the Company's HR and Training policy;
5. Organizing and following up the process of nominations for BOD membership according to the applicable laws and regulations of the corporate governance.
6. Developing a policy for nominations of the BOD membership that aims to ensure gender diversity and encourage women to run for the BOD membership.

c. A statement of the number and dates of the meetings held by the committee during the year 2018, stating the frequency of attendance in person by all the members of the committee.

	Meeting No.	Date of the meeting	Number of Attendees	Names of absent members
Nomination, Compensation & HR Committee (NC&HR) Meetings	1.	21 January 2018	Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Khaled Haji Abdulla Hussain Alkhoodi Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Nil
	2.	12 February 2018	Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Mr. Khaled Haji Abdulla Hussain Alkhoodi
	3.	5 March 2018	Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Khaled Haji Abdulla Hussain Alkhoodi	Nil



			Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	
4.	20 March 2018		Mr. Abdulrahman Hadher Mohamed Jasim Almeraiyki Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Nil
5.	1 April 2018		Mr. Abdulrahman Hadher Mohamed Jasim Almeraiyki Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Nil
6.	25 April 2018		Mr. Abdulrahman Hadher Mohamed Jasim Almeraiyki Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Nil
7.	4 June 2018		Mr. Abdulrahman Hadher Mohamed Jasim Almeraiyki Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Nil
8.	18 September 2018		Mr. Abdulrahman Hadher Mohamed Jasim Almeraiyki Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Nil
9.	8 October 2018		Mr. Abdulrahman Hadher Mohamed Jasim Almeraiyki Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Nil
10.	15 October 2018		Mr. Abdulrahman Hadher Mohamed Jasim Almeraiyki Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Nil
11.	30 October 2018		Mr. Abdulrahman Hadher Mohamed Jasim Almeraiyki Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Nil

7. Insiders' Trading Follow-Up and Supervision Committee:

- a. **The Insiders' Trading Follow-Up and Supervision Committee consists of the following members:**

Insiders' Trading Follow-Up and Supervision Committee Meetings	Meeting No.	Date of meeting	Number of Attendees	Names of absent members
	1.	23 December 2018	Mr. Alaa Mohamed Atta Khalil Eraiqat Mr. Hamad Mohamed Abdulaziz Rubayea Almheiri Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil

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A statement of the Insiders' Trading Follow-Up and Supervision Committee functions and the duties assigned thereto:

The Insiders' Trading Follow Up and Supervision Committee is responsible for managing, following up and supervising transactions and ownerships of the insiders as well as keeping their register, referring regular statements and reports to ADX.

b. A summary of the Committee's activities in 2018. (In case the Committee not formed, state the reasons):

- Insiders' names were uploaded on ADX website.
- The Committee followed up with the BOD's Secretary on notifying the insiders of the transaction prohibition periods and made sure that the Chairman, BOD members and all the employees were informed of the prohibition imposed on trading in the Company's securities until the disclosure of the financial statements.

8. Any committee or other committees approved by the Board of Directors:

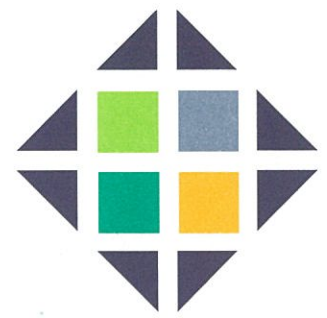
a. Board Executive Committee:

b. Names of the members of Board Executive Committee, and a statement of its functions and the duties assigned thereto.

Name	Executive/ Non-executive	Capacity
Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri	Non-executive / Independent	Committee Chairman
Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi	Non-executive / Independent	Committee Member
Mr. Khaled Haji Abdulla Hussain Alkhoori	Non-executive / Independent	Committee Member
Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Non-executive / Independent	Committee Member
Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Non-executive / Independent	Committee Member
Ms. Naseem Al Hamed		Secretary

The BOD Executive Committee meets from time to time to follow up directions issued by the BOD and directs the Executive Management to act in line with the strategy and policy objectives specified by the BOD and the relevant laws and regulations and the following:

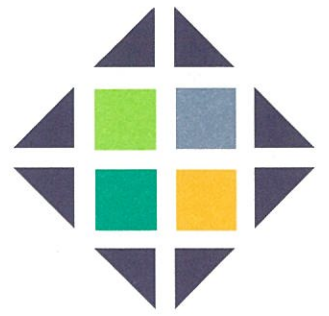
- Approving the contracts and obligations related to the Company's business according to the internal matrix of authorities;
- Reviewing the reports of the various Company departments related to the Company's business and projects.



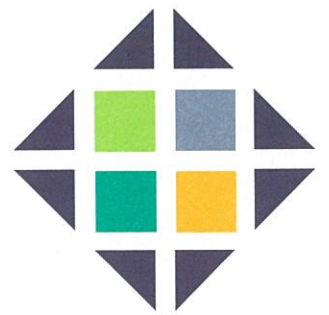
c. A statement of the number and dates of the meetings held by the committee during the year 2018, stating the frequency of attendance in person by all the members of the committee:

Meeting No.	Date of the meeting	Number of Attendees	Names of absent members
1.	3 January 2018	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
2.	21 January 2018	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Mr. Darwish Ahmed Darwish Ahmed Al Ketbi
3.	12 February 2018	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Darwish Ahmed Darwish Ahmed Al Ketbi
4.	5 March 2018	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
5.	20 March 2018	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
6.	1 April 2018	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
7.	9 April 2018	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
8.	25 April 2018	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
9.	7 May 2018	Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi	Nil

**Insiders'
Trading
Follow-Up
and
Supervision
Committee
Meetings**



			Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	
10.	4 June 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
11.	24 June 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba	Mr. Darwish Ahmed Darwish Ahmed Al Ketbi
12.	10 July 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba
13.	29 July 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba
14.	18 September 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
15.	24 September 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
16.	8 October 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
17.	15 October 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
18.	21 October 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori	Nil



			Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	
19.	30 October 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
20.	8 November 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
21.	13 November 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
22.	25 November 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
23.	16 December 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
24.	18 December 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil
25.	23 December 2018		Sheikh Ahmed Bin Mohammed Bin Sultan Bin Suroor Al Dhahiri Mr. Abdulrahman Hadher Mohamed Jasim Almeraikhi Mr. Khaled Haji Abdulla Hussain Alkhoori Mr. Mohamed Khalaf Ahmed Khalaf Alotaiba Mr. Darwish Ahmed Darwish Ahmed Al Ketbi	Nil

9. Internal Control System:

a. The BOD's 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 BOD acknowledges its responsibility for the Company's internal control system as well as its review and effectiveness and the BOD has established an internal audit department that is directly reporting to it. Moreover, the internal audit committee of the BOD is responsible for application of the internal control system and it has set objectives, functions and powers of the Internal Audit Department.

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A report is prepared at the end of each task performed by the Internal Audit Department. This report is issued to the audited entity and is circulated to the Chairman, Executive Management and all members of the Audit Committee. The Audit Committee regularly receives a summary of the issues addressed by reports circulated during the year by the Internal Audit Department and the steps taken on those matters by the responsible body.

b. The name, qualifications, and date of appointment of the Director of Internal Control Department:

Head the Internal Audit Department is Mr. Mehmood Ahmed who is a Certified Public Accountant and Internal Auditor that has been working in the internal audit profession since more than 20 years. He was appointed by the Company on December 1st, 2009.

c. The name, qualifications, and date of appointment of the Compliance Officer:

Mr. Mehmood Ahmed is also appointed as compliance officer, in order to ensure that an appropriate degree of independence is maintained in performance of the functions of the Internal Audit Department.

The Head of Internal Audit Department has unrestricted access to the BOD as he reports to it. He was appointed by the Company on December 1st, 2009.

d. How the Internal Control Department handles any significant issues in the company, or issues disclosed in the annual reports and accounts (in case there are no significant issues, it should state that the Company did not have any significant issues):

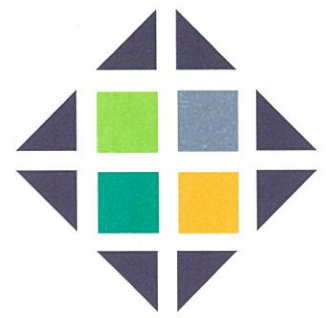
The Internal Audit Department deals with any major problems in the Company by presenting them to the Audit Committee which takes the necessary decisions to address such problems and ensure that they are not repeated in the future. It is worth mentioning that the Company did not encounter any major problems during 2018.

10. Details of the violations committed during the year 2018 and a statement of reasons thereof, and how they addressed and how they will be avoided in the future:

The Company did not commit any violations during the fiscal year ended on 31 December 2018, with respect to regulatory requirements for corporate governance rules.

11. A statement of the cash and in-kind contributions made by the Company during the year 2018 toward the local community development and environmental conservation. (In case there are no contributions, it should be stated that the Company did not make any contributions):

The company has maintained its commitment to provide a safe working environment for its employees and all its labor. To ensure compliance with the highest standards, the Company's Executive Management and its subordinates conduct an active internal audit and inspection program to ensure that there are no violations. The Executive Management is also keen to work with all stakeholders and



competent authorities to protect and preserve the environment. The company did not make any contributions during 2018.

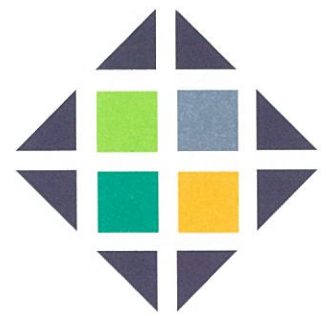
12. General Information:

- a. 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:

Date	Closing Price (AED)	Highest Price (AED)	Lowest Price (AED)
January 2018	2.75	2.80	2.75
February 2018	2.80	2.86	2.80
March 2018	2.80	2.80	2.65
April 2018	2.78	2.78	2.65
May 2018	2.78	2.79	2.65
June 2018	2.79	2.80	2.26
July 2018	2.86	2.96	2.75
August 2018	2.86	2.95	2.86
September 2018	3.00	3.10	2.70
October 2018	3.50	3.85	3.15
November 2018	3.20	4.00	2.90
December 2018	3.15	3.15	3.15

- b. 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:

End of Month	Closing Price (AED)	General Index	Service Sector Index
January 2018	2.75	4,602.23	2,399.95
February 2018	2.80	4,597.66	2,398.67
March 2018	2.80	4,585.40	2,401.20
April 2018	2.78	4,669.52	2,320.43
May 2018	2.78	4,605.04	2,384.78
June 2018	2.79	4,560.03	2,375.27
July 2018	2.86	4,859.45	2,358.59



August 2018	2.86	4,986.88	2,368.20
September 2018	3.00	4,935.36	2,400.76
October 2018	3.50	4,901.87	2,531.05
November 2018	3.20	4,770.08	2,562.39
December 2018	3.15	4,915.07	2,494.100

- c. A statement of shareholding distribution as of 31/12/2018 (individuals, companies, governments) classified as follows: local, GCC, Arab, foreign using the table below:

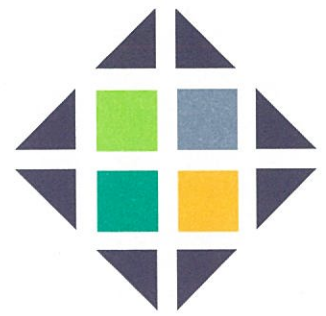
S/N	Shareholder Category	Percentage of Shares Held			
		Individual	Companies	Government	Total
1.	Local	496,003,684	176,452,770	317,398,412	989,854,866
2.	GCC	391,626	---	2,890,766	3,282,392
3.	Arab	1,561,964	---	67,354	1,629,318
4.	Foreign	112,588	---	5,120,836	5,233,424
	Total	498,069,862	176,452,770	325,477,368	1,000,000,000

- d. A statement of the shareholders who hold 5% or more of the Company's capital as of 31/12/2018 using the table below:

S/N	Name	Number of Shares Held	% of the Shares Held of the Company's Capital
1.	Abu Dhabi Investment Council	174,999,154	17.4999%
2.	Emirates International Investment Company LLC (EIIC)	107,778,742	10.7779%

- e. A statement of shareholders distribution by the size of equity as of 31/12/2018 using the table below:

S/N	Share(s) Owned	Number of Shareholders	Number of Share Held	% of the Shares Held of the Capital
1.	Less than 50,000	355	4,217,699	0.42%



2.	From 50,000 to less than 500,000	157	27,399,308	2.74%
3.	From 500,000 to less than 5,000,000	101	203,091,974	20.31%
4.	More than 5,000,000	29	765,291,019	76.53%
	Total	642	1,000,000,000	100%

f. **A statement of the procedures taken with respect to the controls of investors' relations, indicating the following:**

- A. An Investor Application form is made available on the Company's website to facilitate the process of submitting applications from shareholders for transactions related to their shares.
- B. Communication between the competent departments of the company (Legal and Finance departments) is activated regarding facilitating and accelerating the transactions and requests of shareholders and considering any complaints received from them.

- The name and contact information of the Investors' Relations Manager

Name	Contact Details
Mr. Nadim Elias El-Haj	<ul style="list-style-type: none"> - Office Tel: +971 2 4445210 - Mob.: +971 56 9904983 - Email: nadim.elhaj@adnh.com - P.O.Box: 46806

- The link of the Investor Relations webpage on the website of the Company.

<http://www.adnh.com//contents/investors>

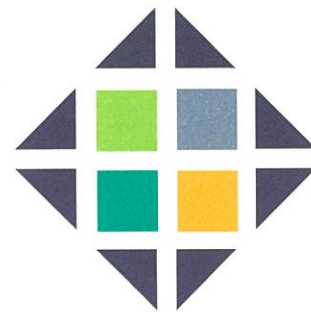
g. **A statement of the special resolutions presented to the General Assembly held in 2018 and the procedures taken with respect thereto:**

The Company's General Assembly met on February 27th, 2018 to discuss the items of the meeting's agenda duly notified, and after discussion, the following decisions have been taken with respect thereto:

First: Approval of the BOD's report on the Company's activities for the fiscal year ended on 31 December 2017;

Second: Approval of the external auditor's report on the company's final accounts for the fiscal year ended on 31 December 2017;

Third: Approval of the Company's budget and profit and loss account for the fiscal year ended on 31 December 2017;



Fourth: Approval of the BOD`s proposal to distribute cash dividends of AED125 million (one hundred and twenty-five million Dirhams);

Fifth: Approval of the remuneration of the BOD members at a total amount of AED 8,688,000 (Eight million. six hundred eighty-eight thousand Dirhams);

Sixth: Absolve the BOD members of liability from their activities for the fiscal year ended on 31 December 2017;

Seventh: Absolve the external auditors (Ernst & Young) of liability from their activities for the fiscal year ended on 31 December 2017;

Eighth: Appointment of Ernst & Young as the Company's auditors for the fiscal year ending 31 December 2018 against a fee of AED 764,000 (Seven hundred and sixty-four thousand dirhams).

Ninth: Approve the appointment of Sheikh Saif Bin Mohammed Bin Butti Alhamed and Mr. Mr. Hareb Mubarak Abdulla Mohammed Almuhairi to fill vacancies in the BOD until expiry of the BOD current membership term on 8 March 2019.

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

Ms. Naseem Al Hamed – the BOD`s Secretary, she was appointed in March 2015.

i. A statement of the significant events that took place in the Company in 2018.

There were no significant events took place in the Company during 2018.

j. A statement of the Emiratisation percentage in the Company as of 2018 (excluding workers for companies operating in contracting).

The number of national employees working in the company is:

10 employees plus 8 individuals appointed through Khebraty programme, i.e. a total of 18 UAE national employees.

The number of supervisory positions in the company's divisions and headquarter is approximately 257 positions. Therefore, the Emiratisation percentage is 2%.

The above percentage is calculated after excluding the lower grades positions in the company.

k. A statement of the innovative projects and initiatives implemented by the Company or which were under development during 2018:

The company carried out many renovations to its hotels and resorts, including guest rooms and public areas in hotels.

The company is also in the process of acquiring five hotels from the Group of Emaar Hospitality as follows:



Address Boulevard Hotel – Dubai;
Address Dubai Mall Hotel – Dubai;
Address Dubai Marina Hotel – Dubai;
Manzil Downtown Hotel – Dubai; and
Vida Downtown Hotel – Dubai

**Signature of the Chairman of the Board of Directors
Sheikh Saif Bin Mohammed Bin Butti Bin Hamed Alhamed**






Appendix No. 1


Abu Dhabi National Hotels Company PJSC

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2018

	Notes	2018 AED'000	2017 AED'000
ASSETS			
Non-current assets			
Property and equipment	5	8,207,120	8,290,311
Investment in an associate	7	10,743	10,743
Investment in a joint venture	8	193,927	168,980
Available for sale investments	6	-	22,593
Investments carried at fair value through other comprehensive income	6	22,175	-
Franchise fee		<u>1,316</u>	<u>1,852</u>
Total non-current assets		<u>8,435,281</u>	<u>8,494,479</u>
Current assets			
Inventories	9	23,960	28,648
Accounts receivable and prepayments	10	188,609	184,525
Cash and short term deposits	13	<u>1,165,194</u>	<u>1,033,347</u>
Total current assets		<u>1,377,763</u>	<u>1,246,520</u>
TOTAL ASSETS		<u>9,813,044</u>	<u>9,740,999</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	14	1,000,000	1,000,000
Statutory and optional reserves	15	1,000,000	1,000,000
Asset revaluation reserve	16	4,900,303	4,900,303
Foreign currency translation reserve		(377)	(412)
Retained earnings		1,462,914	1,351,733
Fair value reserve		432	850
Proposed dividends		<u>130,000</u>	<u>125,000</u>
Total equity		<u>8,493,272</u>	<u>8,377,474</u>
Non-current liabilities			
Term loans	17	695,413	866,903
Provision for employees' end of service benefits	18	<u>34,583</u>	<u>34,909</u>
Total non-current liabilities		<u>729,996</u>	<u>901,812</u>
Current liabilities			
Accounts payable and accruals	19	402,614	279,373
Term loans	17	<u>187,162</u>	<u>182,340</u>
Total current liabilities		<u>589,776</u>	<u>461,713</u>
Total liabilities		<u>1,319,772</u>	<u>1,363,525</u>
TOTAL EQUITY AND LIABILITIES		<u>9,813,044</u>	<u>9,740,999</u>


 Sheikh Saif Bin Mohamed Bin
 Butti Hamed AlHamed
 CHAIRMAN OF THE BOARD


 Sheikh Ahmed Mohamed Sultan
 Suroor Al Dhaheri
 VICE CHAIRMAN OF THE BOARD

The attached notes 1 to 26 form part of these consolidated financial statements.





Abu Dhabi National Hotels Company PJSC

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2018

	Notes	2018 AED'000	2017 AED'000
Operating revenues		1,134,790	1,274,604
Cost of services		<u>(968,769)</u>	<u>(1,058,678)</u>
GROSS PROFIT		166,021	215,926
General and administrative expenses	21	(51,776)	(47,024)
Share of profit from joint venture and associate, net	7 & 8	132,684	102,141
Impairment of land	5	-	(6,700)
Impairment of available for sale investments	6	-	(10,000)
Investment and other income, net	20	6,243	5,329
Finance costs, net	22	<u>(11,991)</u>	<u>(11,778)</u>
PROFIT FOR THE YEAR		<u>241,181</u>	<u>247,894</u>
BASIC AND DILUTED EARNINGS PER SHARE	12	<u>0.24</u>	<u>0.25</u>



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The attached notes 1 to 26 form part of these consolidated financial statements.