



**Dar Al Takaful PJSC**  
**Corporate Governance Report 2020**

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## 2. Actions Taken to Complete the Governance System of the Company During 2020

The Board of Directors of Dar Al Takaful (PJSC) is keen to apply the principles of corporate governance as stipulated in Ministerial Resolution No. (03) of 2020 concerning standards of institutional discipline and governance of public joint-stock companies, as the Company applied the best practices and guidelines to ensure transparency and integrity in transactions and to ensure the ability and adequacy of the Company's internal control system in order to improve business transactions and apply the best practices. Therefore, we can summarize the actions taken in 2020 as follows:

- 1- The Company ensured commitment to activating the internal control systems by matching the issued report/ data with the external audit report and giving the members of the audit committee the opportunity to continue their supervisory role more effectively.
- 2- The Company was committed to spreading awareness at the level of Members of the Board and senior executive management about the developments in the governance system by providing annual governance trainings.
- 3- The Company was committed to update all corporate governance policies in order that they are in line with the changes in Governance System No.) 3 RM) of 2020.
- 4- The Company was keen to carry out its works with the required transparency regarding compliance with the dates and methods of disclosure of financial statements, in accordance with all provisions and resolutions of the Securities and Commodities Authority and the Dubai Financial Market.
- 5- The Company's Board of Directors followed up the Board committees such as Nomination and Remuneration Committee, Audit Committee, Risk Management Committee, and Investment Management Committee, in accordance with the provisions and controls of governance.
- 6- The Investment Committee in the Company applied the approved investment policy, reviewed the Company's investments and made the necessary decisions to diversify investments, and improve their returns.
- 7- The Company is committed to published the governance report and the annual financial statements report long enough before the General Assembly Meeting to enable the general assembly to review it and make the appropriate decisions.

### 3. Statement of ownership and transactions of Board of Directors, their Spouses and Children during 2020:

Ser.	Name	Position	Total Sale	Total Purchase	Shares held as of 31/21/2020
1	Matar Hamdan Sultan Hamad Al Ameri	Chairman	-	2,000,000	2,000,000
2	Shahab Ahmad Lutfi	Vice -Chairman	-	180,000	180,258
3	Abdallah Malek Osseiran	Director	-	-	-
4	Salah Ibrahim Sharaf	Director	-	-	1,400
5	Meitha Mohamed Al-Sharif Yousif Al-Hashemi	Director	-	-	-
6	Mr. Khalaf Sultan Rashed Saeed AlDhaheri	Director	-	-	-
7	Mahomed Akoob	Director	-	-	-
8	Abdulaziz Mohammed Abdulla Al Bannai (Resigned in July 2020)	Chairman	-	-	1,000,000
9	Yaqoub bin Eisa Alserkal (Resigned in July 2020)	Director	-	-	-
10	Ali Humaid Al Owais (Resigned in July 2020)	Director	-	-	-
11	Dr. Mohammed Sharaf (Resigned in July 2020)	Director	-	-	2,271,904

#### 4. Formation of the Board of Directors:

The Board of Directors consists of seven independent and non-executive members, who were elected during the General Assembly meeting on 25/04/2018. The term of this board shall be three fiscal years. The resignations of four members were accepted on 27/7/2020. Four members were elected during the general assembly meeting on 26/8/2020 to complete the membership period for the resigned members.

The members of the current board have excellent skills, competencies and vast experience in the financial and business sector and they have the necessary capabilities to accurately analyze and understand the financial statements, what made them qualified and able to develop the Company's strategy as the Members of the Board are provided with the required information and periodic reports to be discussed in the meetings of the Board of Directors on the financial position of the Company, the main topics related to the Company's activity, and any important matters.

They have effectively and dynamically contributed to form a coherent and highly efficient board of directors to meet the challenges of the changing economic environment to create better value for shareholders, enhance Related Parties' confidence and maintain business sustainability. The Board has also reconfigured the permanent committees of the Board with a view to harnessing their capabilities and experience more effectively.

We review below the names of the Members of the Board, their qualifications, and work experience, along with the positions they occupy in other joint- stock companies.

### Experience and Qualifications:

Mr. Al Ameri holds a Bachelor's Degree in Accounting and Information Systems from the United Arab Emirates University, and the Certified Public Accountant license (CPA) from the United States of America. He has held senior executive positions in public and private institutions and he has over 30-years of experience in finance and investment roles. Previously, he held the position of Director of Finance and Control at Abu Dhabi National Oil Company (ADNOC) and is currently the Director of Finance and Investment Department at ADNOC, which includes ADNOC headquarters and several subsidiaries of the ADNOC Group.



### Other Positions:

- Second Deputy Chairman of Islamic Finance Company (PCS) Aafaq

Matar Hamdan Sultan Al Ameri  
Chairman of the Board  
Date of Election: 2020  
Term of membership :5 months  
Category: Independent Non-Executive Director

### Experience and Qualifications:

Mr. Lutfi holds a Bachelor's Degree in Business Administration from Boston University, USA, and an MBA from City University Cass Business School University, the UK. He has completed executive learning courses at Harvard and Stanford. He has held key management positions in the banking and real estate sectors, and project and facility management for several years, in addition to his family history in the field of business, where he won the award for "Best Building and Design of a New Hotel " from International Property Awards in 2018-2019. Lutfi supervises all investments in addition to further expanding the Bright Star investment portfolio, especially in the luxury hospitality, high-end residential and retail sectors.

He is also the founder of H&H Development, a Dubai-based real estate development company that provides comprehensive turnkey solutions for real estate development, design, procurement and property management. He has also served as a director at Dubai Properties where he headed the \$ 10 billion Business Bay master planning project. His experience in real estate development, includes marketing and development of many projects within Business Bay with more than 10 million square feet of construction.



Shahab Ahmad Lutfi  
Vice Chairman of the Board  
Date of Election: 2015  
Term of membership: 6 years  
Category: Independent Non-Executive Director

### Other Positions:

- CEO of Bright Star Company (LLC)
- CEO of DXB-LAB Architecture
- Founding member and CEO of H&H



Salah Ibrahim Sharaf  
Date of Election: 2011  
Term of membership: 10 years  
Category:  
Independent Non-Executive  
Director

### Experience and Qualifications:

Mr. Sharaf obtained a Bachelor's Degree in Science in 1998 from Boston University, USA.

He started his career in Sharaf Group after graduation. He has diversified his area of expertise by taking on different roles and responsibilities in the shipping industries across Germany and Hong Kong. He has the qualities of an entrepreneur with excellent management skills and acute business acumen. He also has extensive knowledge in the field of shipping and maintenance, and he is actively participating in planning organizational strategy and day-to-day operations.

### Other Positions:

- Head of Shipping, Logistics and Transportation Department at Sharaf Group
- Member of the Board of Directors and Vice Chairman at Sharaf Group
- Chairman of the Board of Emirates Logistics
- Vice-president of Star Feeders
- Chairman of the Board of Sharaf Tours and Travels Company
- Chairman of the Board of Directors of Sharaf Shipping Company
- Member of the Board of Directors of the United Arab Emirates Shipping Association
- Member of the UAE International Investors Council
- Member of the Board of Directors of (Sovcomflot) SCF
- Member of the Board of Directors of WaterFront Maritime
- Vice-president of Dubai Shipping Agents Association



### Experience and Qualifications:

Meitha Al Hashemi is an enthusiastic banker with over 25-years' experience in the financial industry. She is also a skilled strategist who transforms strategic plans into workable solutions and assesses performance against key goals and objectives. She is currently the Chief Risk Officer at Emirates Islamic Bank where she is responsible for developing and managing a strong risk governance framework. Prior to joining Emirates Islamic Bank, she held the position of Chief Credit Officer at Emirates NBD. Along with her responsibilities, she also engaged in important projects such as the merger of Emirates Bank International and NBD and Emirates NBD's acquisition of BNP Paribas Egypt's business.

Meitha is a permanent member of several senior management committees which cover all critical areas of the Bank where her wisdom for good governance is well respected. She is primarily focusing on minimizing the overall impact on business in terms of financial, organizational and reputational risks.

She holds a dual Bachelor's Degree in Management (Business administration) and Computer Science from Switzerland

Meitha is also an active member of 'Manarat', an initiative which aims to develop women candidates to take on Board responsibilities under the patronage of H.H. Sheikha Shamma Bint Sultan bin Khalifa Al Nahyan.

### Other Positions:

- Chief Risk Officer at Emirates Islamic Bank
- Member of the Board of Directors of Emirates Islamic Financial Brokerage



Meitha Mohamed Al-Sharif Al-Hashemi  
Date of Election: 2018  
Term of membership: 3 years  
Category:  
Independent Non-Executive Director

**Experience and Qualifications:**

Mr. AlDhaheeri holds an MBA from Zayed University - Dubai, and a Certified Public Accountant license - CPA from the California Board of Accountancy and the American Institute of Certified Public Accountants in USA, and he has an accredited certification from Ashridge - Hertfordshire, UK in advanced management programs.

**Other Positions:**

- Vice-Chairman of the Board of Directors of H.E. Sultan bin Rashed Al Dhaheri
- Member of the Audit Committee of Abu Dhabi National Oil Company (ADNOC)
- Member of the Board of Directors of Abu Dhabi National Hotels (ADNH)
- Member of the Board of Directors of Arab Bank for Investment and Foreign Trade (Al Masraf)



Mr. Khalaf Sultan Rashed AlDhaheeri  
Date of Election:2020  
Term of membership :5 months  
Category:  
Independent Non-Executive Director



Abdallah Malek Osseiran  
Date of Election: 2020  
Term of membership: 5 months  
Category:  
Independent Non-Executive Director

### Experience and Qualifications:

Mr. Osseiran holds a Bachelor's Degree in Business Administration from the Lebanese American University, and a Diploma in Banking from Saint Joseph's University.

He started his career at the Arab Bank, one of the leading banking institutions in the Arab world, where he spent 16 years during which he could develop solid foundations in the financial and administrative fields. He has held numerous positions and has managed to excel in a several disciplines ranging from corporate finance, corporate banking, private equity, strategic planning and business development. In late 2001, he moved to the United Arab Emirates as a financial advisor to a member of the royal family. He devoted his four-year career to overseeing a large investment portfolio and he successfully negotiated strategic investments in various sectors such as real estate, fixed income, and private equity, as well as providing sound financial advice and secured strategic business partnerships.

Since January 2006, Mr. Osseiran has held the position of General Manager of Magna Investment in Abu Dhabi that controls several entities in key sectors with investments including education, hospitality, solidarity, financial services, real estate, private equity and venture capital.

### Other Positions:

- General Manager of Magna Investment
- Member of the Board of Directors of Abu Dhabi Holding University
- Member of the Board of Directors of Abu Dhabi University
- Member of the Board of Directors of Khawarizmi Holding Company
- Member of the Board of Directors of Khawarizmi International College
- Member of the Board of Directors of Liwa Education
- Member of the Board of Directors of the National Takaful Company - Watania (Formerly)



Mahomed Akoob  
Date of Election: 2020  
Term of membership: 5 months  
Category:  
Independent Non-Executive Director

**Experience and Qualifications:**

Mr. Akoob holds AIISA (Associate of The Insurance Institute of South Africa) and has international experience in General management, strategy, economics, technical insurance, reinsurance underwriting, takaful, re-takaful risk management and financial management affairs. He is also a member of the boards of directors of international insurance / reinsurance companies and others. He is a speaker in various seminars and conferences around the world.

**Other Positions:**

- Member of the Board of Directors of Chedid Capital Holding - Lebanon
- Member of Credit Guarantee Insurance Company Limited in South Africa
- Member of Green Vision in South Africa
- Trustee of the Fund of Bryte Takaful Waqf Fund Trust

## Resigned Members of the Board in 2020:

### Experience and Qualifications:

Mr. Al Bannai retired with the rank of Major General after 36 years of police service. He was one of the pioneers in change management and police forces modernization. He left a clear imprint through many of the achievements that were made during his career. During his years of service at the Dubai Police General Headquarters, he held many executive leadership positions, as he was nominated as general director of the various general departments and was promoted to the rank of Major General and Assistant Commander-in-Chief of the Armed Forces of Dubai Police.

### Other Positions:

- Chairman of the Board of Directors of Al Bannai Group
- Chairman of the Board of Directors of Al Bannai Investment
- Chairman of the Board of Directors of Axiom Telecom
- Managing Director, Chairman and Member of the Board of Directors of First Security Group
- Member of the Board of Directors of Mawarid Finance
- Member of the Board of Directors of Jebel Ali Cement Factory



Abdulaziz Al Bannai  
Chairman

Date of Election: 2012 - 2020

Term of membership :8.5 years

Category:

Independent Non-Executive Director

### Experience and Qualifications:

Mr. Ali holds a Diploma in E-commerce from Higher College of Technology in 2005, and a bachelor's degree in Business Administration, Applied Sciences, in 2008. He is Chairman of the Board of Al Owais Group and related companies.

### Other Positions:

- Deputy-Chairman of the Board of Directors - Dubai Refreshment
- Member of the Board of Directors - Oman Refreshment
- Member of the Board of Directors - ENBD and EIB
- Chairman of the Board of Directors - Al Owais Group
- Chairman of the Board of Directors - United Foods Company
- Deputy-Chairman of the Board of Directors - Modern Bakery



Ali Humaid Al Owais

Date of Election: 2011- 2020

Term of membership: 9.5 years

Category:

Independent Non-Executive Director



Yaqoub bin Eisa bin Nasser Alserkal  
Date of Election: 2012 - 2020  
Term of membership: 8.5 years  
Category:  
Independent Non-Executive Director

### Experience and Qualifications:

Mr. Alserkal holds a Master of Science Degree from Boston University, USA, a Master of Science in Management Studies, Financial Economics major, and a Bachelor of Science in Business Administration - Finance major.

### Other Positions:

- Director of Finance at Nasser Bin Abdullatif Alserkal Establishment
- Chairman of the Board of Directors of Alserkal Sports Company
- President and CEO of Yaqoub Bin Eisa Alserkal LLC
- General Director of Nasser Bin Abdullatif Alserkal Establishment

### Experience and Qualifications:

Dr. Sharaf was the Assistant Foreign Minister of Economic and Trade Affairs at the United Arab Emirates Ministry of Foreign Affairs and International Cooperation between 2016 to 2019. Dr. Sharaf was appointed as the Group CEO of DP World when the global port operator was formed in 2005 with the integration of the domestic and international arms of the Dubai Ports. Dr Sharaf managed a major international growth strategy that included the successful acquisition of CSX WT in 2004 and of the P&O Group in 2006 followed by acquisition of Jafza in 2014. Today, DP World is the fourth largest port operator in the world with a portfolio of more than 77 marine terminals across six continents, including new developments underway in India, Africa Europe and the Middle East. Dr. Sharaf led a multinational team of 36,000 people. Dr Sharaf holds a Degree in Business Administration from the University of Arizona, Tucson, USA. Dr. Sharaf was awarded an Honorary Doctor of Humane Letters from the College of Social and Behavioral Sciences and the Eller College of Management during the 154th Commencement ceremony on Friday May 11, 2018.



### Other Positions:

- Board Member of Sharaf Group
- Member of the Board of Directors Mawarid Finance
- Vice Chairman Sharaf Exchange

Dr. Mohamed Sharaf  
Date of Election: 2019 - 2020  
Term of membership: 1.5 year  
Category:  
Independent Non-Executive Director

**The Members of the Board of Dar Al Takaful Acknowledge the Validity of the Information Contained in Clauses 2 and 3.**

**5. Percentage of Female Representation in the Board of Directors for 2020:**

The company was committed to the representation of women in the Board of Directors by including one member out of 7 members in the Board of Directors.

**6. Total Remuneration of the Members of the Board Paid for 2019:**

There is no remuneration paid to the Members of the Board for 2019

**7. Total Remuneration proposed to be paid to the Members of the Board of Directors for the year 2020, which shall be presented at the Annual General Assembly for approval:**

The remuneration for the BOD for the year 2020 amounting to AED 980,000 shall be discussed at the next General Assembly meeting, a resolution / decision will be taken, and the competent authorities will be updated accordingly



## 8. Details of Allowances for Attending the Sessions of the Board Committees for the Fiscal Year 2020:

Name of Member	Investment Committee	Audit Committee	Risk Committee	Nomination and Remuneration Committee	Meetings of Steering Committee	Meeting Attendances	Paid Amount AED
Matar Hamdan Sultan Al Ameri	2	-	-	-	-	2	20,000
Shahab Ahmad Lutfi	4	2	2	4	21	33	330,000
Khalaf Sultan Rashed AlDhaheeri	2	-	-	1	-	3	30,000
Meitha Mohamed Al-Sharif Al-Hashemi	2	4	4	3	-	13	130,000
Abdallah Malek Osseiran	2	-	-	1	-	3	30,000
Mahomed Akoob	-	2	2	-	-	4	40,000
Salah Ibrahim Sharaf	2	3	3	3	-	11	110,000
Abdulaziz Mohammed Al Bannai <b>Resigned Member</b>	1	-	-	-	-	1	10,000
Yaqoub bin Eisa bin Nasser Alserkal <b>Resigned Member</b>	2	-	-	-	-	2	20,000
Ali Humaid Al Owais <b>Resigned Member</b>	1	-	-	-	-	1	10,000
Dr. Mohamed Sharaf <b>Resigned Member</b>	2	-	-	2	18	22	220,000
<b>Total</b>	<b>20</b>	<b>11</b>	<b>11</b>	<b>14</b>	<b>39</b>	<b>95</b>	<b>950,000</b>

**a. Details of Allowances, Salaries or Additional Remuneration Received by the Members of the Board other than the Committees Attendance Allowances and the Reasons Thereof.**

The below amounts were paid as fees for making an additional effort to complete the acquisition of The Noor Takaful Companies

<b>Name of Member</b>	<b>Remuneration</b>	<b>Paid Amount (AED)</b>
Shahab Ahmad Lutfi	<b>400,000</b>	<b>400,000</b>
Dr. Mohamed Sharaf <b>(Resigned Member)</b>	<b>300,000</b>	<b>300,000</b>

**b. Number of Board Meetings:**

Ser.	Date of Meeting	No. of Attendees	No. of Attendees by Proxy	Names of Absent Members
1	11/2/2020	5	none	Salah Ibrahim Sharaf - Ali Humaid Al Owais
2	23/3/2020	6	none	Ali Humaid Al Owais
3	14/5/2020	7	none	none
4	2/7/2020	7	none	none
5	19/7/2020	6	none	Ali Humaid Al Owais
6	27/7/2020	7	1	none
7	10/9/2020	7	none	none
8	12/11/2020	7	none	none
9	15/12/2020	7	none	none

**c. Number of the Board Resolutions Passed by Circulation during the Fiscal Year 2020 with their Respective Dates:**

The Company passed two resolutions by circulation during 2020.

**d. Details of Resolutions Passed by Circulation:**

No. of Resolutions Passed by Circulation	Subject of Resolution	Date of Passing the Resolution
First Resolution	Restructuring the Company's Executive Management	22/6/2020
Second Resolution	Approval of the Financial Statements for the Second Quarter	13/08/2020

**e. The Mandate and Duties of the Board of Directors or the Executive Management during 2020 based on the Authorization by the Board with the Period and Powers of the Authorization according to the Following Table:**

Name and Position	Powers of Authorization	Period of Authorization
Mr. Rajesh Sethi CEO of Dar Al Takaful and General Manager of Noor Takaful Family	Mr. Sethi began his duties in managing the day-to-day and operational business of the Company on 26/07/2020 succeeding the former CEO, Mr. A.R Srinivasan, and his powers are as follows: <ol style="list-style-type: none"> <li>1. To sign all transactions and correspondences of the Company which are related to its activity within the UAE.</li> <li>2. To represent the Company before all federal government ministries in the UAE.</li> <li>3. To represent the Board of Directors or the Company before any of the departments of the local governments in any emirate of the UAE, such as departments of economic development, municipality, health departments, police, courts, arbitration courts, notaries, etc.</li> <li>4. To engage in any business or activity and to do anything related to the Company's activity that is permitted by Islamic Sharia within the limits of the laws and regulations in force, provided that it shall be related, subordinate or complementary to any of the Company's objectives, funds and assets.</li> <li>5. To sign all legal transactions and procedures that may be required of him before those authorities.</li> <li>6. To appoint advocates and others in all or part of what he is entrusted with, and to remove, withdraw, cancel, or increase or decrease any of the above-mentioned powers entrusted to him.</li> <li>7. To appoint and dismiss employees and consultants, and to define their duties and remuneration within the UAE.</li> <li>8. Arranging the annual budget.</li> </ol>	The executive management of the Company shall carry out the mandate and duties assigned to it under an authorization certified by the Board of Directors, and such authorization shall be subject to continuous review by the Board. Those powers shall remain in place unless they are canceled or undermined by the Board of Directors.

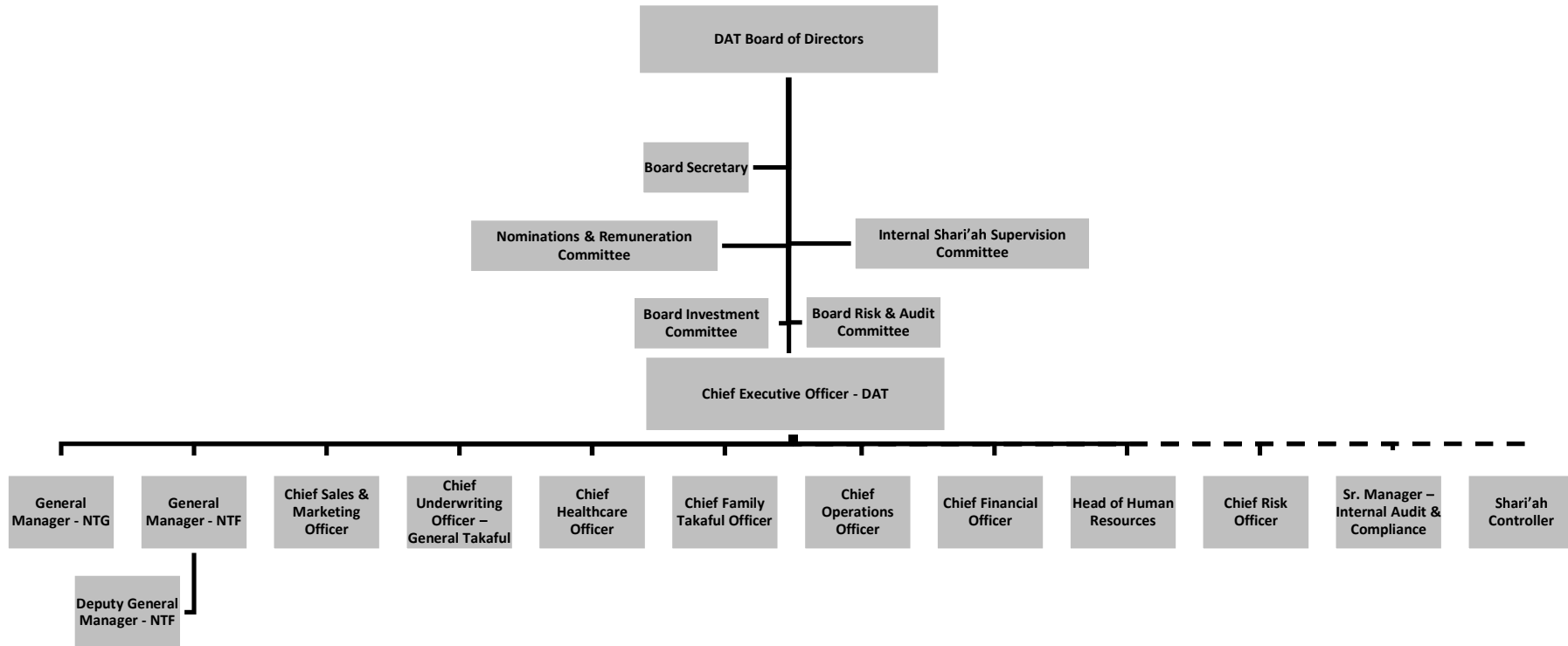
**f. Details of the Transactions made with Related Parties:**

Related Parties' transactions are the transactions in which any party in our Company has the ability to control or exercise any material influence on the other party in making financial and operational decisions. Related Parties' transactions create potential or actual conflicts in the Company and can give the impression that business decisions are based on considerations that conflict with the interests of the Company and shareholders. But sometimes the Related Parties' transactions are in the interest of the Company and its shareholders, and accordingly, the Related Parties' transactions are subject to the approval of our Board of Directors and the Company's management establishes the terms and conditions of these transactions. Related Parties represent the principal shareholders, the Board of Directors, key management personnel of the Group, and the companies that exert significant influence over the Company.

**g. Details of Transactions with Related Parties:**

S/N	Statement of related party	Nature of Relationship	Transaction Type	Amount of Transaction
1	Mawarid Finance	Major Shareholder until 30 <sup>th</sup> Sep 2020	Shari'ah audit fees	AED 22,500
2	H & H Investment and Development	Mutual BOD member	Facilities management fees	AED 46,550

**f. Organizational Structure of the Company:**



**g. Detailed Statement of the Senior Executives in the First and Second Ranks, as stated in the Organizational Structure:**

Position	Date of Appointment	Total Paid Salaries and Allowances	Total Paid Remuneration For 2020	Any Other Remuneration
CEO of Dar Al Takaful and General Manager of Noor Takaful Family	26/7/2020	700,000	None	None
Chief Financial Officer	26/7/2020	414,800	None	None
Chief Sales & Marketing Officer	26/7/2020	355,000	None	None
Chief Risk Officer	26/7/2020	353,750	None	None
General Manager - Noor Takaful General (Formerly, Chief Financial Officer)	23/1/2011	708,720	None	None
Chief Underwriting Officer – General Takaful	26/7/2020	316,500	None	None
Chief Health Officer	26/7/2020	370,000	None	None
Chief Family Takaful Section (Formerly, Deputy-Head - Health Insurance and Actuary)	10/09/2019	660,000	None	None
Head of Human Resources	26/7/2020	225,000	None	None
Deputy General Manager - Noor Takaful Family (Formerly, Head of Key Accounts - Banca Takaful and Corporate Sales)	20/11/2011	483,000	None	None
Chief Operation Officer - Digital Transformation and Customer Service	01/08/2018	420,000	None	None
Chief Executive Officer (Resigned)	11/10/2018 Till 26/7/2020	756,000	None	777,284





Vice President - Re-Takaful and Company Strategy	24/05/2009 Till 31/12/2020	640,080	none	447,673
Senior Vice President - Technical (Resigned)	1/7/2011 Till 26/7/2020	677,520	none	419,788
Head of Human Resources, Administration and Corporate Communication	19/06/2011 Till 26/7/2012	245,000	none	none
Compliance and Anti-Money Laundering Manager	15/04/2012 Till 26/7/2020	217,000	none	none

## 9. Company's External Auditor:

### a. Synopsis of the Company's Auditor for Shareholders.

The Board of Directors submitted its recommendations to select the external auditor, and were presented to the General Assembly to provide their opinion and approve the recommendations.

The General Assembly, held on 23/04/2020, resolved to approve the appointment of Grant Thornton, which is the sixth largest professional services network in the world and is considered one of the independent companies recognized by the money markets, regulatory bodies and international standard setting bodies. Grant Thornton has a long legacy that extends back to more than 50 years of continuous support for the economic advancement of companies in various fields. The local team in the UAE consists of more than 200 professionals backed by an extensive regional team in more than 12 branches around the world.

**b. Fees and Costs of the Audit or the Services Provided by the External Auditor, According to the Following Table:**

Name of the Audit Office and Name of the Partner Auditor	Grant Thornton - Mr. Mohamed Farouk Reg. No. 86
No. of years that it served as an external auditor for the Company	2
Total audit fees for the financial statements for 2020 (AED)	AED 173,250
Other fees and costs for special services other than auditing the financial statements for 2020 (AED) if any, and in the absence of any other fees, this shall be explicitly stated.	No other services
Details and nature of other services provided (if any), and in the absence of other services, this shall be explicitly stated	No other services
Other services that an <u>external auditor</u> other than the Company' auditor provided during 2020 (if any), and in the absence of another external auditor, this shall be explicitly stated.	No other services

**c. Reservations made by the Company's Auditor about the Interim and Annual Statements for 2020.**

In Grant Thornton's opinion, the consolidated financial statements fairly present the consolidated financial position of the Group as of December 31<sup>st</sup>, 2020 in all material aspects, in addition to its consolidated financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards.

## 10. Audit Committee:

The Audit Committee is responsible for following up with auditors, maintaining a good relationship with them, and reviewing the financial reports on a periodic and phased basis. The Committee also supervises the Internal Control Department, and the Audit Committee plays an effective role in ensuring that the Company applies the legal and regulatory requirements as well as verifying its accounting practices.

### a. Names of Audit Committee Members:

The Audit Committee is composed of the following members of the Board:

1. Meitha Mohamed Al-Sharif Al-Hashemi (Chairperson)
2. Salah Ibrahim Sharaf (Member)
3. Mahomed Akoob (Member) Audit Committee as of 10/09/2020
4. Shahab Ahmad Lutfi (Former Member)

### b. The Main Duties of the Audit Committee:

1. Reviewing the Company's financial and accounting policies and procedures.
2. Monitoring the integrity of the Company's financial statements and their reports (annual, biannual and quarterly) and their control systems, and reviewing them as part of its regular work during the year, with special focus on the following:
  - Any changes in accounting policies and practices
  - Highlighting the areas that are subject to the management's discretion.
  - Ensuring that the Company updates its policies, procedures and control systems on an annual basis.
  - Significant adjustments resulting from the audit.
  - Assuring the continuity of the Company business.
  - Adherence to the accounting standards approved by the Authority.
  - Adherence to the listing and disclosure rules and other legal requirements related to financial reporting.

3. Coordinating with the Company's Board of Directors, senior executive management, and the Chief Financial Officer or the director in charge of the same duties in the Company in order to perform its duties.
4. Examining any important and unusual items that are included or that shall be included in those reports and accounts, and the Audit Committee shall pay the due attention to any matters raised by the Company's CFO, the director in charge of the same duties, the compliance officer or the auditor.
5. Submitting a recommendation to the Board of Directors regarding the selection, resignation, or removal of the auditor. In the event that the Board of Directors does not approve the recommendations of the Audit Committee in this regard, the Board of Directors shall include in the governance report a statement explaining the recommendations of the Audit Committee and the reasons why the Board did not approve them.
6. Developing and implementing the policy of contracting with the auditor and submitting a report to the Board of Directors specifying the issues that it deems important to take action on, as well as providing recommendations on the necessary actions.
7. Ensuring that the auditor fulfills the conditions stipulated in the applicable laws, regulations and decisions, and the Company's articles of association, and observing and monitoring his independence.
8. Meeting with the Company's auditor without the presence of any one from the higher executive management or a representative thereof and discussing with him about the nature and scope of the audit process and its effectiveness in accordance with the approved auditing standards.
9. Approval of any additional work performed by the external auditor for the benefit of the Company as well as the fees that he receives for his work.
10. Examining all matters related to the work of the auditor, his work plan, correspondence with the Company, observations, suggestions, reservations and any substantive inquiries raised by the auditor to the senior executive management regarding the accounting records, financial accounts or control systems and the Audit Committee shall monitor the extent of the Company's response and provision of facilities necessary for the auditor to do his job.

11. Ensuring that the Board of Directors responds in a timely manner to the requests for clarification and substantive issues raised in the letter of the auditor.
12. Reviewing and evaluating the Company's internal audit and risk management systems.
13. Discussing the internal audit system with the Board of Directors and ensuring that it performs its duty to establish an effective internal control system.
14. Considering the results of the main investigations into internal audit matters assigned to the Committee by the Board of Directors or carried out at the initiative of the Committee and the approval of the Board of Directors.
15. Reviewing the auditor's evaluation of internal audit procedures and ensuring that there is coordination between the internal auditor and the external auditor.
16. Ensuring that the resources necessary for the internal audit are available and reviewing and monitoring the effectiveness of such function.
17. Examining the internal audit reports and following up on the implementation of the corrective actions for the observations contained therein.
18. Establishing controls to enable the Company's employees to confidentially report any potential violations in financial reports, internal audit or other issues, and developing steps to ensure independent and fair investigations on such violations are conducted.
19. Monitoring the Company's compliance with the code of professional conduct.
20. Reviewing the Related Parties' transactions with the Company, ensuring that there are no conflict of interest and providing recommendations on such transactions to the Board of Directors before being concluded.
21. Ensuring the application of the work rules pertaining to its duties and the powers entrusted to it by the Board of Directors.
22. Submitting reports and recommendations to the Board of Directors on the above-mentioned issues.

**c. Powers of the Audit Committee:**

The Audit Committee has powers entrusted to it by the Board of Directors to study any activity that falls within its audit terms, and it is authorized to have unconditional access to the external auditors and to obtain any professional consultation on any matter related to the Company's accounts. The Committee also has the powers to request any information it needs from any employee or a member of the Board. The members of the Board are instructed to cooperate regarding any request from the Committee.

The Chairman of the Committee shall submit periodic reports to the Board of Directors on the matters that are evaluated by the Committee and shall provide his recommendations in this regard. He shall also attend the annual General Assembly Meeting, answer any questions raised by the shareholders about the Company's activities and ensure governance.

**d. The Number of Meetings held by the Audit Committee During 2020:**

The Audit Committee held four meetings during 2020 as follows:

Audit Committee Name of Member	Date of Meeting			
	16/3/2020	22/6/2020	30/9/2020	7/12/2020
Meitha Mohamed Al-Sharif Al-Hashemi	✓	✓	✓	✓
Salah Ibrahim Sharaf	X	✓	✓	✓
Mahomed Akoob <b>(Joined in September 2020)</b>	-	-	✓	✓
Shahab Ahmad Lutfi <b>(Former Member)</b>	✓	✓	-	-

- **Number of Personal Attendances for all Audit Committee Members:**

#	Name of Member	No. of Personal Attendances
1	Meitha Mohamed Al-Sharif Al-Hashemi	4/4
2	Salah Ibrahim Sharaf	3/4
3	Mahomed Akoob (Joined in September 2020)	2/4
4	Shahab Ahmad Lutfi (Former Member)	2/4

**Acknowledgment by the Chairperson of the Audit Committee of her Responsibility for the Committee's mandate in the Company and for Reviewing its Mechanism of Action and Ensuring its Effectiveness:**

The Chairperson of the Audit Committee acknowledges that she is responsible for the implementation of the Committee's mandate in the Company, regular review of its mechanism of action and ensuring its effectiveness in line with the Resolution No. (3/R.M) of 2020 issued by the Board of the Securities and Commodities Authority concerning the standards of institutional discipline and governance of public joint stock companies.

## 11. Nomination and Remuneration Committee:

The role of the Nomination and Remuneration Committee is to develop and review the remuneration and emoluments policy for the Board of Directors and the executive management and to determine the total compensation that is in line with the approved salary and remuneration systems. The Committee shall match such remuneration with the performance of the Company. The Committee shall also prepare and review the human resources policy in order to comply with the legislations and laws and shall follow up the procedures for candidacy for membership of the Board.

### a. Names of Members of Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is composed of the following Members of the Board:

1. Shahab Ahmad Lutfi (Committee Chairman)
2. Abdallah Malek Osseiran (Member) as of September 2020
3. Khalaf Sultan Rashed AlDhaheri (Member) as of September 2020
4. Meitha Mohamed Al-Sharif Yousif Al-Hashemi (Former Member)
5. Salah Ibrahim Sharaf (Former Member)
6. Dr. Mohamed Sharaf (Resigned Member)



**b. The Main Duties of the Nomination and Remuneration Committee are as follows:**

1. Developing a policy for candidacy for the membership of the Board and the executive management, aiming at taking into account the gender diversification within the composition thereof and encouraging women through incentive benefits and training programs, and providing the Authority with a copy of this policy and any amendments thereof.
2. Organizing and following up the procedures related to candidacy for the membership of the Board of Directors in accordance with the applicable laws and regulations and the provisions of this decision.
3. Ensuring the continued availability of membership requirements for Members of the Board on an annual basis.
4. Ensuring the independence of independent members on an ongoing basis.
5. Preparing the policy for granting rewards, benefits, incentives and salaries for the members of the Company's Board of Directors, the executive management and its employees, and reviewing such policy annually. The Committee shall verify that the rewards and benefits granted to the Company's senior executive management are reasonable and consistent with the performance of the Company.
6. Reviewing the requirements of the appropriate skills for the membership of the Board of Directors on an annual basis and preparing a description of the capabilities and qualifications required for membership of the Board, including the determination of the time that the member shall devote to the work of the Board.
7. Determining the Company's needs of competencies at the level of the senior executive management and employees, and the basis for their selection.
8. Preparing the Company's human resources and training policy, monitoring its implementation and reviewing it annually.

**c. The Number of Meetings held by the Nomination and Remuneration Committee During 2020:**

Nomination and Remuneration Committee Name of Member	Date of Meeting			
	18/6/2020	27/7/2020	25/8/2020	9/11/2020
Shahab Ahmad Lutfi	✓	✓	✓	✓
Abdallah Malek Osseiran (Member) as of September 2020	-	-	-	✓
Khalaf Sultan Rashed Saeed AlDhaheeri (Member) as of September 2020	-	-	-	✓
Meitha Mohamed Al-Sharif Yousif Al-Hashemi (Former Member)	✓	X	✓	-
Salah Ibrahim Sharaf (Former Member)	✓	X	✓	-
Dr. Mohamed Sharaf (Resigned Member)	✓	✓	-	-

**d. Number of Personal Attendances for all Nomination and Remuneration Committee Members:**

#	Name of Member	No. of Personal Attendances
1	Shahab Ahmad Lutfi	4/4
2	Abdallah Malek Osseiran (Member) as of September 2020	1/4
3	Khalaf Sultan Rashed Saeed AlDhaheri (Member) as of September 2020	1/4
4	Meitha Mohamed Al-Sharif Yousif Al-Hashemi (Former Member)	2/4
5	Salah Ibrahim Sharaf (Former Member)	2/4
6	Dr. Mohamed Sharaf (Resigned Member)	2/4

**Acknowledgment by the Chairman of the Nomination and Remuneration Committee of his Responsibility for the Committee's mandate in the Company and for Reviewing its Mechanism of Action and Ensuring its Effectiveness:**

The Chairman of the Nomination and Remuneration Committee acknowledges that he is responsible for the implementation of the Committee's mandate in the Company, regular review of its mechanism of action and ensuring its effectiveness in line with the Resolution No. (3/R.M) of 2020 issued by the Board of the Securities and Commodities Authority concerning the standards of institutional discipline and governance of public joint stock companies.

## 12. Risk Management Committee:

### a. Names of Risk Management Committee Members

1. Meitha Mohamed Al-Sharif Al-Hashemi (Chairperson)
2. Salah Ibrahim Sharaf (Member)
3. Mahomed Akoob (Joined in September 2020)
4. Shahab Ahmad Lutfi (Former Member)

### b. The Mandate and Duties of the Risk Management Committee are Summarized as Follows:

1. Developing a comprehensive risk management strategy and policies that are consistent with the nature and size of the Company's activities, monitoring their implementation, reviewing and updating them based on the changing internal and external factors of the Company.
2. Defining and maintaining an acceptable level of the risks that the Company may face and ensuring that the Company does not exceed this level.
3. Supervising the Company's risk management framework and evaluating the effectiveness of the framework and mechanisms for identifying and controlling the risks that threaten the Company in order to identify the gaps.
4. Providing the management with guidance - as needed - in order to assist it in improving its risk management practices and/or mitigating certain risks, including the presence of qualified management personnel to carry out risk management activities effectively.
5. Obtaining assurance from the executive management and internal audit that risk processes and systems operate effectively with appropriate controls in place and adherence to the approved policies.
6. Preparing detailed reports on the level of exposure to risks and the recommended procedures for managing these risks and submitting such reports to the Board of Directors.
7. Providing recommendations to the Board of Directors regarding the matters related to risk management.
8. Ensuring that adequate resources and systems for risk management are available.

9. Reporting to the Board of Directors on a regular basis on the size of the risks that the Company may face and informing the Board of Directors immediately of any significant changes in the size of the risks.
10. Verifying the independence of the risk management personnel from activities that may expose the Company to risks.
11. Reviewing any issues raised by the Audit Committee which may affect the Company's risk management.
12. Reviewing the appointment and performance of the Chief Risk Management Officer and replacing him as well as monitoring the overall effectiveness of the Risk Management function.

**c. The Number of Meetings held by the Risk Management Committee During 2020**

Risk Management Committee	Date of Meeting			
	16/ 3/ 2020	22/6/2020	30/9/2020	7/12/2020
Name of Member				
Meitha Mohamed Al-Sharif Al-Hashemi	✓	✓	✓	✓
Salah Ibrahim Sharaf	X	✓	✓	✓
Mahomed Akoob (Joined in September 2020)	-	-	✓	✓
Shahab Ahmad Lutfi (Former Member)	✓	✓	-	-

**e. The Number of Personal Attendance Times for All Risk Management Committee Members:**

#	Name of Member	No. of Personal Attendance
1	Meitha Mohamed Al-Sharif Al-Hashemi	4/4
2	Salah Ibrahim Sharaf	3/4
3	Mahomed Akoob (Joined in September 2020)	2/4
4	Shahab Ahmad Lutfi (Former Member)	2/4

**Acknowledgment by the Chairperson of the Risk Management Committee of her Responsibility for the Committee's mandate in the Company and for Reviewing its Mechanism of Action and Ensuring its Effectiveness:**

The Chairperson of the Risk Management Committee acknowledges that she is responsible for the implementation of the Committee's mandate in the Company, regular review of its mechanism of action and ensuring its effectiveness in line with the Resolution No. (3/R.M) of 2020 issued by the Board of the Securities and Commodities Authority concerning the standards of institutional discipline and governance of public joint stock companies.

### 13. Investment Management Committee:

#### a. Names of Investment Management Committee Members:

1. Matar Hamdan Sultan Al Ameri (Chairman) as of September 2020
2. Shahab Ahmad Lutfi (Member)
3. Abdallah Malek Osseiran (Member) as of September 2020
4. Khalaf Sultan Rashed Saeed AlDhaheeri (Member) as of September 2020
5. Salah Ibrahim Sharaf (Former Member)
6. Meitha Mohamed Al-Sharif Yousif Al-Hashemi (Former Member)
7. Abdulaziz Mohammed Al Bannai (Resigned Member)
8. Ali Al Owais (Resigned Member)
9. Yaqoub Alserkal (Resigned Member)
10. Dr. Mohamed Sharaf (Resigned Member)

#### b. The Mandate and Duties of Investment Management Committee:

1. Preparing the investment plan and policy, including the limits of risks and cases of exposure to them in the Company's investment activities and reviewing such plan and policy periodically to ensure their suitability to the current market conditions
2. Considering all proposed strategic investment matters that require the approval of the Board, before referring them to the Board and providing recommendations to the Board in this regard.
3. Reviewing and presenting the proposals submitted to the Committee, in accordance with the powers granted to the Committee, and ensuring that there are clear and specific processes in place to provide guidance and support in relation to the approved transactions/contracts, including monitoring progress, as appropriate.
4. Considering and dealing with any other matters referred or delegated to it by the Board as stipulated in the Delegation of Authority Register.
5. Monitoring the performance of the investment portfolio

**c. The Number of Meetings Held by the Investment Management Committee During 2020**

Investment Committee	Date of Meeting			
	23/ 3/2020	2/7/2020	23/11/2020	15/12/2020
<b>Name of Member</b>				
Matar Hamdan Sultan Al Ameri (Joined in September 2020)	-	-	✓	✓
Shahab Ahmad Lutfi	✓	✓	✓	✓
Abdallah Malek Osseiran (Joined in September 2020)	-	-	✓	✓
Khalaf Sultan Rashed AlDhaheiri (Joined in September 2020)	-	-	✓	✓
Salah Sharaf (Former Member)	✓	✓	-	-
Meitha Mohamed Al-Sharif Al-Hashemi (Former Member)	✓	✓	-	-
Abdulaziz Mohammed Abdullah Al Bannai (Resigned Member)	X	✓	-	-
Ali Al Owais (Resigned Member)	X	✓	-	-
Yaqoub Alserkal (Resigned Member)	✓	✓	-	-
Dr. Mohamed Sharaf (Resigned Member)	✓	✓	-	-



**Acknowledgment by the Chairman of the Investment Committee of his Responsibility for the Committee’s mandate in the Company and for Reviewing its Mechanism of Action and Ensuring its Effectiveness:**

The Chairman of the Investment Committee acknowledges that he is responsible for the implementation of the Committee’s mandate in the Company, regular review of its mechanism of action and ensuring its effectiveness in line with the Resolution No. (3/R.M) of 2020 issued by the Board of the Securities and Commodities Authority concerning the standards of institutional discipline and governance of public joint stock companies.

**f. Number of Personal Attendance Times for All Investment Management Committee Members:**

#	Name of Member	No. of Personal Attendance
1	Matar Hamdan Sultan Al Ameri (Joined in September 2020)	2/4
2	Shahab Ahmad Lutfi	4/4
3	Abdallah Malek Osseiran (Joined in September 2020)	2/4
4	Khalaf Sultan Rashed AlDhaheri (Joined in September 2020)	2/4
5	Salah Ibrahim Sharaf (Former Member)	2/4
6	Meitha Mohamed Al-Sharif Al-Hashemi (Former Member)	2/4
7	Abdulaziz Mohammed Abdullah Al Bannai (Resigned Member)	1/4
8	Ali Al Owais (Resigned Member)	1/4
9	Yaqoub Alserkal (Resigned Member)	2/4
10	Dr. Mohamed Sharaf (Resigned Member)	2/4

#### 14. Insider Trading Follow-up and Supervision Committee:

The Company has developed procedures measures aimed at preventing insiders from exploiting confidential internal information for material or moral gain. By supervising the transactions and properties of insiders, keeping their records, and submitting periodic statements and reports to the market, in implementation of the decision of the Chairman of the Board of Directors of the Securities and Commodities Authority No. (3 / R.M) of 2020 regarding standards of institutional discipline and governance of public joint-stock companies.

The company also committed to update and disclose periodic reports, essential information, and the insiders' assets of and their first-degree relatives at the Company has been keen to provide accurate, clear, and not misleading, to shareholders and investors on the Company's website and the Dubai Financial Market in a timely manner, enabling them to take their decisions to enhance disclosure and transparency.

In addition to updating the policies related to insiders' dealings, disclosure and transparency, the Company made the following during 2020

1. It prepared a special and comprehensive register of all insiders, including those who could be temporarily considered insiders along with their disclosures.
2. It notified the Authority and the Market of an updated list of insiders at the beginning of each fiscal year and of any amendments thereto during the fiscal year.
3. It has provided data and copies of the insiders' register to the Authority upon its request.

**The Chairman of the Insider Trading Follow-up and Supervision Committee acknowledges that he is responsible for the implementation of the Committee's mandate in the Company, regular review of its mechanism of action and ensuring its effectiveness**

## 15. Internal Control:

In 2020, the Company updated a set of internal policies and procedures related to risks and internal control so that they are in line with the applicable legislations regarding the internal control. The updated policies are as follows:

- The charter of duties of the Members of the Board and all Board committees has been updated
- Enterprise Risk Management Framework
- Internal Audit Management Framework
- Compliance and Anti-Money Laundering Management Framework
- Disclosure and Transparency Policy
- Whistleblowing Policy
- Conflict of Interest Policy

### a. Name, Qualifications, and Date of Appointment of the Department Head.

Mrs. Hessa Saeed assumed the duties of the Head Compliance since she joined the Company in 2012 until July 2020 and she is responsible for developing the annual work plan for compliance monitoring and she holds the following academic qualifications:

- Certificate from the Chartered Insurance Institute in financial planning, 2017
- Certificate from the Institute of Legal Insurance in general insurance, 2016
- International Certificate in Compliance from CCL Academy, 2014.
- Bachelor of Financial Services from Dubai Women's College, 2013.
- Higher Diploma in Business Administration and Financial Services, Dubai Women's College, 2012

In July 2020, after Dar Al Takaful completed the acquisition of Noor Takaful General and Noor Takaful Family, Mr. Raheel Rizvi assumed the duties of the Internal Control, Internal Audit and Compliance Department. He holds a chartered accountant qualification from the Institute of Chartered Accountant of Pakistan, as Mr. Raheel joined Noor Group of Companies in March 2014 as an Internal Audit Manager with responsibility for managing audits for Noor Takaful Company and then he moved to Dar Al Takaful following the acquisition of the two Noor companies

**b. How the Internal Control Department addresses the major problems of the Company:**

The procedures carried out by the Internal Control Department are to study the major problems in the Company in detail through all its departments, depending on the nature of the problem, where effective recommendations are provided and referred to the executive management and Audit Committee if necessary; moreover, the implementation of those recommendations is periodically followed up and a progress report thereof is submitted to the Audit Committee and executive management

**c. The Number of Reports issued by the Internal Control Department to the Company's Board of Directors.**

The Internal Control Department has regularly reported to the Risk Management Committee and the Audit Committee meetings to discuss work related to the internal control and compliance.

The Board of Directors Acknowledges that it is responsible for the Internal Control in the Company, reviewing its mechanism of action and ensuring its effectiveness.

## 16. Details of the Violations Committed During the Fiscal Year 2020, their Reasons, and How to Address them and Avoid their Recurrence in the Future:

The Company is keen to comply with all the requirements of the regulatory authorities and it continuously updates the procedures for internal control to avoid any violation of the applicable laws. However, during 2020, two violations were issued against the Company and we mention below the details of both violations, the reasons and the corrective plan:

### 1. Dubai Health Authority: -

The Company's health insurance department witnessed many changes during 2020 in terms of the organizational structure and the development of several internal policies related to health insurance management. The Company also directed to change several health claims management companies. During these changes, we found that some provisions of the Health Insurance Law have been violated, including the lack of informing the Authority of the new updated policies of the Company, some of which are mistakes and violations of the Health Insurance Law which are committed by the health insurance claims management companies. These violations resulted in a fine of AED 143,020.

**Corrective Plan: Dar Al Takaful has updated and developed the regulations for health insurance, which included notifying the Health Authority of any changes to the health insurance policies. It also emphasized dealing with health claims management companies and the contracts were updated with them. A new mechanism for internal audit was developed, and we ensured that all required procedures have been met and the provisions of the Health Insurance Law have been complied with**

### 2. Insurance Authority

Dar Al Takaful is keen to hire Emiratis and keen in enrolling them in training programs in order to develop their capabilities to reach leadership positions in the company, the company has always been keen over the previous years and since its establishment to cross the targeted regulatory points by allocating additional funds for the purpose of training Emirati employee, currently Emiratis occupy an Important leadership position at the company, however, as during the last quarter of 2020 the Emiratization percentage in the company decreased by a slight difference from the targeted points due to the resignation of one of the national employee, and despite employment, a new Emirati employee, the Emiratization points for the new employees were not calculated for their appointment at the end of the year. The points were not calculated and a fine of AED 20,000 was registered

**Corrective plan: The company has established procedures for internal control, as well as a new training program to qualify new citizens for leadership positions (the Ajyal program).**

**17. Cash and In-Kind Contributions Made by the Company During 2020 in Developing the Local Community and Preserving the Environment:**

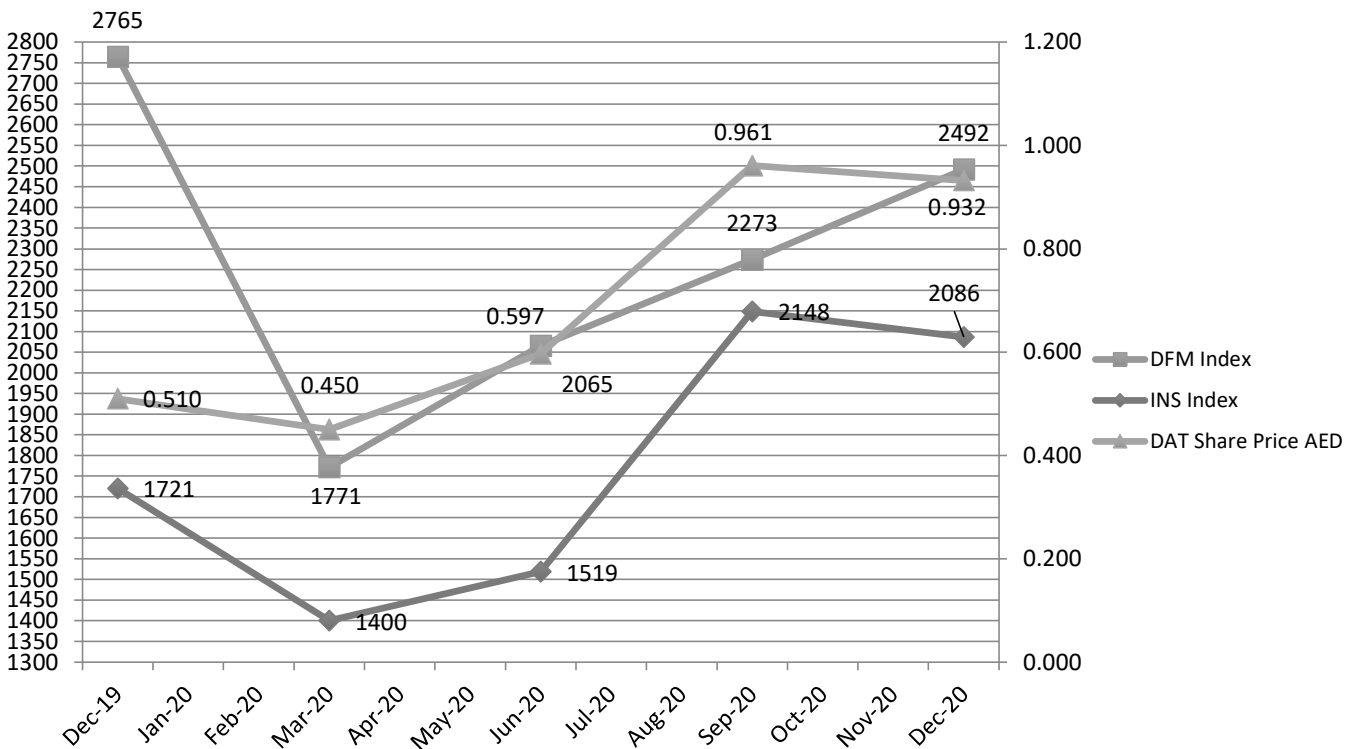
Contribution	Contribution Value
To the Community Solidarity Fund against Covid-19, which aims to support the UAE efforts to fight the pandemic	AED 75,000

**18. General Information:**

**a. The Company's Share Price in the Market, Closing Price, Highest Price, and Lowest Price (at the end of each month during the fiscal year of 2020 :**

Month	Highest Price	Lowest Price	Closing Price
January	0.510	0.509	0.510
February	0.669	0.610	0.615
March	0.450	0.422	0.450
April	0.575	0.560	0.575
May	0.600	0.570	0.600
June	0.600	0.597	0.597
July	0.644	0.610	0.630
August	0.780	0.758	0.758
September	0.990	0.915	0.961
October	0.983	0.894	0.927
November	0.999	0.980	0.980
December	0.935	0.932	0.932

**b. Comparative Performance of the Company's Share with the General Market Index and the Index of the Sector to which the Company Belongs During the Year 2020:**



Year	DFM Index	INS Index	DAT Share Price AED
Dec-19	2765	1721	0.510
Mar-20	1771	1400	0.450
Jun-20	2065	1519	0.597
Sep-20	2273	2148	0.961
Dec-20	2492	2086	0.932

**c. The Distribution of Shareholding as of 31/12/2020 (Individual, Corporate, Government), Classified as Follows: Local, Gulf, Arab, and Foreign:**

Classification of Shareholder	Percentage of Shareholding			
	Individual	Corporate	Government	Total
Local	60.5412%	28,2989%	-	88,8401%
Gulf	0,8869%	0.5912%	-	1.4781%
Arab	7,9841%	0,1054%		8,0895%
Foreign	1.6159%	0,0003%	-	1,6162%
Total	71,0281%	28,9958 %	-	100,0239%

**d. The Shareholders who Hold 5% or More of the Company's Capital as of 31/12/2020, are set out in the following table:**

Name	No. of Shares	Percentage of Shareholding
Mohammed Sultan Mohammed Hashel Al Khyeli	29,717.123	19,8114 %
Magna Investment LLC	14,990,000	9.9933 %
Mohammed Qusai Mohammed Al Ghusssein	14,900,657	9,9338 %



e. Distribution of Shareholders according to the Size of Shareholding as of 31/12/2020 as per the following table:

Shareholding (Shares)	No. of Shareholders	No. of Shares	Percentage of Shares in the Capital
Less than 50,000	1439	3,663.075	2,4656 %
From 50,000 to less than 500,000	132	18,829.982	12,5537 %
From 500,000 to less than 5,000,000	22	34,806.034	23,2039 %
More than 5,000,000	8	92,700.909	61,8007 %

## 19. Procedures that Have Been Taken Regarding Investor Relations Controls:

Dar Al Takaful (PJSC) has developed and updated its own investor relations section, in accordance with the requirements the Securities and Commodities Authority. the shareholders, investors, stakeholders' audience can visit the website through the following link [www.dat.ae](http://www.dat.ae) .

### a. Investor Relations Officer's Contact Details:

- Mrs. Nawal Maally, Investor Relations Manager.
- Email address: [ir@dat.ae](mailto:ir@dat.ae)
- Contact No. **800-TAKAFUL (8252385)**
- Link for the investor relations page on the Company's website <https://www.dat.ae/investor-relation>

**b. Special Decisions Considered at the General Assembly Meeting Held During 2020 and the Procedures Taken in Their Regard.**

Dar Al Takaful (PJSC) held two general assembly meetings during 2020

**- Special Decision Adopted in the General Assembly Meeting Held On 23/4/2020**

Approval of the Company's acquisition of Noor Takaful General Company PJSC and Noor Takaful Family PJSC from Noor Bank and Noor Investment Group LLC. The deal value, which amounted to 215 million dirhams, was presented and approved.

**- Special Decisions Adopted in the General Assembly Meeting Held On 26/8/2020**

1. Approval of the resignation of the following Members of the Board:

- H.E. (Retired) Major General Abdulaziz Al Bannai
- Mr. Ali Humaid Al Owais
- Mr. Yaqoub bin Eisa Alserkal
- Dr. Mohamed Sharaf

2. The following members have been elected to complete the resigned members' terms, which will expire in 2021, and this has been approved by the shareholders.

- Mr. Matar Hamdan Sultan Al Ameri
- Mr. Abdallah Malek Osseiran
- Mr. Khalaf Sultan Rashed AlDhaheri
- Mr. Mahomed Akoob

3. Approval of the distribution of dividends amounting AED 4.9 million, equivalent to 3.27% of the capital, to the shareholders.

4. Approval of amending the Article No. (42) of the Company's Memorandum of Association

5. Approval of adding a clause to the Article No. (43) of the Company's Memorandum of Association

**c. Board Meeting Secretary:**

▪ **Board Meeting Secretary Name and Date of Appointment:**

- Hamad Sharaf - Appointed on 30/10/2018

▪ **Qualifications and Experience:**

- Certified Board Secretary Certificate from Hawkamah Institute (2019).
- Bachelor of Business Administration (Finance) from the American University of Dubai (2006-2010).
- Secretary of the Board of Directors - (November 2018 – present).
- Head of Section - Key Accounts, Banca Takaful and Travel (2014 - present).
- Deputy General Manager of Noor Takaful Family PJSC ( 2020- present).

▪ **His Duties During the Year:**

- Coordinating the dates of the Board meetings with all members
- Preparing the agenda for Board meetings in coordination with the executive management
- Preparing the minutes of Board meetings and sending them to all members for review and approval
- Following up the implementation of the decisions of the Board with the executive management
- Ensuring the effective management within the Company
- Ensuring the compliance and organizational structure integrity with the governance legal requirements
- Providing the necessary disclosures to the Dubai Financial Market and the Securities and Commodities Authority

**d. Material Events and Important Disclosures that Occurred in the Company During 2020.**

1. During the first half of the current year 2020, the Company achieved profits equivalent to AED 5.5 million, and dividends amounting AED 4.9, equivalent to 3.27% of the capital, were distributed to shareholders.
2. The acquisition of Noor Takaful General PJSC and Noor Takaful Family PJSC from Noor Bank and Noor Investment Group LLC, with a value of AED 215 million.

**e. Percentage of Emiratization in the Company at the End of 2020**

- The Company receives targets in the form of points from the Insurance Authority, The company exceeded the targets in each of the last three years.

Year	Total Targeted Points	Total Achieved Points
2020	34	41
2019	34	35
2018	29	40

**f. Innovative Projects and Initiatives Undertaken by the Company or Under Development During 2020.**

The company Launched savings plan via digital platform, this low-cost monthly savings plan, contributes to reassuring the country's citizens and residents about their financial future for retirement, educating their children and emergency funds and other medium to long-term financial goals, with full control and clarity of vision for their investments and their performance.

The launch of this application makes the company one of the pioneers of digital insurance in the United Arab Emirates.



**Matar Hamdan Sultan Al Ameri**  
Chairman of the Board of Directors

**Shahab Ahmad Lufti**  
Vice Chairman  
Chairman of Nomination and  
Remuneration Committee

**Meitha Mohamed Al-Sharif Al-Hashemi**  
Chairperson  
Audit & Risk Committees

**Raheel Rizvi**  
Assistant Vice President - Internal  
Audit & Compliance

Date: 15/04/2021



Head Office