

Board of director Report For Financial Year 2022

The Board of Directors of the Bruges Cooperative Insurance Company is pleased to submit to the distinguished shareholders its annual report for the financial year ended 31/12/2022 annexed to the lists audited by the external auditors AL-AZM, AL-SUDAIRI, AL-SHEIK AND THEIR PARTNERS, AL-SAID AL-AYOUTY AND PARTNERS, Chartered accountants with the accompanying clarifications for the mentioned period. This report contains a review of the company's activity, operations during fiscal year 2022 and financial position, as well as a presentation of factors affecting the company's business. It is issued based on the Corporate Governance Regulations issued by the Financial Market Authority and the Central Bank of Saudi Arabia, and the regulations and regulatory procedures issued to implement the system of companies for listed joint stock companies.

1- Introduction to the company:

1.1 Buruj Cooperative Insurance Company, a Saudi public joint stock company established by Royal Decree No. (M/72) of 27/10/1429 H, corresponding to (28/10/2008), Council of Ministers Decision No. (313) dated 27/10/1429 AH (corresponding to 28/10/2008 AD), and its main headquarters address: Al-Thumama Road, Riyadh district, and it was registered in Commercial Register No. (1010280606) on 10/02/1431 AH corresponding to (26/01/2010), and it is authorized to practice insurance under the Central Bank of Saudi Arabia license No. (TMN / 28/20105) dated 15/06/1431H (corresponding to 29/05/2010 G), and the company carries out its activities in accordance with the Cooperative Insurance Companies Control Law and its implementing regulations and regulations And the other rules in force in the Kingdom, and the company operates in the Kingdom of Saudi Arabia through the following branches licensed by the relevant authorities, in addition to a wide network of points of sale directly affiliated to the company and its exclusive agents and distributed in most regions of the Kingdom:

<u>HEAD OFFICE</u>	<u>Jeddah Branch</u>	<u>Khobar Branch</u>
	World Economic Tower	Diwan Center
Al-Thumamah Road	King Abdullah Ibn Abd El-Aziz Road	Dhahran Street
Al-Nada - Riyadh	Jeddah	Al-Khobar
P.O.Box 51855 Riyadh 11553	P.O box 742, Jeddah 21421	P.O box 1961, Jeddah 31952

Motor Claims Service Center
Swan Commercial Complex
Prince Sultan Bin Abdulaziz Street
Sulaymaniyah - Riyadh
P.O. Box 40997 Riyadh 11511

2- Key company activities and products:

2-1 Services and products:

The company has been authorized to engage in the following major insurance activities: (3) General Insurance (1) Health Insurance. The company has so far received final approvals from the Central Bank of Saudi Arabia for a number of its insurance products, as follows:

2-1-1 Motor insurance:

- A. Comprehensive motor insurance.
- B. Third-party insurance (under the "Uniform motor Insurance Act").
- C. financial lease product for individuals.

2-1-2 Maritime insurance and land transport:

- A. Maritime insurance - 1 shipment.
- B. Maritime insurance - open coverage.
- C. Ground Traffic Security - Open Coverage.

2-1-3 Property Insurance:

- A. Property insurance (against fire or lightning).
- B. Secure all property hazards.
- C. Emergency damage insurance.
- D. Securing Sabotage and Terrorism

2-1-4 Engineering Insurance:

- A. Secure all contractors' risks.
- B. Secure all installation hazards.
- C. Securing equipment and machinery for contractors.
- D. Securing machines.
- E. Secure electronics.
- F. Secure refrigerated inventory damage.
- G. Secure the loss of wind from mechanical failure.
- H. Boiler and pressure vessel locking.

2-1-5 General accident insurance:

- A. General liability insurance.
- B. Insure Dishonesty.
- B. Securing cash.
- C. Personal accident insurance.

- D. Workers' compensation insurance.
- E. Health Professional Errors Insurance (Individual).
- F. Travel insurance.
- G. Miscellaneous motor guarantee insurance (number of 1 products).
- H. Professional compensation for architects and civil engineers (one project).
- I. Professional compensation for architects and engineers (annual coverage).
- J. Professional compensation insurance (various professions).
- K. Liability of the carrier
- L. Extended warranty insurance for electrical and electronic devices
- M. Overall liability
- N. Security of the Political Violence Document
- O. Liability of board members and managers
- P. Domestic labor product insurance

2-1-6 Health insurance:

- A. Cooperative Health Insurance Act.
- B. Health insurance policy for tourists.
- C. Residency permit.

2-2 Analysis of total corporate revenues by operational sectors: (audit with finance section)

During the year 2022, motor and health insurance premiums accounted for 65% and 21% respectively of total subscribed insurance premiums (GWP), while other insurance premiums accounted for 14% of total subscribed premiums. The following table shows the total subscribed insurance premiums for the last five years:

Statement	2022	2021	2020	2019	2018
Gross written premiums	Saudi Riyal	Saudi Riyal	Saudi Riyal	Saudi Riyal	Saudi Riyal
Motor insurance	241,236,146	166,407,028	123,983,203	148,058,847	190,943,386
Health insurance	76,417,082	81,243,026	38,725,358	100,170,594	87,886,625
Marine insurance	6,971,140	6,504,428	6,875,885	7,753,071	7,696,116
Property insurance	19,295,875	20,756,719	12,804,857	19,836,652	13,914,448
Others	24,919,108	15,800,702	19,862,623	29,721,775	19,557,407
Total	368,839,351	290,711,903	202,251,926	305,540,939	319,997,982

The following are the underwriting results for the company's operating sectors for the year 2022:

Description	Motor	Health	Property	marine	Other
Total written premiums	241,236,146	76,417,082	19,295,875	6,971,140	24,919,108
Net written premiums	239,552,067	73,083,924	2,855,712	1,932,505	4,931,762
Net premiums earned	257,253,212	101,817,304	3,017,238	2,250,600	5,204,070
Other insurance income	569,081	4,762,614	2,706,847	1,745,149	18,888,985
net claims incurred	257,503,562	81,092,624	626,710	497,913	659,328
Costs of underwriting insurance policies	8,709,135	9,106,684	2,173,674	509,710	1,236,739
Other underwriting expenses	28,694,495	-735,860	157,784	922	-167,813
Underwriting (deficit) / surplus	(37,084,899)	17,116,470	2,765,917	2,987,134	22,364,801

2-3 Geographical analysis of total revenues of the company and subsidiaries:

The company does not have any subsidiaries in Saudi Arabia as of 31/12/2022 and it does not have any subsidiaries or subsidiaries outside the territory of Saudi Arabia. Thus, there is no geographical analysis of the company's revenues in Saudi Arabia for the last five years. The following table shows the geographical analysis of the company's revenues in Saudi Arabia for the last five years:

Description	2022	2021	2020	2019	2018
Total written premiums	Saudi Riyal	Saudi Riyal	Saudi Riyal	Saudi Riyal	Saudi Riyal
Western Region	82,411,123	132,878.273	66,369,996	104,284.632	121,514,332
Central Region	256,764,662	109,364.019	70,878.611	140,769.554	120,223,749
Northern Area	2,710,138	16,017.050	25,532.069	25,336.891	44,927,096
Eastern Region	26,658,373	22,444.318	27,028.675	25,190.192	21,377,462
Southern Region	295,055	10,008,243	12,442.575	9,959.670	11,955,343
Total	368,839,351	290,711,903	202,251,926	305,540,939	319,997,982

2-3-1 The company has a 40% stake in the Gulf Guarantees Company for Insurance Services - Limited Liability with a capital of three million Saudi riyals. This investment is considered as an investment in an associate company and is not affiliated with the company not exercising any control over the financial and operational policies of the associate company. The value of this investment increased in the year 2022 to 1,134,571 Saudi riyals, an increase of 536,611 Saudi riyals compared to the previous year.

3-Significant developments and future prospects:

3-1 Top Developments During 2022:

- The company made the link to the electronic intermediary platforms for the product, health insurance, and motor.
- The company launched the electronic medical insurance platform.
- The headquarters of the company in Riyadh has moved from Al-Sulaymaniyah to Al-Nada district via Al-Thumama.
- The company's rehabilitation with the Health Insurance Board on 13/08/2022 for a period of one year.
- Saudi Central Bank approves appointment of chairman and vice president.
- Saudi Central Bank approves formation of committees for the fifth session.
- Saudi Central Bank approves audit committee appointment
- Obtain the final approval of the Saudi Central Bank for the comprehensive insurance product for motor leased financially and provided to individuals.
- Saudi Central Bank approves several different products.

3-2 Company and insurance business prospects:

- Continue the policy of expanding horizontal to reach the largest possible number of customers and meet their insurance needs, focusing on different types of insurance products for individuals.
- Focus on sales via the company's website.
- Develop and license multiple new customer-oriented products to ensure the best possible service for our customers.
- Optimize and develop in-house IT systems by building new applications and additional raw reports that help the company make appropriate decisions.

4-Risk management:

The risk management of Buruj Cooperative Insurance is one of the main pillars that it relies on to identify, measure, and reduce exposure to significant risks that the company faces or may face. Buruj constantly seeks to establish a strong culture of risk management, underpinned by an independent and effective governance structure. Because of its importance, BURUJ risk management has received adequate support and periodic follow-up from the company's board of directors and its risk management committee, as well as from the company's executive management.

Risk management structure:

A tight organizational structure was established within the company to identify, evaluate, monitor, and monitor risks.

Board of Directors:

The Board of Directors is the senior agency responsible for risk governance, providing guidance and adopting strategies and policies to achieve the specific goals of the company.

Executive Management:

Executive management is responsible for day-to-day operations to achieve strategic objectives within a company's pre-defined risk acceptance policy.

Risk management committee:

The main objective of BURUJ Risk Management Committee is to assist the Board in carrying out its risk management functions while establishing appropriate internal control procedures, to ensure follow-up compliance with regulations, laws and strategies for risk management, and to directly oversee risk management and its operations, ensuring its independence, achieving the company's objectives and protecting the interests of its shareholders efficiently and effectively.

4-Risk management:

A company is exposed to the risks that usually accompany insurance work. The most prominent of these include, but are not limited to:

4.1 Financial risk

- Market risk: Market risk refers to the risk of loss to an organization as a result of market price movements.
- Currency exchange risk: risks associated with the change in the value of investment due to changes in currency exchange rates.
- Interest rate risk: The risk of a change in the value of an investment due to a change in the interest rate.
- Liquidity risk: Risks associated with inability to meet short-term liabilities.
- Credit risk: Risks associated with the inability of the other party to meet its obligations to the company.
- Solvency risk: The risk of a company not being able to meet its accrued liabilities at full value even after its assets have been disposed of.
- Strategic risks: Risks associated with future plans and strategies, including planning, product development and reputation risks.
- Operational risks: Risks of loss from failures in internal procedures and processes, individuals, information technology or from an external event, including claims resolution risks and business continuity risks.
- Insurance risks: Risks include technical and statutory reserves, subscription, pricing, insurance preparation and disasters.
- Non-compliance risks: Risks arising from violations of laws, rules and regulations.

Company Financial Information Summary:

The summarized financial statements below should be read together with the audited financial statements, including the accompanying explanations for the last five financial years ending on December 31, 2018, 2019, 2020, 2021, and 2022

5-1 Accounting standards used:

Financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) since the company's inception.

The basis for the preparation of balance sheets and important accounting policies are explained in more detail in the explanations of the balance sheets.

5-2 Statement of Financial position, statement of income and statement of cash flows:

Statement of Financial position (SAR)					
	2022	2021	2020	2019	2018
Assets of insurance operations					
Investments and cash with banks	314,113,371	321,817,797	413,777,484	451,852,934	488,603,621
Accounts receivable, net	85,177,647	39,887,814	36,267,297	49,101,466	37,828,171
Other assets	81,180,412	84,657,166	90,730,098	112,907,767	121,390,437
Total assets of insurance operations	480,471,430	446,362,777	540,774,879	613,862,167	647,822,229
Shareholders' assets					
Investments and cash with banks	274,498,960	406,491,869	260,064,578	266,065,332	288,077,229
Statutory deposit	32,582,066	32,353,079	31,838,010	31,206,937	25,837,567
Other assets	120,653,721	41,320,913	187,268,538	176,821,396	172,765,503
Total shareholders' assets	427,734,747	480,165,861	479,171,126	474,093,665	486,680,299
Total assets	908,206,177	926,528,638	1,019,946,005	1,087,955,832	1,134,502,528

Liabilities of insurance operations					
Accounts and reinsurance balance payable	60,352,412	50,224,303	39,437,101	43,576,379	30,090,471
Technical reserves	274,905,602	324,128,592	283,241,280	358,375,016	409,494,831
Other liabilities	145,213,416	72,009,882	218,096,498	211,910,772	208,236,927
Total liabilities of insurance operations	480,471,430	446,362,777	540,774,879	613,862,167	647,822,229
Shareholders' liabilities and Equity					
Shareholders' liabilities	32,955,323	37,744,647	34,652,299	35,934,261	33,135,583
Shareholders' equity	394,779,424	442,421,214	444,518,827	438,159,404	453,544,716
Total shareholders' liabilities and equity	427,734,747	480,165,861	479,171,126	474,093,665	486,680,299
Total liabilities	908,206,117	926,528,638	1,019,946,005	1,087,955,832	1,134,502,528

Income statement (SAR)					
	2022	2021	2020	2019	2018
Income statement of insurance operations					
Gross written premiums	368,839,351	290,711,903	202,251,926	305,540,939	319,997,982
Net earned premiums	369,542,424	161,742,780	189,712,305	270,061,081	342,456,534
Reinsurance commissions earned and other underwriting income	28,672,676	10,230,241	14,632,022	11,161,084	15,314,362
Investments and other income	12,254,039	17,184,633	13,058,505	19,415,415	12,134,303
Total revenues	410,469,139	189,157,654	217,402,832	300,637,580	369,905,199
Gross claims paid	(342,938,008)	(126,527,044)	(157,559,748)	(232,332,313)	(240,048,036)
Net claims incurred	(340,380,137)	(94,356,417)	(110,323,321)	(192,869,227)	(184,996,246)
Policy acquisition costs	(21,735,942)	(11,065,797)	(13,093,204)	(22,265,047)	(29,999,421)
Other expenses	(94,286,362)	(85,756,779)	(76,838,773)	(80,823,526)	(81,642,580)
Total costs and expenses	(456,402,441)	(191,178,993)	(200,254,208)	(295,957,800)	(296,638,247)
Net surplus after shareholder's share	0	0	1,714,863	467,978	7,326,695
Shareholders' income statement					
Investment and other income	15,879,387	22,549,750	5,186,169	14,649,539	9,175,099
Shareholders' share of net (deficit) / surplus	(45,933,302)	(2,021,339)	15,433,762	4,211,802	65,940,257

General and administrative expenses	(2,588,917)	(4,758,271)	(3,555,179)	(3,675,710)	(2,698,504)
Loss before Zakat	(32,642,832)	15,770,140	17,064,752	15,185,631	72,416,852
Key Financial Indicators					
Retention Ratio	87.40%	87.27%	%81.2	%80.9	%85.8
Loss Ratio, net	92.11%	58.34%	%58.2	%71.4	%54.0
Expense Ratio	23.64%	53.19%	%39.5	%33.1	%26.2
Combined ratio	115.75%	111.53%	%97.7	%104.5	%80.2
Statement of Cash flows (SAR)					
	2022	2021	2020	2019	2018
Statement of cash flows of insurance operations					
Net cash (used in)/ generated from operational activities	(129,714,463)	48,204,315	(33,464,796)	(43,114,130)	(38,733,379)
Net cash generated from investment activities	34,422,267	182,549,565	55,269,489	(33,039,087)	26,103,468
Net cash generated from/ (used in) finance activities	122,752,346	(145,841,442)	(6,031,137)	5,552,428	(40,271,229)
Cash and cash equivalents at the end of the year	199,115,005	171,654,855	86,742,417	70,968,861	141,569,650
Cash flows of shareholders' operations					
Net cash used in operating activities	(227,989)	(1,744,596)	(5,887,055)	(5,060,607)	(1,081,192)
Net cash generated from/ (used in) investing activities	113,539,600	(123,623,777)	(7,860,597)	7,358,818	(1,630,668)
Net cash (used in) / generated from financing activities	(123,748,604)	146,450,897	4,405,291	(29,771,443)	40,271,229
Cash and cash equivalents at the end of the year	55,795,047	66,232,040	45,149,516	54,491,877	81,965,109
Key Financial Indicators					

The proportion of admissible assets to total assets	%85.23	%88.95	%84.6	%88.1	%91.6
Realized solvency margin ratio	%260.61	%340.08	286%	%304.9	%361.4

5.3 Critical differences in operational results:

- The net loss after zakat during the year amounted to 39,293,106 riyals, compared to a net profit of 4,313,807 riyals for the previous year.
- Loss per share after zakat during the year amounted to 1.31 Saudi riyals, compared to an earnings per share of 0.14 Saudi riyals for the previous year.
- The total comprehensive income for insurance operations during the current year amounted to 3,972,624 Saudi riyals, compared to a total comprehensive loss of 1,957,842 riyals for the previous year.
- The total comprehensive loss for shareholders during the current year amounted to 47,641,790 riyals, compared 2,097,613 riyals for the previous year
- The net underwriting surplus during the year amounted to 8,149,423 riyals, compared to 46,723,632 riyals for the previous year, with a decrease of 82.56%.
- The deficit of insurance operations minus the return on investments of policyholders (operating result only) during the year amounted to 56,181,596 Saudi riyals, compared to 18,965,417 Saudi riyals for the previous year.
- The net profit of policyholders' investments during the year amounted to 10,248,294 Saudi riyals, compared to 16,944,078 Saudi riyals for the previous year, with a decrease of 39.52%.
- The net profits of shareholders' investments during the year amounted to 15,879,387 Saudi riyals, compared to 22,549,750 Saudi riyals for the previous year, with a decrease of 29.58%.
- The total shareholders' equity during the year amounted to 394,779,424 riyals, compared to 442,421,214 riyals for the previous year, a decrease of 10.77%. The reason for the current year's losses compared to the previous year's profits is due to the decrease in the net underwriting surplus by SAR 38,574,209.
- The reason for the decrease in the net underwriting surplus is attributed to the increase in net incurred claims by 260.7% despite the favorable increase in net earned premiums by 128.48%. In addition to the increase in policy acquisition costs and other underwriting expenses by 96.42% and 129.19% respectively.

5.4 Statement of reimbursable and accrued regular payments: financial

The following table shows the amount of the regular payments due from the company for the year 2022 which have not yet been paid as of the date of publication of this report:

Statement	Paid	Not yet paid	Statement of reasons
General Authority of Zakat and Tax. (Zakat)	11,418,611	9,672,768	Will be paid upon filing the zakat
General Authority of Zakat and Tax. (Withholding tax)	382,339		
General Authority of Zakat and Tax. (Value added tax)	41,537,383.51		
General Organization for Social Insurance	4,245,727.40		
Saudi Central Bank (supervision and inspection costs)	2,077,881		
Council of Cooperative Health Insurance (fee for supervising insurance companies)	1,011,788		
Office of Labor Costs, Passports and Visas	536,628		

6- Description of the company's dividend allocation policy:

Article 46 of the Statutes of the Corporation provides as follows:

- A. The contributor shall be entitled to its share of the wind in accordance with the relevant General Assembly resolution. The resolution shall indicate the due date and the date of distribution. The eligibility of the dividends shall be for the shareholders registered in the shareholders' registers at the end of the maturity day. The company notifies the CMA without delay of any decision or recommendation to distribute the winds. The winds, which are to be distributed to shareholders, are to be paid at the location and dates specified by the board of directors, in accordance with instructions issued by the competent authority and taking into account the prior written approval of the Saudi Central Bank.
- B. A company may distribute interim winds to its shareholders on a semi-annual basis after the following requirements have been met:
 - 1) The General Assembly shall authorize the BOD to distribute phase winds by means of an annual renewal resolution.
 - 2) The company has a good and regular wind.
 - 3) Have reasonable liquidity and can reasonably be expected to be at their comfort level.

- 4) The company shall have enough redeemable winds to be distributed according to the latest financial checklists to cover the winds proposed for distribution after deducting the dividends distributed and capitalized from those winds after the date of these balance sheets.

In accordance with Article 45 of the Statute, before determining the amount of the distribution of wind, the company shall:

- 1) Avoid zakat and income tax
- 2) Avoid (20%) of the net winds to form a regular reserve; the ordinary General Assembly may discontinue such set-off when the total reserve is reached (100%) of paid capital.
- 3) In determining the share of shares in the net wind, the regular General Assembly may decide to establish other reserves, to the extent that they are in the interest of the company or to ensure that as much fixed wind is distributed to shareholders as possible.

The method used to distribute the monetary winds is through transfer to shareholder investment accounts, and was not recommended by the company's board of directors within a year 2023, by distributing any cash winds for 2022.

7- Major shareholders and general shareholders' associations:

7-1 Top Contributors

The table below shows the names of the major shareholders and the proportion of each holding in the company's shares as at 31/12/2022:

	Contributor Name	Nationality	Number of shares held	Ownership ratio
3	GULF INSURANCE GROUP	Kuwait	8,550,000	%28.5
2	YASIR YUSIF MUHAMMAD NAGI	Saudi Arabia	3,450,000	%11.50
3	GULF MEDICAL COMPANY LTD	Saudi Arabia	1,500,000	%5.00
2	UNITED YOUSSEF MOHAMMED ABDEL-WAHAB NAGI COMPANY	Saudi Arabia	1,500,000	%5.00
2	SIQALAH COMMERCIAL INSTITUTIONS OWNER YASSER YOUSSEF MOHAMMED NAGI	Saudi Arabia	900,000	%3.00

7-2 Changes in ownership ratios of major contributors:

There are no changes in the ownership ratios of major shareholders who hold 5% and more during 2022.

7-3 General shareholder associations:

7.3.1 The table below shows the dates of the general shareholder associations convened during 2022 for the fourth session with the names of the members of the board of directors present for these associations:

	Name	Adjective	attendance record
			Regular General Assembly Meeting 07/03/2022
1	YASIR YOUSEF NAGI	Chairman of the BOD/Chairman of the Executive Committee	✓
2	AHMED MOHAMMED HAMED AL-MARZOUKI	Vice-Chairman of the Board of Directors/Chairman of the Nomination and Remuneration Committee	✓
3	KHALID SAUD AL-HASSAN	Managing Director/Chairman of the Investment Committee	X
4	RAAFAT ATTIYA AL-SALAMOUNI	Board member/Chair of the Governance Committee and Risk Committee	✓
5	ZIAD BASSAM	Board Member	✓
6	ADEL ABDULLAH AL-SOMOOM	Board Member	✓
7	ZINE EL-ABIDINE ABDALLAH BARRE	Board Member	✓

✓ Attendance X Not Attendance

The most prominent decisions of the Assembly:

1. To approve the election of the members of the Board of Directors from among the candidates for the next session, which begins on 09/03/2022. The three-year term expires on 08/03/2025 A.M. The elected members of the Board of Directors are: Mr. YASIR YOUSSEF AL-NAGI, Mr. Ahmed Bin Mohamed Al-Marzouki, Mr. ADEL BIN ABDULLAH AL-SAMOUM, Mr. ZINE AL-ABIDINE BIN ABDULLAH BERRI, Professor ZIYAD BIN BASSAM, BADR MOHAMMED AL-AISSA and Mr. SULTAN BIN FAHD RASHID.

2.3.7 The table below shows the dates of the general shareholders' associations convened during the year 2022 for the fourth session with the names of the members of the board of directors present for those associations:

	Name	Adjective	attendance record
			Regular General Assembly Meeting 28/06/2022
1	YASIR YOUSEF NAGI	Chairman of the BOD/Chairman of the Executive Committee	✓
2	AHMED MOHAMMED HAMED AL-MARZOUKI	Vice-Chairman of the Board of Directors/Chairman of the Nomination and Remuneration Committee	✓
3	KHALID SAUD AL-HASSAN	Board Member	✓
4	RAAFAT ATTIYA AL- SALAMOUNI	Board member/chairman of the risk committee	✓
5	ZIAD BASSAM AL-BASSAM	Board Member	✓
6	ADEL ABDULLAH AL- SOMOOM	Board Member	✓
7	ZINE EL-ABIDINE ABDALLAH BARRE	Board Member	✓

The most prominent decisions of the Assembly:

- 1) Approval of the report of the Auditors for the financial year ended 13/12/2021 AD.
- 2) Approval of the report of the BOD for the financial year ended on 31/12/2021 AD
- 3) Approval of the company's financial statements for the fiscal year ended 31/12/2021 AD.
- 4) To approve the discharge of the members of the BOD for the year ending 31/12/2021
- 5) Approval of the appointment of the company's auditors from among the candidates, based on the recommendation of the Audit Committee, to examine, review and audit the financial statements for the second, third, fourth, and annual quarters of the financial year 2022 and the first quarter of the financial year 2023 and determine their fees, namely:
 - Al Azem, Al Sudairy, Al Shaikh & Partners.
 - El Sayed El Ayouty Company
- 6) Approval of the Board of Directors' recommendation not to distribute cash dividends for the year 2021 AD.

- 7) Approving the disbursement of an amount of 900,000 riyals as a reward for members of the Board of Directors for the fiscal year ending on 12/31/2021
- 8) Approval of the business and contracts that took place between the company and the Sekala Trading Establishment, in which the Chairman of the Board, Mr. Yasser Youssef Naghi, has an "indirect interest", which are insurance policies according to the company's approved documents without special conditions or benefits and for a period of one year, as the transactions during the year 2021 AD amounted to 10,729,405 Saudi riyals
- 9) Approval of the business and contracts that took place between the company and Al Thawaq Food Factory (branch of Saqala Corporation, in which the Chairman of the Board of Directors, Mr. Yasser Youssef Naghi, has an "indirect interest"), which are insurance policies according to the company's approved documents without special conditions or benefits and for a period of one year, as the transactions reached during the year 2021 AD 130,238 Saudi riyals
- 10) Approval of the business and contracts that took place between the company and the United Yusuf Muhammad Abd al-Wahhab Naghi Company, in which the Chairman of the Board of Directors, Mr. Yasser Youssef Naghi, has an indirect interest, which are insurance policies according to the company's approved documents without special conditions or benefits and for a period of one year, as the transactions during the year 2021 AD amounted to 3,537,257 SR
- 11) Approval of the business and contracts concluded between the company and Al-Mamoun Overseas Insurance Brokers Ltd., in which the Chairman of the Board, Mr. Yasser Youssef Naghi, has an indirect interest, which is an insurance mediation contract in the approved form with all the insurance brokers with whom the company deals. The commission rate varies according to the type of insurance policy. Transactions during the year 2021 amounted to 3,442,863 Saudi riyals
- 12) Approval of the business and contracts that took place between the company and the Hafil Corporation for the transport of pilgrims, in which the Chairman of the Board of Directors, Mr. Yasser Youssef Naghi, has an "indirect interest", which are insurance policies according to the company's approved documents without special conditions or benefits and for a period of one year, as the transactions during the year 2021 AD amounted to 12,430,433 Saudi riyals
- 13) Approval of the business and contracts that took place between the company and Al-Andalus Company for the Transport of Pilgrims, in which the Chairman of the Board of Directors, Mr. Yasser Youssef Naghi, has an "indirect interest", which are insurance policies according to the company's approved documents without special conditions or benefits and for a period of one year, as the transactions during the year 2021 AD amounted to 11,175 Saudi riyals
- 14) Approval of the business and contracts concluded between the company and Rahal National Company for Services Limited, in which the Chairman of the Board of Directors, Mr. Yasser Youssef Naghi, has an "indirect interest", which are insurance policies according to the company's approved documents without special conditions or benefits and for a period of one year, as the transactions during the year 2021 AD amounted to 11,704 riyals Saudi
- 15) Approval of the business and contracts that took place between the company and the Saudi Company for Dairy and Food Products, in which a member of the Board of Directors, Mr. Ahmed Muhammad Al-Marzouqi, has an "indirect interest",

which are insurance policies according to the company's approved documents without special conditions or benefits and for a period of one year, as the transactions during the year 2021 AD amounted to 9,969,931 riyals Saudi

- 16) Approval of the business and contracts that took place between the company and the Gulf Insurance and Reinsurance Company, in which the members of the Board of Directors, Mr. Khaled Saud Al-Hassan and Mr. RAAFAT ATTIA AL-SALAMOUNI, have an "indirect interest", which are reinsurance transactions without conditions or special benefits for a period of one year, as the transactions reached during the year 2021 AD 2,739,303 Saudi riyals.
- 17) Approval of the business and contracts that took place between the company and AXA Cooperative Insurance Company, in which the members of the Board of Directors, Mr. / Khaled Saud Al-Hassan and Mr. / RAAFAT ATTIA AL-SALAMOUNI, have an "indirect interest", which are reinsurance transactions without special conditions or benefits for a period of one year, as the transactions during the year 2021 AD amounted to 43,343 SR.

3-3-7 The table below shows the dates of the general assemblies of shareholders held during the year 2022 for the fifth session, along with the names of the members of the Board of Directors

	Name	Adjective	attendance record
			General Assembly Ordinary Meeting 05/10/2022
1	YASIR YOUSEF NAGI	Chairman of the Board of Directors/ Chairman of the Executive Committee and the Investment Committee	✓
2	AHMED MOHAMMED HAMED AL-MARZOUKI	Deputy Chairman of the Board of Directors/Chairman of the Nomination and Remuneration Committee	✓
3	SULTAN FAHD AL-RASHED	Board Member	X
4	ZINE EL-ABIDINE ABDALLAH BARRE	Board member/chairman of the Risk Committee and the Governance Committee	✓
5	ZIAD BASSAM	Board Member	✓
6	ADEL ABDULLAH AL- SOMOOM	Board Member	✓
7	BADR MOHAMMED AL-EISS	Board Member	✓

The most prominent decisions of the Assembly:

1. Approve the formation of the audit committee and determine its functions, working rules and remuneration of its members for the new session, starting from the date of the Assembly 05/10/2022, As of the end of the current session on 08/03/2025 are:
 1. BADR BIN MOHAMMED AL-EISSA
 2. MISHAAL BIN ABDUL MUHSIN AL-SULEIMAN.
 3. MOHAMMED BIN ABDULHAMID JABIR
2. Approval of the amendment to the Governance Manual
3. Approval of the amendment of the Board of Directors Charter
4. Approval of the amendment of the nomination policy and procedures and membership of the BOD.
5. Approval of the amendment of the Audit Committee Charter.
6. Approval of the amendment of the Work Charter of the Nominations and Rewards Committee.
7. Approve the amendment to the Risk Management Committee.
8. Agree to amend the policy of remuneration and compensation.

7-4 Number of company requests for shareholder record:

The table below shows the number and dates of company requests for the shareholder record and their reasons:

Number of requests	Request Date	Property file date	Reasons for Request
1	03/03/2022	07/03/2022	General assembly
2	26/06/2022	28/06/2022	General assembly
3	26/09/2022	05/10/2022	General assembly
4	06/10/2022	30/06/2022	Other
5	06/10/2022	31/03/2022	Other

8- Board of director:

8.1 Composition, classification and qualifications of the Board of director:

The Board of Directors consists of seven (7) members for the fourth and fifth sessions. The following tables show the classification of board members and the names of the contributing companies on which the board member is a board member.

Board members for the fourth and fifth sessions of 2022				
	Name	Position	classification Membership	Qualifications
1	YASIR YUSIF MUHAMMAD NAGI	Chairman of Board of Directors	non-executive	Bachelor of Economics and Business Administration, King Abdulaziz University, Jeddah, 1984
2	AHMED MOHAMMED HAMED AL-MARZOUKI	Deputy Chairman of the Board	independent	Bachelor's degree in business administration from Cairo University, Egypt in 1978 Master's Business Administration, California State University, America, 1983
3	KHALID SAUD ABDULAZIZ AL-HASSAN	Former Managing Director A	Executive	Bachelor of Political Science and Economics from Kuwait University, Kuwait, in 1976
4	RAAFAT ATIYA HASSAN AL-SALAMOUNI	Former Board Member:	non-executive	Bachelor of Accounting from Alexandria University, Egypt in 1971
5	ZIAD BASSAM MOHAMMED AL-BASSAM	Board member	non-executive	He holds a Bachelor's degree in Business Administration from King Abdulaziz University, Jeddah, in 1987 He holds several courses in the administrative and financial fields.
6	ADEL ABDULLAH AL-SOMOOM	Board member	independent	Bachelor of Accounting from King Abdulaziz University, Jeddah, 1984 Commercial Arbitration Diploma from the International Court of Arbitration, 2019
7	ZINE EL-ABIDINE ABDALLAH BARRE	Board member	independent	Bachelor of Economics and Political Science from King Saud University, Riyadh in 1971 Doctor of Economics, University of Colorado, United States, 1980

8	SULTAN FAHD AL-RASHED	Board member	independent	Bachelor of Network and Information Security from Murdoch University, Australia, 2012 Bachelor of Laws of the Imam Muhammad ibn Saud Islamic University, Riyadh, 2021
9	BADR MOHAMMED AL-EISS	Board member	independent	Bachelor of Business Administration from King Saud University in Riyadh in 2004 Master of Business Administration from the University of California, U.S.A. in 2008.

2.8 Names of companies within or outside the Kingdom of which a member of the board of directors of the company is a member of its current and previous boards of directors

2.8 Names of companies within or outside the Kingdom of which the member of the board of directors of the company is a member of the current and previous boards of directors or of directors of the fourth and fifth cycle of 2022

Name	Names of companies that are board members The Department is a member of its current governing bodies or its directors	Within the Kingdom/Outside the Kingdom	Legal entity	Company names that are Member of the Board of Directors of the previous governing bodies or their directors	Inside Kingdom/Out of Kingdom	Entity Legal
1	Yasser Youssef Naghi Gulf Medical Corporation Arab Food Supply Company United Yusuf Mohamed Nagi Company Beit Al-Qut Company Scaffold Commercial Enterprises	Within the Kingdom within the Kingdom within the Kingdom within the Kingdom	limited liability limited liability limited liability contribution not included individual institution	Saudi Industrial Development Company (True)	Inside the Kingdom	listed contribution
2	SULTAN FAHD AL-RASHED	-	-	-	-	-
3	BADR MOHAMMED AL-EISSA	-	-	-	-	-

4	Ziad Bassam Al-Bassam	Mecca Construction Company Zahra Orange Company Jarham Development Company Saudi Makin Company Financial Partnership Company Al-Aqkan Al-Ariyah Company Al-Bassam Real Estate Group Beit Al-Ghadab Distinguished Pioneering Company for Trade	Inside the Kingdom Inside the Kingdom Inside the Kingdom Inside the Kingdom Inside the Kingdom Inside the Kingdom	Listed contribution Contribution not included Contribution not included Contribution not included Contribution not included Contribution not included Contribution not included Contribution not included Contribution not included	Jabal Omar Company Company of the Faithful Country. Rawa Real Estate Company. Adair Company	Inside the Kingdom Inside the Kingdom Inside the Kingdom Inside the Kingdom	Contribution included Contribution not included Contribution not included Contribution not included
5	Adel Abdullah Al-Sumum	Expert Rit Fund Expert Fund for Residential Real Estate Development Expert Fund for Investment Opportunities Expert Fund for Real Estate Income	Inside the Kingdom	Contribution not included Contribution not included Contribution not included Contribution not included	-	-	-
6	Zain Al-Abdeen Abdullah Barry	-	-	-	-	-	-
7	Ahmed Mohammed Hamed AlMarzouki	Saudi Dairy and Food Products Company - SDAVCO	Inside the Kingdom	listed contribution	-	-	-

8	Khalid Saoud Al-Hassan " FORMERLY "	Gulf Insurance Group (Kuwait) Gulf Insurance and Reinsurance Company GGE Kuwait) Al-Takaful International Company. Middle East Arab Insurance (JGA Jordan) Bahrain-Kuwait Insurance Company GE Bahrain Egyptian Arab Insurance Group National Insurance Company	Outside the Kingdom	listed contribution	1 Kuwait Reinsurance Company (Kuwait)	Outside the Kingdom	listed contribution
9	RAAFAT ATTIA AL-SALAMOUNI, "FORMERLY"	Gulf Insurance and Reinsurance Company- Kuwait. Fajr Al-Khaleej Insurance and Reinsurance Company - Beirut Egyptian Company for Takaful Insurance Properties and Liabilities (Egypt)	Outside the Kingdom Outside the Kingdom	Unlisted contribution Unlisted contribution	Gulf Insurance Company Reinsurance (Kuwait) FDJR LG Insurance and Reinsurance Company - Beirut Egyptian Company for Symbiosis Properties (Egypt)	Outside the Kingdom Outside the Kingdom	Unlisted contribution Unlisted contribution

8.3 description of any interest, contractual securities and subscription rights of the board members of the company, the chief executives or their relatives in the shares or instruments of the company's debt or any of its subsidiaries, and any change in that interest or rights during the last financial year

8.3.1 The following table describes any interest, contractual securities and subscription rights in the company's shares or instruments of debt of the members of the Board of Directors and their peers, including the security shares that the members of the Board of Directors are required to possess for the fourth and fifth sessions of 2022:

The name of the person to whom ownership or direct and indirect interest belongs	The beginning of the year		End of year		Net change	change ratio
	Number of shares	debit tools	Number of shares	debit tools		
Yasser Youssef Naghi	7,350,000	0	7,350,000	0	0	%0
KHALED SAUD AL-HASSAN 'A PRECEDENT'	2,307	0	2,307	0	0	%0
RAFAAT ATIYA AL-SALAMOUNI	1000	0	1000	0	0	%0

ZIAD BASSAM	2,307	0	2,307	0	0	%0
ADEL ABDULLAH AL-SOMOOM	0	0	0	0	0	%0
ZINE EL-ABIDINE ABDALLAH BARRE	0	0	0	0	0	%0
SULTAN FAHD AL-RASHED	0	0	0	0	0	%0
BADR MOHAMMED AL-EISSA	0	0	0	0	0	%0
AHMED MOHAMED AL-MARZOUKI	0	0	0	0	0	%0

2.3.8 There is no interest, contractual securities and subscription rights of board members and their peers in shares or instruments of debt of the subsidiary.

3.3.8 There is no interest, contractual securities and subscription rights of chief executives and their relatives in the shares or instruments of the company's debt or any of its subsidiaries.

8.4 Executive Directorate:

The following table shows the names, positions, and qualifications of each member of the executive management of the company as at the end of 2022:

#	Name	Current Jobs	Previous posts	Qualifications and experience
1	Abdulrahman Al Dokheel	GM	He has over 20 years of accumulated experience in one of the largest companies in the insurance sector in the Saudi Arabian Insurance Cooperative Market and has held several leading positions in it, most notably the Director of the Department of Insurance and Technical Support and the Executive Vice President of Properties and Accidents	A bachelor's degree from King Saud University in the specialization of financial administration in 1998 Master of Financial Services and General Insurance 2016
2	Bader Saad Abdullah Algonaim	CFO	He has 20 years of experience in the insurance sector and has held several positions, including as head of the Financial Planning and Analysis Department of the Cooperative Insurance Company "Tawuniya" from 2013 until 2021	A Bachelor's degree from King Saud University, a financial management major, in 2003

3	MUNTHER HASSAN AL-GHANIM	risk management manager	He has more than 20 years' experience in financial sector risk management and served as the Chief Operating Risk Manager at SAP from 2006 to 2013 and as the Chief Operating Risk Manager at the Dutch Bank from 2013 until 2016	A bachelor's degree from King Saud University specializes in quantitative methods in 1992
4	MAFRAH JARALLA ALJENFAWI	Human Resources Manager	He has 20 years' experience in the field of human resources, 9 of which is in the insurance sector. He served as the Director of Human Resources in the Takaful Al-Rajhi Company and the Private Company for Cooperative Insurance from 2010 until 2018. He also served as a management affairs advisor in the Ministry of Energy before joining	A bachelor's degree from King Saud University specializes in economics in 2001
5	YASSER AL-KHALIFA	technology manager Information	Has over 20 years' experience in information technology in my sector Banks and Insurance, the last position he held prior to joining BURUJ team was the IT director at Amana Cooperative Insurance.	Bachelor's degree in engineering specializes Mechanical engineering from King Saud University in Riyadh, Saudi Arabia 1999 Master's degree in computer science from Tulsa University of Oklahoma, United States of America, 2003
6	HUSSEIN AL-AHMAD	Internal Audit Manager	He has 14 years of accumulated experience in internal auditing in the insurance sector, and his last position before joining BURUJ team was the head of internal auditing at SABB Takaful Insurance.	Bachelor's degree in accounting and business administration from Mansoura University in Egypt 2008
7	MOHAMED MAHMOUD HASBO	Previous Technical Manager A	He has nearly fifteen years of experience in the insurance sector in the Saudi market, and has held several positions, including the position of Director of Technical Affairs in Tokyo Marine Cooperative Insurance and SABB Takaful	A bachelor's degree from King Saud University specializes in marketing in 2005

2.5 A description of any transaction between a company and a related party and information concerning any business or contract to which the company is a party, and in which or in which it has an interest for a member of the board of directors or chief executives of the company or any person connected with any of them, including the names of those involved in the business or contracts, the nature, terms, duration and amount of such business or contracts: financial

1.5.8 During 2022, the following table shows the works or contracts to which the company was a party and in which a member of a board of directors or any person in relation to any of them is a member of a board of directors is a member of the company, or is in the interest of any of them: Financial

The name of the member or anyone related to any of them	Contract party	Nature of the contract	Duration of contract	Total value of contract (SAR)	Nature of the interest with the party to the contract
Yasir Yousef Nagi	Scaffold Commercial Enterprises and Food Taste Factory (Scaffold Corporation Branch)	Insurance contracts	One year	10,149,942	Organization Owner
Yasir Yousef Nagi	United Youssef Mohamed Abdel Wahab Naghi Company	Insurance contracts	One year	2,925,269	has a percentage of the shares
Yasir Yousef Nagi	Al-Mamoon Overseas Insurance Brokerage Company	insurance brokerage contract	One year	2,008,388	Establish a relationship with its partners
Yasir Yousef Nagi	Rehal National Services Company Ltd.	Insurance contracts	One year	-	Establish a relationship with its partners
Yasir Yousef Nagi	Hafil for transportation of pilgrims	Insurance contracts	One year	10,126,078	Establish a relationship with its partners
Yasir Yousef Nagi	Al-Andalus Co for transportation of pilgrims	Insurance contracts	One year	13,600	Establish a relationship with its partners
Ahmed Mohamed Al-Marzouki	Saudi Dairy and Food Company - SADAFCO	Insurance contracts	One year	9,199,710	A board member of the same company
Khaled Saud Al-Hassan/Raafat Atiya Al-Salamouni	Gulf Insurance and Reinsurance Company	Reinsurance contracts	One year	118,266	A company owned by the main shareholder of Gulf Insurance Group, represented by the board membership through them The Gulf Insurance Group is one of its senior executives and board members.

Khaled Saud Al-Hassan/Raafat Atiya Al-Salamouni	Axa Cooperative Insurance Company	Reinsurance contracts	One year	239,081	A company owned by the main shareholder ,Gulf Insurance Group by 50%
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The Company acknowledges that all contracts have been issued or renewed in the course of normal business on the basis of mutual agreement, and that these are insurance documents in accordance with The Company approved documents, without special conditions or benefits, and will be presented to shareholders for approval and authorization for the next year in the next General Assembly, should they continue to be contracted by The Company.

2.5.8 During 2022, there were no works or contracts to which the company was a party and in which it was in the interest of the chief executives or anyone associated with any of them.

2.5.8 There are no transactions between the company and related parties except as provided in Regulation (EEC) No 2.2.3.

6.8 Board meetings:

During the fourth and fifth sessions of 2022, the BOD held **four** meetings in which attendance was recorded as follows:

Board of directors' meetings during the fourth and fifth sessions of 2022				
Names of board members	(2) 16-03-2022	(3) 16-05-2022	(4) 21/06/2022	(5) 16-08-2022
Yasir Yousef Nagi	✓	✓	✓	✓
Ahmed Mohammed Hamed Al-Marzouki	✓	✓	✓	✓
Ziad Bassam	✓	✓	✓	✓
Zine El-Abidine Abdallah Barre	✓	✓	✓	✓
Adel Abdullah Al-Somoom	✓	✓	✓	✓
Khaled Saud Al-Hassan				
Raafat Atiya Al-Salamouni, "Formerly"				
Sultan Fahd Al-Rashed	✓	✓	✓	✓
Badr Mohammed Al-Eiss	✓	✓	✓	✓

✓: attended X: No attended

The most prominent decisions of the Board of Directors during the year 2022:

1. Adoption of the management and budget action plan for fiscal year 2022
2. Approval of Annual Balance Sheets 2021 AD
3. Nomination of the Chairman and Vice-Chairman of the Board
4. Amendment of the annual bonus for committee members and secretaries.
5. Recommendation not to distribute wind for FY 2021.
6. Approval of preliminary financial statements for the first quarter of 2022
7. Composition of the committees for the fifth session.
8. Appointment of Company representatives to the Saudi Financial Market
9. Approval of financial statements in accordance with IFRS 31/12/2021
10. Amend Financial Authorities
11. Approval of preliminary financial statements for the second quarter of 2022
12. Adoption of subscription authorities and discounts granted for all company products
13. Adoption of the Cybersecurity Management Action Plan and the Manual of Principles for Cyber Threat Analysis in accordance with Circular No. 246.
14. Approval of the preliminary financial statements for the third quarter of 2022.

2- Board committees:

The Board of Directors, in accordance with the Corporate Governance Regulation issued by the Capital Market Authority, the Central Bank of Saudi Arabia, and the Corporate Governance Manual, formed six committees to help it perform its functions effectively: the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, the Investment Committee, the Risk Management Committee, and the Governance Committee.

The following paragraphs briefly describe the terms of reference of the above-mentioned BOD Committees, indicating their names, chairpersons, members and number of meetings.

1-9 Executive Committee:

The BOD established the Executive Committee, consisting of three members. It highlights the duties and responsibilities of the Executive Committee as follows:

- Develop and oversee the implementation of a comprehensive strategy and key corporate goals and business plans.
- Review the company's budget and financial plans prepared by the executive management before submitting them to the board of directors and recommend them to the board of directors for approval.
- Prepare and review the investment policy and ensure its conformity with the provisions and conditions of the regulations in force, in addition to its adequacy with the written policy that has been established, make final decisions on investments and dispose thereof, and monitor the performance of the company's investments.
- Review internal policies and regulatory provisions prepared by executive management prior to their submission to the BOD and recommend their approval to the BOD.
- To examine and make appropriate recommendations on all matters pertaining to executive management referred to the Committee.

The Executive Committee during the fourth session of 2022

Name	Position	Membership in the Board of Directors
Yasir Yusif Muhammad Nagi	Chairman of the Executive Committee	Chairman - non-executive
Khalid Saud Abdulaziz Al-Hassan	Committee member	Board Member - Executive
Ahmed Mohammed Hamed Al-Marzouki	Committee member	Board member - independent

The Executive Committee during the fifth session of 2022

Name	Position	Membership in the Board of Directors
Yasir Yusif Muhammad Nagi	Chairman of the Executive Committee	Chairman - non-executive
Ziad Bassam	Committee member	Board member - non-executive
Ahmed Mohammed Hamed Al-Marzouki	Committee member	Board member - independent

During FY 2022, the Executive Committee held seven meetings with the following attendance record:

Name of committee member	(1) 29-21-222	(2) 6/26/222	(3) 13/26/222	(4) 16/12/222	(5) 12/12/222	(6) 22/12/222	(7) 12/11/222
Khaled Saud Al-Hassan	✓						
Yasir Yousef Nagi	✓	✓	✓	✓	✓	✓	✓
Ahmed Mohammed Hamed Al-Marzouki	✓	✓	✓	✓	✓	✓	✓
Ziad Bassam		✓	✓	✓	✓	✓	✓

prominent decisions of the Committee in 2022 were not attended:

1. Recommend the adoption of the Administrative Plan of Action and the Estimated Budget for fiscal year 2022AD

2-2 Audit Committee:

The Audit Committee shall operate in accordance with the provisions of the statutes and regulations in force and on the basis of the rules governing the work of the Committee. The audit committee shall be responsible for monitoring the company's activities and ensuring the integrity and fairness of the reports, financial statements and internal control systems. The committee's functions shall include, but are not limited to:

- The examination of the Company's initial and annual financial statements, including the verification, audit opinion and recommendation to the BOD of the accounting estimates of material issues contained in the financial reports, significant and unusual issues and accounting policies.
- Study and review the company's internal control, financial and risk management systems, study internal audit reports, and comply with and follow up on the implementation of corrective actions for the observations contained therein.
- Oversight of the Internal Audit Department, Compliance Department and Anti-Money Laundering and Counter-Terrorism Department of the company in order to verify its effectiveness in carrying out the work and tasks set out for it by the board of directors.
- Review, commit and recommend internal audit policies and procedures to the BOD.

- Review and visualize the audit plan submitted by internal auditors.
- Recommend to the BOD that internal audit directors be appointed, committed and proposed rewards.
- Recommend to the BOD the nomination and dismissal of auditors, determination of fees, evaluation of their performance and verification of their independence and effectiveness of their work.
- Audit the audit plan and work of auditors, answer questions, examine their reports and observations on the financial statements and follow up on action taken.
- Coordination between internal and external auditors.
- Verify the company's compliance with the instructions of oversight authorities by reviewing the results of the oversight authorities' reports, reviewing the contracts and proposed dealings that the company conducts with the relevant parties, and submitting the issues that need to be taken to the Board of Directors for action and recommendations thereon.
- Assess the efficiency, effectiveness and objectivity of the work of the external auditors and the internal audit and compliance departments.
- Ensure that the company complies with professional codes of conduct.
- Study the actuary's reports and ensure the company's commitment to implementing his or her proposals and recommendations

The Audit Committee is composed of the fourth session of 2022 AD		
Name	Position	Membership in the Board of Directors
Abd El-Rahman Khaled Al-Sultan	Chairman of the Audit Committee	Non-Board
Zine El-Abidine Abdallah Barre	Committee member	Board member - independent
Mishaal Abdul Mohsen Al-Suleiman	Committee member	Non-Board
The Audit Committee is composed of the fifth session of 2022 AD		
Name	Position	Membership in the Board of Directors
Badr Mohammed Hamad Al-Eiss	Chairman of the Audit Committee	Board member - independent
Mashaal Al-Sulayman	Committee member	Non-Board
Mohamed Abd El-Hamid Jaber	Committee member	Non-Board

Below is a biographical profile of non-board audit committee members:

	Name	Current Jobs	Previous posts and experience	Qualifications
1	Abd El-Rahman Khaled Al-Sultan	<p>Director-General of Internal Audit - General Authority for Statistics from 2018 to date</p> <p>Secretary, Committee on Review and Risk - Public Authority and Statistics</p> <p>Corporate Audit Committee Member</p> <p>Batak Investment logistics</p> <p>Member of the Environment Fund Audit and Risk Committee</p> <p>Member of the Audit Committee of the Imam Sanctuary Development Authority</p> <p>Abdul-Aziz Bin Mohamed Al-Malki</p>	<p>An employee in the internal control departments of the Saudi Dutch Bank from 1999 AD to 2003 AD.</p> <p>Employee in the financial control and internal audit departments of the General Organization for Social Insurance from 2003 AD to 2018 AD.</p> <p>Comptroller at the Social Insurance Hospital in 2003</p> <p>Member of the Audit Committee of the Arab Insurance Cooperative in 2016 AD</p> <p>Tabuk Company for Agricultural Development.</p>	<p>Bachelor of Accounting from King Saud University in Riyadh in 1999AD</p> <p>Master's degree in applied finance from the University of Newcastle, Australia in 2009.</p> <p>Insurance Fundamentals from the Financial Academy 2016.</p>
2	Mishaal Abdul Mohsen Al-Suleiman	<p>CEO - Jawwar Al-Ihsan Holding Company from 2017 to date</p>	<p>Various banking experiences from the Saudi American Bank and the Saudi Dutch Bank from 1999 to 2005.</p> <p>Member of the boards of directors of multiple companies of 2005 to 2018</p> <p>Partner at Whitetel Consulting Services in Dubai from 2013 to 2020</p>	<p>The Rios Bank of Accounting from the University of Nadi Namour, California</p> <p>Various professional certificates in the fields of finance, banking and anti-fraud from different universities, institutes and colleges in America and Britain</p>

3	Mohamed Abd El-Hamid Jaber	Co-founder of a company Understanding professional counseling from September 2020 to date	External auditor at KPMG-Professional Consulting from 2015 AD to 2020 AD Experience in financial reports at the Saudi Basic Industries Company - SABIC from 2012 AD to 2013 AD	Beck L. Orius in accounting from University of Business and Technology, Jeddah, 2018 AD Intermediate university degree in science majoring in accounting from Jubail Industrial College in 2012
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The Audit Committee held six (6) meetings during 2022 to follow up on and implement the tasks assigned to it. The attendance record was as follows:

Meetings of the Audit Committee for the fourth and fifth sessions of 2022 AD						
Name of committee member	1 17-02-2022	2 06-03-2022	3 30-10-2022	4 02-11-2022	5 19-11-2022	6 30-12-2022
Abdul-Rahman Al-Sultan	✓	✓				
Zein El-Abidine Berri	✓	✓				
Mashaal Al-Sulayman	✓	✓	✓	✓	✓	✓
Badr Mohammed Hamad Al-Issa			✓	✓	✓	✓
Mohamed Abd El-Hamid Jaber			✓	✓	✓	✓

The most prominent decisions of the Committee during the year 2022:

The meetings included the most important work within its scope, which was as follows :

- Discussion of the company's quarterly balance sheets and recommendation to the Board of Directors for approval upon review and discussion with executive management and external auditors.
- Discuss the company's annual balance sheets and recommend them to the Board of Directors for approval upon review, discuss them with executive management and external auditors, and submit them to the General Assembly for approval.
- Adopt the internal audit plans and the commitment for 2022 after discussing them and following up on their implementation in accordance with the specified schedule.

- Recommend the appointment of external auditors for the company and determine their fees.
- Study the observations received by the company's internal and external auditors, follow up on their completion according to the timetable agreed upon with the company's management, and submit recommendations thereon to the Board of Directors.
- Supervise the company's internal audit department to ensure its effectiveness in carrying out its activities and duties.
- Follow up with the Compliance Department and the Anti-Money Laundering Department to ensure that the company complies with regulations issued by the Central Bank of Saudi Arabia and other regulatory bodies.
- Follow-up on important lawsuits filed by the company's worst offenders.
- Review the observations of the Central Bank and other oversight bodies with regard to any required regulatory violations or corrective actions and make recommendations thereon to the BOD.
- Assess the efficiency, effectiveness and objectivity of the work of the external auditors and the internal audit and compliance departments.
- Ensure that the company adheres to professional codes of conduct and ethics.
- Discuss 2022 actuarial reports.
- Follow-up on developments in the transition to IAS No. 17 (insurance contracts)

3-9 Remunerations and Nominations Committee:

The Rewards and Nominations Commission shall operate in accordance with the provisions of the statutory regulations in force and on the basis of the rules governing the work of the Commission. The duties and responsibilities of the Nominations and Rewards Commission, to name but a few, are as follows:

- To recommend to the BOD that it nominate itself for membership in the board in accordance with the adopted policies and standards.
- Review the structure of the board of directors, make recommendations on possible changes, identify weaknesses and strengths in the board of directors, and propose that they be addressed in the best interests of the company.
- Ensure yearly independence of independent members and no conflict of interest in the event the member is a board member of another company.

- Develop clear policies on compensation and remuneration of the BOD and senior executives.

The Remunerations and Nominations Committee consists of the fourth and fifth sessions of 2022 :		
Name	position	Membership in the Board of Directors
Ahmed Mohammed Hamed Al-Marzouki	Chairman of the Committee	Board member - independent
Adel Abdullah Al-Somoom	Committee member	Board member - independent
Osama Omar Faqih	Committee member	Non-Board

Below is a biographical profile of the non-board member of the Nomination and Remuneration Committee:

	Name	Current Jobs	Previous posts and experience	Qualifications
3	Usama ibn Umar Faqih	Omar Faqih Company for Development and Investment CEO	Vice President of Human Resources and Enterprise Affairs of Rabigh Refining and Petrochemical	Bachelor's degree from Butte Land University in the United States of America in 3121 AD

9.3 Nominations and Remunerations Committee:

During the financial year 2022 (2), the Nominations and Remuneration Committee held meetings with the following attendance records:

Name of committee member	1 23-02-2022	2 16-06-2022	3 23-06-2022	4 03-08-2022	5 12-09-2022	6 22-11-2022	7 22-12-2022	8 29-12-2022
Ahmed Marzouki	✓	✓	✓	X	✓	✓	✓	✓
Osama Faqih	✓	X	✓	✓	✓	✓	✓	✓
Adel Al-Somoom	✓	✓	✓	✓	✓	✓	✓	✓

The most prominent decisions of the Committee in 2022:

- Recommend senior executives for the company.
- Evaluation of the performance of the BOD and all its members, confirmation of their independence, and evaluation of the committees of the BOD.
- Review the organizational structure and make proposals for amendment.
- Recommendation for the selection of a company to build the salary structure and staffing structure.
- Recommend the evaluation and remuneration policy.

4-9 Investment Committee:

The objectives, terms of reference and duties of the Investment Commission shall include but not be limited to:

- Establish the company's investment policy and ensure compliance with the terms and conditions of the regulations in force and supervise their implementation.
- Periodically review investment policy and issue new recommendations in line with market conditions.
- Agree to attract and dispose of investments and make decisions about investments.
- Monitor the performance of a company's investments, identify investment goals, and develop plans.

The Investment Committee for the fourth session of 2022

Name	position	Membership in the Board of Directors
Khalid Saud Al-Hassan	Chairman of the Investment Committee	Board Member – Managing Director
Ziad Bassam	Committee member	Board Member - non-executive
Adel Ali Al-Sayed	Committee member	Non-Board Member

The Investment Committee is composed of the fifth session of 2022 AD

Name	position	Membership in the Board of Directors
Yasser Youssef Al-Nagi	Chairman of the Investment Committee	Chairman - non-executive
Ziad Bassam	Committee member	Board member - non-executive
Adel Ali Al-Sayed	Committee member	Non-Board member

Below is a biographical profile of an investment committee member from outside the board:

	Name	Current Jobs	Previous posts and experience	Qualifications
1	Adel Ali Al-Sayed	Member of the Board of Directors of the Ali Hassan Al-Sayed Company and its Sons	Executive Director of the United Gulf Investment Company (Bahrain) from March 2013 to May 2006 AD. Executive Director and Board Member of Kingdom Holding Company from January 2014 to April 2017 AD Board member of Bruges Cooperative Insurance from January 2010 to March 2019.	Ph.D. in Financial Management from George Washington University, Washington, U.S.A. 1993; Engineering Management from the Milwaukee Institute of Engineering, Milwaukee, U.S.A. 1989; A Bachelor of Civil Engineering from King Fahd University of Petroleum and Minerals, Dhahran, 1982.

During the financial year 2022, the Investment Committee held four meetings. Attendance was recorded as follows:

Name of committee member	(1) 28-06-2022	(2) 20-09-2022	(3) 27-09-2022	(4) 28/12/2022
Khaled Saud Al-Hassan				
Yasser Youssef Al-Nagi	✓	✓	✓	✓
Ziad Bassam	✓	✓	✓	✓
Adel Ali Al-Sayed	✓	✓	✓	✓

The most prominent decisions of the Committee in 2022:

3. Approve and recommend an amendment to the investment policy in accordance with the requirements of the regulatory and supervisory authorities in the Kingdom of Saudi Arabia.
 1. Approval of periodic reports and investment operations for 2022.
 2. Agree to attract some investments with high returns and low risk.

3-2 Risk Committee:

Based on the Corporate Governance List issued by the Capital Market Authority and the Saudi Central Bank, the Board of Directors has established a Risk Management Committee whose duties include, but are not limited to:

- Identify company risks and maintain an acceptable level of risk to the company.
- Supervise the company's risk management system and evaluate its effectiveness.
- Develop, monitor, review and update a comprehensive risk management strategy based on internal and external variables of the company.
- Review risk management policies.
- Periodically reassess a company's risk tolerance and exposure.

- Submit detailed reports to the BOD on exposure and proposed steps to manage these risks.
- Make recommendations to the Board on issues related to risk management.

The Risk Management Committee for the current session is composed of the following members:

The Risk Management Committee for the fourth session of 2022 AD		
Name	Position	Membership in the Board of Directors
Raafat Attiya Al-Salamouni	Chairman, Risk Management Committee	Board member - non-executive
Ahmed Galal Rajab	Committee member	Non-Board
Ziad Bassam	Committee member	Board member - non-executive
The Risk Management Committee of the fifth session of 2022 AD		
Name	Position	Membership in the Board of Directors
Zein Al-Abidin Bari	Chairman, Risk Management Committee	Board member - non-executive
Marea Saad Habbash	Committee member	Non-Board
Sultan Al-Rashid	Committee member	Board member - non-executive

Below is a biographical profile of the non-BOD member of the Risk Committee:

	Name	Current Jobs	Previous posts and experience	Qualifications
1	Ahmed Galal Rajab	Risk manager Group Gulf Insurance Company of Kuwait from 2011 to date.	Actuary - Allianz Insurance Company Egypt 2007-2011 AD	Bachelor of Actuarial Sciences from Cairo University, Egypt in 2007 AD International Accredited Evaluation Specialist, International Association of Accredited Evaluation Specialists - Middle East, 2014 AD

2	Marea Saad Habbash	Chairman of the Council of the Saudi Society for Governance Manager Center governance Companies of King Khalid University of Abha.	Brigadier General Affairs Students President Accounting Department of King Khalid University Assistant Auditor at Faroke & Co. Accountant at Communications	Ph.D. in financial accounting from Durham University in Britain Master of Accounting and Finance from the University of Birmingham, Britain Bachelor of Accounting from King Khalid University Obtaining a certificate (SOCPA) from the Saudi Commission of Certified Accountants
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During the 2022 fiscal year, the Risk Management Committee held four meetings, the attendance record of which was as follows:

Meetings of the Risk Committee for the fourth and fifth sessions of 222 AD				
Name of committee member	(1) 03-03-2022	(2) 05-06-2022	(3) 19-09-2022	(4) 13/12/2022
Raafat Attia Al-Salamouni	✓			
Ahmed Galal Rajab	✓			
Ziad Al-Bassam	✓			
Zein Al-Eddine Berri		✓	✓	✓
Marea Saad Habbash		✓	✓	✓
Sultan Al-Rashid		✓	✓	✓

The most prominent decisions of the Committee during the year 2022:

- The Committee has followed up on the reports submitted by the Department of Risk regarding the deficiencies in controls and action plans designed to reduce the risks thereof.

1. Adopt risk management policies and procedures

1. Follow up on the work of the Committee for the Accreditation of Insurance Products and Products Approved by the Central Bank of Saudi Arabia

2. Update the Risk Management Committee charter

2. Continue to measure company productivity performance at quarterly intervals with loss per channel

2.6 Governance Committee:

The Board of Directors has formed a Governance Committee to follow up on any issues and updates related to governance applications issued by the Capital Market Authority, the Central Bank of Saudi Arabia and the Corporate Governance Manual and to verify, review and update the company's compliance with these rules in accordance with regulatory requirements and best practices. In addition, it shall keep the members of the Board of Directors informed on developments in this field. Its duties include but are not limited to:

3. Oversee the implementation of the company's governance manual, evaluate its effectiveness and identify any shortcomings.

1. Make recommendations to the BOD and the Executive Directorate on governance issues.

1. Prepare an annual report to the BOD on the work of the Committee and recommendations on weaknesses or deficiencies, if any.

2. Update the BOD on developments in corporate governance and best practices

The Governance Committee for the fourth session of 2022 AD		
Name	Position	Membership in the Board of Directors
Raafat Attiya Al-Salamouni	Chairman, Governance Committee	Board member - non-executive
Adel Abdullah Al-Somoom	Committee member	Board member - independent
Marea Saad Habbash	Committee member	Non-Board

The Governance Committee for the fifth session of 2022 AD		
Name	Position	Membership in the Board of Directors
Zein Al-Abidin Bari	Chairman, Governance Committee	Board member - non-executive
Marea Saad Habbash	Committee member	Non-Board
Sultan Al-Rashid	Committee member	Board member - non-executive

Below is a biographical profile of the non-board member of the Governance Committee:

	Name	Current Jobs	Previous posts and experience	Qualifications
1	Marea Saad Habbash	Chairman of the Council of the Saudi Society for Governance Director of the Center for Corporate Governance at King Khalid University in Abha.	Brigadier General Affairs Students President Accounting Department of King Khalid University Reviewer's Assistant at Faroke & Company Telecom accountant	Ph.D. in financial accounting from Durham University in Britain Master of Accounting and Finance from the University of Birmingham, Britain Bachelor of Accounting from King Khalid University Obtaining a certificate (SOCPA) from the Saudi Commission of Certified Accountants

During the fiscal year 2022, the Governance Committee held a meeting and attendance record was as follows:

Governance meetings for the fourth and fifth sessions of 2022 AD	
Name of committee member	First meeting of 2022 23-02-2022
Raafat Attiya Al-Salamouni	✓
Adel Abdullah Al-Somoom	✓
Marea Saad Habbash	✓
Zein Al-Eddine Berri	
Sultan Al-Rashid	

The most prominent decisions of the Committee during the year 2022:

1. Review professional codes of conduct.
2. Discuss how the company can fully comply with all governance regulations issued by the Central Bank of Saudi Arabia and the Capital Market Authority.

The means by which the BOD has assessed its performance and that of its committees and members:

The BOD committed itself to assessing the effectiveness of its members, as well as its committees, with the Nominations and Rewards Committee taking into account in designing the assessment models the size and effectiveness of the participation of members and the impact of their participation on the work of the BOD and its subcommittees

10-Remuneration of members of the BOD, Committees and Executive Directors

1-10 -Remuneration of members of the Board:

I. Independent members	Badr Mohammed Al-Issa	Sultan Fahd Al-Rashed	Adel Abdullah Al-Somoom	Zein Al-Abidin Abdullah Berri	Ahmed Mohamed Al-Marzouki
Fixed remuneration					
Remuneration for board meetings attended	12,000 SAR	12,000 SAR	12,000 SAR	12,000 SAR	12,000 SAR
Committee meetings attended	6000 SAR	4500 SAR	13,400 SAR	7,500 SAR	25,500 SAR
in-kind benefits	None	None	None	None	None
Statement of receivables received by Board members as employees, administrators or other receivables for substantive or administrative work or consultancy	None	None	None	None	None
Remuneration, if any, of the chairman, managing director or secretary	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
Total	18,000 SAR	16,500 SAR	25,500 SAR	19,500 SAR	34,500 SAR
Variable remuneration					

Share in profits	None	None	None	None	None
Periodic	97419	97419	120,000 SAR	120,000 SAR	120,000 SAR
Short-term incentive plans	None	None	None	None	None
Long-term incentive plans	None	None	None	None	None
Shares granted	None	None	None	None	None
Total	97419	97419	120,000 SAR	120,000 SAR	120,000 SAR
end-of-service reward	None	None	None	None	None
Grand total	115,419 SAR	113,919 SAR	145,522 SAR	139,500 SAR	154,500 SAR
Expense allowance	None	None	5500 SAR	None	5500 SAR

Article XIX of the Company's Statutes and Policy Manual for Remuneration of Board and Committee Members shall specify:

Non-independent members	Yasir Yousef Nagi	Ziad Bassam	Raafat Attiya Al-Salamouni "Previous A"
Fixed remuneration			
Remuneration for board meetings attended	12,000 SAR	12,000 SAR	None
Committee meetings attended	16,500 SAR	16,500 SAR	3,000 SAR
in-kind benefits	None	None	None
Statement of receivables received by Board members as employees, administrators or other receivables for substantive or administrative work or consultancy	None	None	None
Remuneration, if any, of the chairman, managing director or secretary	180,000 SAR	Not applicable	Not applicable
Total	208,500 SAR	28,500 SAR	3,000 SAR
Variable remuneration			
Share in profits	None	None	None
periodic remuneration	None	120,000 SAR	22581 SAR
Short-term incentive plans	None	None	None
Long-term incentive plans	None	None	None

Shares granted	None	None	None
Total	-	120,000 SAR	22581 SAR
end-of-service reward	None	None	None
Grand total	208,500 SAR	148,500 SAR	25,581 SAR
Expense allowance	5500 SAR	None	None

III. Executive members	Khaled Saud Al-Hassan "Previously"
Fixed remuneration	
Remuneration for board meetings attended	None
Committee meetings attended	1,500 SAR
in-kind benefits	None
Statement of receivables received by Board members as employees, administrators or other receivables for substantive or administrative work or consultancy	45,161 SAR
Remuneration, if any, of the chairman, managing director or secretary	22,581 SAR
Total	69,242 SAR
Variable remuneration	
Share in profits	None
periodic remuneration	None
Short-term incentive plans	None
Long-term incentive plans	None
Shares granted	None
Total	-
end-of-service reward	None
Grand total	69,242 SAR
Expense allowance	None

2.10 : Senior Executives Remunerations:

Below schedule discloses remuneration and compensations received by five senior executives including the GM and CFO who received the highest remuneration and compensation during the year 2022:

Name	total summation	Total executive remuneration for the board	End of service benefits	the total	Granted shares	Long term incentive plans	incentive plans	earnings	Periodic bonuses	the total	Kind advantages	allowances	salaries
General Manager	1,806,262		60,750	450,000					450,000	1,295,512	85,000	130,512	1,080,000
CFO	764,914		36,500	0.00					0.00	728,414	0.00	84,338	644,076
Technical Manager	681,205		32,500	0.00					0.00	648,705	0.00	75,741	572,964
Risk Manager	538,587		22,545	66,800					66,800	449,242	0.00	48,442	400,800
Human Resources Manager	538,245		22,500	67,396					67,396	448,349	0.00	48,353	399,996
Total	4,329,213		174,795	584,196					584,196	3,570,222	85,000	387,386	3,097,836

3.10 Remuneration of committee members:

The table below shows the emoluments of committee members for the current session of the Board scheduled for the defense of 2022AD following the approval of the next General Assembly and the attendance of committee members for the current session for the committee meetings of fiscal year 2022 AD:

Committees	Fixed remuneration (excluding meeting attendance allowance)	Meeting attending allowances	Total
Members of the Review Committee: fourth session of 2022 AD			
3- Abdul Rahman Khaled Al-Sultan	11,014 SAR	3000	14,014 SAR
1- Zine El Abidine Abdallah Barre	11,014 SAR	3000	14,014 SAR
1- Mishaal Abdul Mohsen Al-Sulayman	11,014 SAR	3000	14,014 SAR
Total	33,042	9000 SAR	42,042 SAR
Members of the Review Committee: Following the formation of the fifth session of 2022 AD			
3- Badr Mohammed Al-Eiss	14,301	6,000	20,301 SAR
1- Mishaal Abdul Muhsin Al-Suleiman	14,301	6,000	20,301 SAR
1- Muhammad Abd al-Hamid Jabir	14,301	6,000	20,301 SAR
Total	42,903 SAR	18,000 SAR	60,903 SAR
Members of the Rewards and Nominations Committee for the fourth session of 2022 AD			
3- Adel Abdullah Al-Samoum	8,260	1,500	9,760 SAR
1- Ahmed Mohamed Al-Marzouki	8,260	1,500	9,760 SAR
1- Osama bin Omar Faqih	8,260	1,500	9,760 SAR
Total	24,780 SAR	4,500 SAR	29,280 SAR
Members of the Rewards and Nominations Committee for the fifth session of 2022 AD			
Adel Abdullah Al-Somoom	27,185	10500	37,685
Ahmed Mohamed Al-Marzouki	27,185	9000	36,185
Usama ibn Umar Faqih	27,185	9000	36,185
Total	81,555 SAR	28,500 SAR	110,005 SAR
Members of the Risk Committee for the fourth session of 2022 AD			

3- Raafat Atiya Hassan Al-Salamouni	8,260	1,500	9,760 SAR
1- Ahmed Jalal Rajab	8,260	1,500	9,760 SAR
1- Ziad Bassam	8,260	1,500	9,760 SAR
Total	24,780 SAR	4,500 SAR	29,280 SAR
Members of the Risk Committee: Following formation for the fifth session of 2022 AD			
3. Zein Al-Abidin Abdullah Berri	27,185	4500	31,685 SAR
1. Maree Saad Habash	27,185	4500	31,685 SAR
1. Sultan Fahd Al-Rashed	27,185	4500	31,685 SAR
Total	81,555 SAR	13,500 SAR	95,055 SAR
Members of the Investment Committee for the fourth session of 2022 AD			
3- Khaled Saud Al-Hassan	8260	0	8,260 SAR
1- Ziad Bassam	8260	0	8,260 SAR
1- Adel Ali Al-Sayed	8260	0	8,260 SAR
Total	24,780 SAR	0	24,780 SAR
Members of the Investment Committee: Following the formation of the fifth session of 2022 AD			
Yasir Yusuf Muhammad Nagi	27185	6000	33,185
Ziad Bassam	27185	6000	33,185
Adel Ali Al-Sayed	27185	6000	33,185
Total	81,555	18,000 SAR	99,555 SAR
Members of the Governance Committee for the fourth session of 2022 AD			
1- Raafat Atiya Al-Salamouni	8260	1500	9,760 SAR
2- Adel Abdallah Al-Samoum	8260	1500	9,760 SAR
3- Marea Saad Habash	8260	1500	9,760 SAR
Total	24,780 SAR	4,500 SAR	29,280 SAR
Members of the Governance Committee: Following the formation of the fifth session of 2022 AD			
3. Zein Al-Abidin Abdullah Berri	13192	0	13192
1. Maree Saad Habash	13192	0	13192
1. Sultan Fahd Al-Rashed	13192	0	13192
Total	39,576 SAR	0	39,576 SAR
Executive Committee members			

3- Yasser Yusuf Nagy	8260	1500	9,760 SAR
1- Khaled Saud Al-Hassan	8260	1500	9,760 SAR
1- Ahmed Mohamed Al-Marzouki	8260	1500	9,760 SAR
Total	24,780 SAR	4,500 SAR	29,280 SAR
Members of the Executive Committee: Following the formation of the fifth session of 222 AD			
3- Yasser Yusuf Nagy	27185	9000	36,185
1- Ahmed Mohamed Al-Marzouki	27185	9000	36,185
1- Ziad Bassam	27185	9000	36,185
Total	81,555	27,000 SAR	108,555 SAR

4.10 There are no arrangements or agreements under which a board member or senior executive of a company waives any remuneration.

5.10 There is no material deviation between awards and the Article XIX of the Company Regulations and the Policy Manual for Remuneration for Board and Committee Members.

11- Company capital, equities and debt instruments:

11-1 The company's authorized capital of 300,000,000 (three hundred million) Saudi SAR as at 31/12/2022 is divided into 30,000,000 shares of equal value of ten Saudi SAR.

During FY 222:

11.2.1 The company did not borrow during 2022. The company therefore acknowledges that no loans were made to it.

-3 In the fiscal year 2022, the company did not issue or grant any transfer or subscription rights under convertible debt instruments, contractual securities, subscription notes or similar rights.

11.2.4 There is no recovery, purchase, or cancelation by the company of any recoverable debt instruments, and the value of the remaining securities.

11.2.5 There are no stock or debt instruments issued by a subsidiary as the company does not own any subsidiaries.

11.2.6 There are no investments or other reserves created for company employees.

11.2.7 No interest in the category of voting shares belonging to persons (except members of the board of directors of the company and the chief executives and their relatives) has been found, and the company has not been informed of those rights under article of the Rules and any change in that right during the last financial year.

Details of the company's community contributions:

The company's contribution of 25,000 Saudi SAR (SAR) on 30/03/2022 to support the Association of Children with Disabilities for participation in the Children's Drawings and Creativity Program.

12 - Legal declarations and additional information:

12-1 The BOD decides that the accounting records have been properly prepared.

12-2 The BOD acknowledges that the internal control system was properly established and effectively implemented.

12-3 The Board of Directors acknowledges that there is little doubt about the ability of the company to continue its activity.

12-4 The Board of Directors acknowledges that, during the financial year 2022, no contract to which the company was a party exists or in which a member of the Board of Directors, the Chief Executive Officer, the Financial Director or any person related to any of them has a substantial interest, except as set forth in paragraph (2.2) of the report of the Board of Directors.

12-5 The Audit Committee made its recommendation regarding the nomination of Certified Accountants from among the candidates for FY2022 to the General Assembly meeting after its presentation to the BOD. They appointed Al-Azm, Al-Sudairi, Al-Sheik, and their partners, and Al-Sayyed Al-Ayouti and Company as legal accountants. 7 The Board of Directors did not recommend during 2022 the replacement of the legal accountant before the expiration of the period for which he was appointed.

12-6 The report of the Chartered Accountant did not include any reservations to the annual balance sheet for 2022.

12.7 There is no arrangement or agreement whereby a shareholder of the company waives rights to the wind.

12.8 During the 2022 fiscal year, no penalty, sanction or reserve restriction was imposed on the company by the Capital Market Authority or any judicial body. As for the fines of supervisory or regulatory bodies, they are as follows:

Violation Issue	Fiscal year 2021			Fiscal year 2022		
	Number Executive Decisions	Total amount Fines in Saudi Riyal	Ways to treat it and avoid their occurrence in the future	Number Executive Decisions	Total amount of fines in Saudi SAR	Ways to treat it and avoid their occurrence in the future
Violation of the Saudi Central Bank's supervisory and control instructions	7	1,172,998	-	-	-	-
Violation of the delay in the delivery of quarterly reports to the Saudi Central Bank for the third and fourth quarter	-	-	-	2	60,000	Develop policies and procedures to avoid delays
Violation of Saudi Central Bank customer protection instructions	-	-	-	1	20,000	Develop policies and procedures to avoid irregularities
Saudi Central Bank's special instructions violated To exercise due diligence in combating money-laundering and the financing of terrorism	-	-	-	-	-	-
Violation of Article 12-12-22-11 of the Instructions of the General Organization for Social Insurance.	1	1,000	-	-	-	-
Non-payment of wages due to workers - Ministry of Human Resources and Social Development	1	3,000	-	-	-	-
Failure to comply with article (98) of the executive regulation of the health insurance system	-	-	-	1	700	Develop policies and procedures to avoid irregularities
Non-compliance with tax invoice requirements - General Authority for Zakat and Income	1	10,000	-	-	-	-

12.9 During the financial year 2022, the Board of Directors received no proposals and observations from shareholders with respect to the company and its performance, and therefore did not take any action in this regard to inform its members, particularly non-executives.

12.10 The company does not have treasury shares held

13- Results of the annual audit of the effectiveness of the company's internal control procedures:

31.3 The annual work plans are prepared by the internal control departments and are discussed and approved by the Audit Committee, which directly supervises all the internal audit and control work, including the annual review of the effectiveness of the company's internal control system procedures. The Committee concluded that there was no fundamental weakness in the company's internal control procedures. The Committee continued to recommend to the company's management that there should be continuous development and follow-up to improve the efficiency and effectiveness of internal controls and the continuous updating of company policies and procedures in line with the nature of the company's business and in line with developments.

2.13 During 2022, there was no conflict between the audit committee's recommendations and the BOD's decisions.

14. Corporate Governance Regulation Provisions:

The company shall apply all the provisions of the CMA Corporate Governance Regulation with the exception of those set forth below:

Reasons not to apply	Article/paragraph text	Article/paragraph number
guidance material	The company develops programs to promote participation and performance for its employees, including, in particular: 1) Form committees or hold specialized workshops to listen to the opinions of the employees of the company and discuss them on the issues and topics of important decisions. 1) Programs for granting employees shares in a company or a share of the winds achieved and retirement programs), and the establishment of a separate fund to spend on those programs. 1(Establishment of social organizations for the employees of the company.	ARTICLE (85) PARAGRAPHS 1 AND 1 (Staff motivation)
guidance material	The regular General Assembly, on the proposal of the BOD, establishes a policy to ensure a balance between its objectives and those of society To achieving it, for development Modes Social and Economic Community.	Article XXVII (Social responsibility)
guidance material	The Board of Directors shall develop the programs and identify the means to launch the company's initiatives in the field of social work, including: 3(Develop indicators to measure the performance of a company with its social work initiatives, and compare this with other companies with similar activity. 1(Disclose, raise awareness and educate the employees about the company's social responsibility goals. 2(Disclose plans for achieving social responsibility in periodic reports related to the activities of the company. 3(Develop community awareness programs to promote corporate social responsibility	Article 88 (Social Action Initiatives)

15 - Conclusion

The Board of Directors, while expressing its thanks and appreciation to the Company's clients and all the generous shareholders for the high confidence placed in them, is pleased to extend its sincere thanks and appreciation to the Company's management and staff for their dedicated efforts during the year.

Board of Directors