

# 2020



# **CORPORATE GOVERNANCE REPORT**

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## **1. Statement of procedures taken to complete the Corporate Governance system during 2020, and method of implementing thereof**

Ras Al Khaimah National Insurance Company PSC (RAK Insurance or the Company) has embedded a robust governance structure aligned to the “three lines of defense” model that establishes a framework to embed a control culture committed to a high-level of ethical and behavioral standards in order to achieve the Company’s objectives. This is supported by a Corporate Governance Policy and Procedures to facilitate effective and prudent management of the Company to deliver enduring success. The framework followed within the Company ensures long-standing utmost ethical standards.

In previous years, RAK Insurance has continued to align the Company’s governance policies, procedures and practices to the Standards for Institutional Discipline and Governance of Public Shareholding Companies (The Chairman of Authority’s Board of Director Resolution No. (7.R.M) of 2016). From April 2020, RAK Insurance focused its efforts and resources to comply and align with the Approval of Joint Stock Companies Governance Guide (The Chairman of Authority’s Board of Director Decision No. (3.R.M) of 2020).

RAK Insurance is committed to maintain the highest standards of corporate governance practices; devoting its time and effort to continuously identifying the best business practices and setting clear policies to be implemented across the Company. These practices ensure smooth, effective and transparent operations that will attract additional investments and guarantee the protection of shareholder rights.

The primary role of the Board of Directors (the Board) is to protect and enhance long-term stakeholder values; including shareholders and clients. The Board is responsible for setting the overall Company strategy and has oversight of executive management to ensure that highest standards of corporate governance practices are followed within the Company.

Day-to-day operations are delegated to the executive management, led by the Chief Executive Officer. The executive management team is accountable for the performance of the Company and measured against a set of corporate goals and targets. The posts of the Chairman and Chief Executive Officer of the Company are clearly distinguished between the Chairman’s role to manage the Board, and the Chief Executive Officer’s responsibility to manage the executive management and supervise the Company’s business.

The Board established four committees (the Audit Committee, the Nomination and Remuneration Committee, Investment Committee (Life and Non-Life) and Insider Committee) and delegates its power and authorities from time to time (as permitted by the laws, regulations and Company’s Articles of Association) to ensure that the operational efficiency and specific issues are being handled with diligence and scrutiny. Each committee has its specific duties and authorities defined with each of its Terms of Reference duly approved by the Board.

RAK Insurance, through its robust corporate governance, provides confidence that the Company’s overall business performance is properly monitored and ensures that its Directors, management and staff are acting to best serve the interests of the Company and its stakeholders.

## 2. Statement of ownership and transactions of the Board of Directors' members, and their spouses and children in the Company securities during 2020, according to the following schedule:

SN	Name	Position / Kinship	Shares owned as on 31-Dec-2020	Total sale	Total purchase
1	Ahmed Essa Al Naeem	Vice Chairman	18,743,000	-	5,751
2	Mohamed Ahmed Essa Ahmed al-Naeem	Son of the Vice Chairman	1,118	5,513	-

\* The number of shares included the 5% bonus shares distributed for 2019 as per the AGM held at 2020.

Attached the shareholders list issued by the market.

## 3. Board Formation

### 3.1. Statement of the current Board formation

The individuals comprising RAK Insurance Board of Directors provide a broad range of skills, relevant industry knowledge, experience and highly professional backgrounds contributing to the diversity appropriate for the Company's circumstances.

The Board consists of 5 members including the Chairman, two independent Directors and three non-independent Directors. Four members of the Board are non-executive members and UAE Nationals.

As per the Company's Articles of Association, the Board should hold its meetings at least four times a year and may convene for additional meetings when the need arises upon the invitation of the Chairman or the Vice-Chairman in their absence. A meeting will only be held if a quorum has been reached. The Board members elected are as detailed below.

### 3.2. Composition of the Board of Directors for 2020

SN	Name	Category	Experience & Qualifications	Period served as a BOD since first election	Membership/positions in any other joint stock companies	Positions in any other important supervisory, governmental or business entities
1	Salem Ali Al Sharhan	Non-Independent/ Non-Executive	Bachelor of Science in Accountancy, UAE University	6 years and 8 months	Board Member – RAK Bank	<ul style="list-style-type: none"> <li>Board Member – DIFC</li> <li>Board Member – RAK Medical &amp; Health Sciences University</li> </ul>

						<ul style="list-style-type: none"> <li>• Board Member – American University of Ras Al Khaimah</li> </ul>
2	Ahmed Essa Al Naeem	Non-Independent/ Non-Executive	Bachelor of Science in Electrical and Communication Engineering	14 years	Board Member – RAK Bank	<ul style="list-style-type: none"> <li>• Chairman – RAK Trade Centre</li> <li>• Chairman – Al Naeem Mall and Al Naeem City Centre</li> <li>• Chairman – Khalifa Mall</li> <li>• Board Member – Majan Printing</li> </ul>
3	Peter William England	Non-Independent/ Non-Executive	Masters in Business Administration	5 years and 4 months	Chief Executive Officer - RAKBANK	<ul style="list-style-type: none"> <li>• None</li> </ul>
4	Jasem Ahmed Al Nuaimi	Independent/ Non-Executive	Bachelors in Public Administration	3 years and 9 months	None	<ul style="list-style-type: none"> <li>• Board Member – Emirates Insurance Association</li> </ul>
5	Aarefa Saleh Al Falahi	Independent/ Non-Executive	Masters Degree	2 years 9 months	Vice President – Mashreq Bank	<ul style="list-style-type: none"> <li>• Board Member – Ras Al Khaimah Chamber of Commerce and Industry</li> <li>• Board Member – Saud Bin Saqr Establishment for Youth Enterprises Development</li> <li>• Adviser – Higher Colleges of Technology – the Information Technology and Marketing Program</li> </ul>

Attached an acknowledgment issued by each member that the above information contained in clauses 2 and 3 are valid.

### **3.3. Statement of the percentage of female representation in the Board for 2020**

RAK Insurance believes that good corporate decision-making requires the ability to hear and consider different points of view which comes from people who have different backgrounds, experiences and perspectives. The Company's General Assembly held on 7<sup>th</sup> March 2018 appointed Ms. Aarefa Saleh Al Falahi as a Board member in accordance with SCA Resolution No. (7.R.M) of 2016. As a result, 20% of the Company's Board of Directors are female.

## **4. Remunerations and Allowances**

### **4.1. Total Remuneration paid to the Board members for year 2019**

The Board of Directors remuneration for the financial year ending 31<sup>st</sup> December 2019, has been fixed at AED 350,000 - pursuant to Article 169 of the Federal Law no 2 of 2015 on Commercial Companies, Article 21 of the Chairman of Authority's Board of Directors' Resolution No. (7 R.M) of 2016 concerning the Standards of Institutional Discipline and Governance of Public Shareholding Companies, and as per Article 38 of the Company's Article of Association. This was approved in the General Assembly Meeting on 31<sup>st</sup> March 2020 and subsequently paid.

### **4.2. Total Remuneration proposed to the Board members for year 2020, and will be presented in the AGM meeting for approval**

Subject to Board of Directors review and recommendation, it is expected that an amount of AED 1,117,843 will be presented for review to the upcoming Annual General Meeting to be held on 14<sup>th</sup> April 2021 as the Board of Directors remuneration for the year ended on 31<sup>st</sup> December 2020.

### **4.3. Details of the allowances for attending the sessions of the Board Committees received by the Board members for year 2020**

No attendance fee nor allowance has been paid to any of the members of the Board of Directors for the fiscal year 2020.

### **4.4. Details of the additional allowances, salaries or fees received by a Board member other than the allowances for attending the committees and their reasons.**

No additional allowances, salaries or fees received by a Board member for the fiscal year 2020.

## **5. The Board meetings held during the fiscal year 2020**

During 2020, RAK Insurance's Board of Directors held seven (7) meetings. The detailed agenda along with the Board documents were circulated in advance. The details of attendance of the Directors at the Board meetings are given below.

SN	Name	Board meeting dates - 2020							Total number of attendance
		19-Feb	31-Mar	4- Jun	16- July	18-Aug	28-Oct	17-Dec	
1	Salem Ali Al Sharhan	✓	✓	✓	✓	✓	✓	✓	7
2	Ahmed Essa Al Naeem	✓	✓	✓	✓	✓	✓	✓	7
3	Peter England	✓	✓	✓	✓	✓	✓	✓	7
4	Jasem Ahmed Al Nuaimi	-	✓	✓	✓	✓	✓	✓	6
5	Aarefa Saleh Al Falahi	✓	✓	✓	✓	✓	✓	✓	7

✓ : Attended; - Not attended;

Attached the Company disclosures on the Market website about the Board meetings.

No attendance by a proxy for the year 2020

### 5.1. Number of the Board resolutions passed during the fiscal year 2020

Four (4) Board resolutions were passed during the fiscal year 2020. These resolutions were operational in nature and were not disclosed to the Abu Dhabi Exchange Market, as they do not impact the Company's share price.

- Board of Directors Resolution by passing No. 1/2020 dated 24<sup>th</sup> March 2020.
- Board of Directors Resolution by passing No. 02/2020 dated 13<sup>th</sup> May 2020.
- Board of Directors Resolution by passing No. 3/2020 dated 17<sup>th</sup> July 2020.
- Board of Directors Resolution by passing No. 04/2020 dated 14<sup>th</sup> October 2020.

### 5.2. Statement of Board duties and powers exercised by the Board members or the executives management members during 2020 based on Board authorisation

SN	Name of the authorized person	Power of authorization	Duration of the authorization
1	Ewen John McRobbie	Power of Attorney	Unlimited

The Executive Management supports the Chief Executive Officer (CEO) in the preparation of strategies, budget, policies and procedures, and handling of significant or fundamental operative matters as well as ensuring effective internal communications.

The CEO operates in accordance with the authority delegated to him by the Board of Directors through a Power of Attorney. The CEO, with support from the Executive Management team, is responsible for the day-to-day management of the business, in line with the annual Strategy Plan approved by the Board of Directors.



The major duties and responsibilities delegated to the Executive Management by virtue of a Power of Attorney are as follows:

1. Transact, manage, carry on and do all commercial, financial and insurance matters and powers requisite and necessary or in any matter connected with or having reference to the business and affairs of the Company's operations inside of the United Arab Emirates as per the provisions of the Power of Attorney and in the limits mentioned in the Delegation of Authority Matrix.
2. Manage the accounts of the Company with any Bank(s) as per the provisions of the Power of Attorney and in the limits mentioned in the Delegation of Authority Matrix.
3. Represent the Company in all financial agreements approved by the Board of Directors as per the provisions of the power of attorney and in the limits mentioned in the Delegation of Authority Matrix.
4. Settle, compromise, discharge or compound as per the provisions of the Power of Attorney and in the limits mentioned in the Delegation of Authority Matrix.
5. Purchase or take on leases for residential, business and other premises and facilities for the business of the Company compound as per the provisions of the Power of Attorney and in the limits mentioned in the Delegation of Authority Matrix. The validity of the delegation of authority is limited to one year.

### 5.3. Statement of the details of transactions made with the related parties (stakeholders) in 2020.

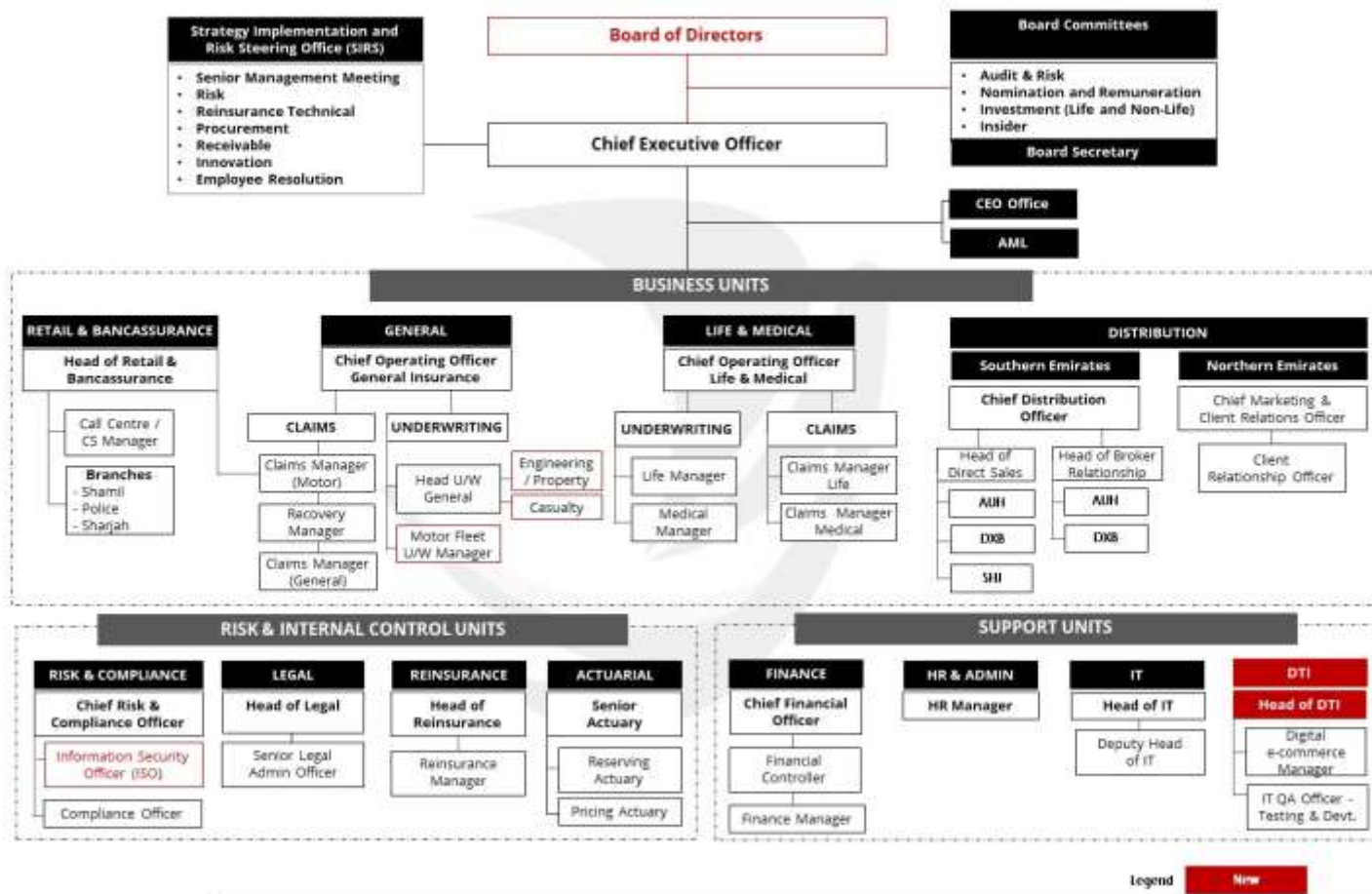
During the year 2020, the Company entered into the following transactions:

SN	The Related Party and the nature of relationship	Type of transaction	Total Value of all transactions
1	Board Members and Shareholders	Premium Written	114,876,829
2	Board Members and Shareholders	Claims paid	47,572,285
3	Parent Company	Commission Paid	39,202,542
4	Parent Company	Fixed Deposit	36,600,000
5	Parent Company	Fixed Deposit	21,300,000
6	Parent Company	Purchase Investments	47,190,962
7	Parent Company	Disposal of Investments	53,196,884

**Attached a statement of the transactions that the company made during 2020, which equal 5% or more of the company's capital.**

## 6. The Complete organizational structure of the company<sup>1</sup>.

### High Level Organisational Structure Overview



Attached a sealed copy of the company's complete organisational structure.

The new section in red shall be implemented in 2021.

Audit and Risk Committee merged in one in October, to be implemented in 2021.

<sup>1</sup> Group Internal Audit (GIA) is independent of Management and reports directly to the Audit Committee, hence the Chief Internal Auditor and Internal Audit Team are not represented in the above Organisational Structure.

## 7. Statement of the Senior Executive in the first and second grade according to the Company's organisational structure.

SN	Position	Date of Appointment	Total salaries and allowances paid in 2020 (AED)	Total bonuses paid for 2020	Any other Bonuses in cash/in kind for 2020 or due to be paid in the future
1	Chief Executive Officer	01-Oct-2018	1,337,400.00	These bonuses will be determined after review and approval by the Board	Not Applicable
2	Chief Financial Officer	20-May-2018 <sup>(1)</sup> 01 Oct-2020 <sup>(2)</sup>	436,598.36		
3	*Chief Legal and Compliance Officer	21-Feb-2016	343,754.72		
4	Chief Distribution Officer	01-Oct-2013	701,616.18		
5	Chief Risk and Compliance Officer	22-Mar-2020	409,709.67		
6	Chief Operating Officer - Life and Medical	02-Jun-2013	533,913.60		
9	Chief Operating Officer- General Insurance	05-Jan-20	593,548.39		
7	Chief Commercial Officer	02-Nov-1996	689,916.00		
8	Chief Reinsurance Officer	10 Aug- 2014 <sup>(3)</sup> 02-Feb 2020 <sup>(4)</sup>	568,362.07		

\* Resigned from his position as the Chief Legal Officer on 14<sup>th</sup> April 2020

<sup>(1)</sup> Resigned from his position as the Chief Financial Officer on 19<sup>th</sup> February 2020

<sup>(2)</sup> Joined on 01 April 2020 as the Acting Chief Financial Officer, and appointed on 1<sup>st</sup> October as the Chief Financial Officer.

<sup>(3)</sup> Resigned from his position as Chief Reinsurance Officer on 27<sup>th</sup> April 2020

<sup>(4)</sup> Joining date of the current Chief Reinsurance Officer

## 8. External Auditor

### 8.1. An overview of the company auditor to shareholders

PricewaterhouseCoopers (PwC) is one of the world's largest providers of assurance, tax, and business consulting services. As one of the world's largest professional services firms, PwC offers a wide range of services and brings variety of skills and experience to bear on clients' issues. PwC has been established in the Middle East region for more than 40 years and has more than 5,600 people in 12 countries across the region: Bahrain, Egypt, Iraq, Kuwait, Jordan, Lebanon, Libya, Oman, Palestine, Qatar, Saudi Arabia and the United Arab Emirates.

The external auditor is completely independent from the executive management and the Board of Directors. No other external auditors were appointed other than the current external auditor during the year of 2020.

### 8.2. The fees and costs for the audit or services provided by the external auditor

<b>Name of the audit office and partner auditor</b>	PricewaterhouseCoopers (PwC) The partner is Stuart Scoular
Number of years served as the company's external auditor.	Two years
Number of years of the Engagement Partner auditing the financial statements	Two years
Total fees for auditing the (Interim and annual) financial statements of 2020. (To specify the fees in details)	AED377,500
Fees and costs of the special services other than the auditing of the financial statements in 2020 (in AED), if any, and in case there are no other fees, this shall be expressly stated.	AED 95,000
Details and nature of other services provided (if any). If there are no other services, this shall be expressly stated.	Agreed upon procedures as required by the various regulators.
Statement of the other services that an <b>External Auditor</b> other than the Company's accounts auditor provided during 2020 (if any). In the absence of another external auditor, this matter is explicitly stated.	There is no external auditor other than the Company's accounts auditor.

### **8.3. The reservations that the company's external auditor included in the interim and annual financial statements for 2020. In case of the absence of any reservations, this matter must be mentioned explicitly.**

There was a qualified opinion made by the Company's external Auditor in the annual financial statements for year ended in 31<sup>st</sup> December 2020. The wording of the qualification is as follows;

#### **Our qualified opinion**

In our opinion, except for the known and possible effects of the matter described in the "Basis for qualified opinion" section of our report, the financial statements present fairly, in all material respects, the financial position of Ras Al Khaimah National Insurance Company P.S.C. (the "Company") as at 31 December 2020. and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

#### **Basis for qualified opinion**

Prior to October 2020, the Company had entered into medical capitation agreements with several medical service providers to cap the cost of claims arising from some of its medical insurance contracts. These agreements meet the definition of reinsurance contracts under International Financial Reporting Standard 4, "Insurance contracts".

As a result, there is an overstatement in "Gross claims settled" and an understatement in "Insurance premiums ceded to reinsurers" in the statements of profit or loss for the years ended 31 December 2020 and 31 December 2019 of AED 79 million and AED 97 million respectively and an understatement in "Reinsurance contract assets" and "Insurance and other payables" in the statement of financial position as at 31 December 2020 and 31 December 2019 of AED 24 million and AED 38 million respectively.

In addition, because of the lack of available information from third party administrators, management was not able to quantify the cost of the notional claims that the Company would have incurred if the capitation agreements were properly accounted for as reinsurance contracts. As such, there is an equal understatement in both the "Gross claims settled" and "Reinsurance share of claims settled" amounts in the statements of profit or loss for the years ended 31 December 2020 and 31 December 2019.

There is no impact of any of these misstatements on the "Gross underwriting income" or the "Profit" for the years ended 31 December 2020 and 31 December 2019.

Effective 27 October 2020, management has terminated the existing medical capitation agreements per the recommendation of the UAE Insurance Authority and is gradually converting the medical policies which were previously underwritten under the capitation schemes, into regular reinsurance coverage in line with all other medical policies.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report.



## 9. Audit Committee

The Audit Committee is composed of three (3) non-executives directors. The Committee approved at its December meeting and recommended to the Board the merger of the Audit and Risk Committees to be implemented in 2021.

### 9.1. The Audit Committee Chairman's acknowledgment of his responsibility for the Committee system at the company

Mr. Jasem Ahmed Al Nuaimi, the Audit Committee Chairman acknowledges his responsibility for the Committee system in the Company, and for the review of its work mechanism and for ensuring its effectiveness.

### 9.2. Names of the Audit Committee members

From 1<sup>st</sup> January 2020 up to 31<sup>st</sup> December 2020

Member's Name	Position	Designation
Jasem Ahmed Al Nuaimi	Chairman	Independent
Peter England	Member	Non-Independent
Aarefa Saleh Al Falahi	Member	Independent

### Audit Committee functions and duties assigned thereto

The responsibilities of the Audit Committee are in line with Article (48) and Article (49) of SCA Resolution No. (7 R.M) of 2016, and as per the terms of reference of the Audit Committee. The Audit Committee undertakes the following duties:

#### The Financial Statements and Reporting of the Company

- Monitor and review the integrity of the Company's financial and accounting policies and procedures, including the review of significant financial reporting issues and judgements contained in the financial statements.
- Monitor the integrity of the Company's financial statements and reports (annual, semi-annual, and quarterly) and other formal announcements relating to the financial performance and review thereof as part of its normal work during the year, and the Committee shall particularly focus on the following:
  - a) The consistency of, and any changes to, accounting policies and practices, on a year on year basis;
  - b) Highlighting the aspects that are subject to the management's discretion;
  - c) Methods used to account for significant and unusual transactions;
  - d) Substantial amendments resulting from audit work;
  - e) Supposing continuity of the Company's business;
  - f) Commitment to the accounting standards approved by the Authority;
  - g) Commitment to the listing and disclosure rules and any other legal requirements related to preparation of financial reports; and
  - h) Clarity and completeness of disclosure in financial reports.

- Coordinate with the Company's Board of Directors, Senior Executive Management, and the financial manager or the manager doing such role in the Company, for the purpose of performing its duties;
- Consider important and unusual disclosures that are or shall be mentioned in such reports and accounts, the committee shall also pay the required attention to any issues brought up by the financial manager, the manager doing such role, compliance officer, or the auditor;
- Review, and challenge where necessary, the actions, estimates and judgements of management (and any changes in them), in relation to the interim and annual financial statements before submission to the Board, paying particular attention to:
  - disclosures and estimates requiring a major element of judgement;
  - the extent to which the financial statements are affected by any unusual transactions in the year, the methods used to account for any significant or unusual transactions where different approaches are possible, and how such transactions are disclosed;
  - the clarity and completeness of disclosures, and the context within which financial statements are made;
  - compliance with accounting standards;
  - compliance with legal and regulatory requirements;
  - the going concern assumption;
  - the representation letter to the auditors; and
  - all material information presented with the financial statements including the business review, and corporate governance statements relating to the audit and risk management.
- Wherever practicable, the Committee should review other statements containing financial information (which require Board approval, in advance of their consideration by the Board, subject always to not being inconsistent with the obligation to comply with prompt reporting obligations);
- Review any significant adjustments to financial reporting resulting from the audit, and resolve any disagreements between management and the external auditors regarding financial reporting;
- Review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's performance, business model and strategy. The review undertaken by the Committee should assess whether the narrative is consistent with the accounting information;
- Submit reports and recommendations to the Board of Directors concerning the above mentioned responsibilities; and consider any other issues determined by the Board of Directors.

### **Whistleblowing arrangements**

- Setting the rules that enable the Company's staff to confidentially report any potential violations in financial reports, internal control, or any other issues and the procedures sufficient for conducting independent and fair investigations concerning such violations;
- Review arrangements by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters including consideration of the procedures for:
  - The reception, retention and treatment of complaints regarding accounting, internal accounting controls or audit matters; and
  - The confidential submission by employees of the Company (which may be anonymous) of concerns on any matter, including those regarding questionable accounting or audit matters;
- Submit reports and recommendations to the Board of Directors concerning the above mentioned responsibilities; and consider any other issues determined by the Board of Directors.

### **Internal Controls and the Risk Management Framework**

- Review management's reports on the effectiveness of systems for internal control and financial reporting;
- Review Internal Audit/Internal Control's reports on the effectiveness of systems for internal control;
- Review management's reports on critical control issues that have an impact on financial reporting;
- Review the Company's procedures for detecting financial reporting fraud;
- Consider the major findings of any relevant internal investigations into control weaknesses, fraud or misconduct and management's response (in the absence of management where appropriate);
- Review management's and the Chief Risk & Compliance Officer reports on the effectiveness of systems for risk management;
- Monitor the extent to which the Company complies with the Code of Ethics and Conduct;
- Review of Related Party transactions with the Company, managing conflict of interests, and submitting recommendations concerning such transactions to the Board of Directors before concluding the contracts.
- Ensuring implementation of Code of Ethics and Conduct related to the Committee's duties and powers assigned to it by the Board of Directors;
- Review and assessment of internal control and risk management systems in the Company;
- Submit reports and recommendations to the Board of Directors concerning the above mentioned responsibilities; and consider any other issues determined by the Board of Directors.

### **Internal Audit**

- Ensure availability of the resources required for the Internal Audit function, review and monitor the effectiveness of such function;
- Review and approve the Internal Audit annual plan and ensure that the function is adequately resourced, has appropriate access to information, adequate standing within the Company and is free from management and other restrictions;
- Review Internal Audit reports on the effectiveness of internal control systems on a regular basis and follow up the implementation of corrective measures from the comments arising from such reports;
- Monitor and review the effectiveness of the Internal Audit function in the context of the overall risk management system;
- Consider the appointment, resignation or removal of the Internal Audit;
- Review and report on the results of the Internal Audit work on a periodic basis and in particular consider the major findings of any significant internal control escalated to the Committee and consider management's response to Internal Audit recommendations;
- Review and monitor management's responsiveness to the audit findings and recommendations of Internal Audit;
- Review and approve the Internal Audit Charter;
- Approve the Internal Audit annual budget;
- Discuss the internal control system with the Board of Directors and ensuring the latter's establishment of an effective system for internal control;
- Consider the results of primary investigations in internal control issues as assigned to the Committee by the Board of Directors or based on an initiative on the part of the Committee and the Board of director's approval of such initiative; Submit reports and recommendations to the Board of Directors concerning the above mentioned responsibilities; and consider any other issues determined by the Board of Directors.

## External Audit

- Submit a recommendation to the Board of Directors in respect of the selection, resignation, or discharge of the auditor, and in case the Board of Directors rejects the recommendation of the Audit Committee in this regard, the Board of Directors shall include in the Governance Report a statement clarifying the Audit Committee recommendations and the reasons for the Board of Directors' rejection thereof;
- Set and implement the policy of contracting with the auditor, submitting a report to the Board of Directors, specifying the issues the Committee deems necessary to take procedures in relation to, and submitting the Committee's recommendations concerning the steps required to be taken;
- Ensure the auditor's fulfilment of the terms stipulated in the applicable laws, regulations, and resolutions and the Company's Articles of Association, and follow up and monitor auditor's independence;
- Review all matters related to the auditor's job, work plan, correspondence with the Company, comments, proposals, concerns, and any substantial inquiries posed by the auditor to the Senior Executive Management concerning accounting books, financial accounts, or control systems, and following up the Company's Board of Directors response thereto and provision of the facilities required for performing the auditor's job;
- Ensure timely response of the Board of Directors to inquiries for illustration and substantial matters mentioned in the auditor's letter;
- Review of the auditor's assessment of internal control procedures and ensure coordination between the internal and external auditors;
- Consider and make recommendations to the Board, to be submitted to shareholders for their approval at the Annual General Meeting, on the appointment, reappointment and removal of the external auditor. The Audit Committee shall oversee the process for selecting the external auditor;
- Oversee the relationship with the external auditor, including:
  - approving the terms of engagement (and the engagement letter) of the external auditor, the remuneration to be paid and the scope of the audit;
  - assessing the external auditor's effectiveness, independence and objectivity, ensuring that key partners are rotated at appropriate intervals;
  - agreeing the policy for, and where required by that policy, approving the provision of non-audit services by the external auditor and the related remuneration; and
  - agreeing with the Board a policy on the employment of former employees of auditor, and monitoring the implementation of this policy.
- Review and approve the annual audit plan, and ensure that it is consistent with the scope of the audit engagement, and coordinated with the activities of the Internal Audit/Internal Control function;
- Discuss with the external auditor, before the audit commences, the nature and scope of the audit and review the auditor's quality control procedures and steps taken by the auditor to respond to changes in regulatory and other requirements;
- Review the findings of the audit with the external auditor, considering the external auditor's management letter and management's responsiveness to the auditor's findings and recommendations;
- Review the reports prepared by the external auditor as per Audit Committee request, considering management's response to any major external audit recommendations;
- Develop and implement a policy on the supply of non-audit services by the external auditor, to avoid any threat to the auditor objectivity and independence;
- Review annually and report to the Board on the qualification, expertise and resources, and independence of the external auditors and the effectiveness of the audit process, with a

recommendation on whether to propose to the shareholders that the external auditor should be re-appointed;

- Ensure that the Audit Committee section of the annual report should include an explanation of how the Committee has assessed the effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, including length of term, when the tender was last conducted and restructures on appointment;
- Review the audit representation letters before signature, giving particular consideration to any non-standard issues within the representations;
- Review any other matters referred to it by the Chairman or the Board; Submit reports and recommendations to the Board of Directors concerning the above mentioned responsibilities; and consider any other issues determined by the Board of Directors.

### 9.3. Number of the Audit Committee meetings held during the year 2020.

During the year 2020, RAK Insurance held six (6) Audit meetings. The details of attendance are as follows:

SN	Name	Meetings dates - 2020						Total number of attendance
		30-Jan	14-May	9-July	28-July	26-Oct	14- Dec	
1	Jasem Ahmed Al Nuaimi	✓	✓	✓	✓	✓	✓	6
2	Peter William England	✓	✓	✓	✓	✓	✓	6
3	Aarefa Saleh Al Falahi	✓	✓	✓	✓	✓	✓	6

✓ : Attended; - Not attended;

## 10. Nomination & Remuneration Committee (REMCO)

The Nomination & Remuneration Committee is composed of three (3) non-executives directors.

### 10.1. The Nomination and Remuneration Committee Chairman's acknowledgment of his responsibility for the Committee system at the company.

Mr. Jasem Ahmed Al Nuaimi, the Nomination & Remuneration Committee Chairman's acknowledges his responsibility for the Committee system in the Company, and for the review of its work mechanism and for ensuring its effectiveness.

### 10.2. Names of the Committee members,

From 1<sup>st</sup> January 2020 up to 31<sup>st</sup> December 2020

Member's Name	Position	Designation
Jasem Ahmed Al Nuaimi	Chairman	Independent
Peter England	Member	Non-Independent
Aarefa Saleh Al Falahi	Member	Independent



## **Nomination & Remuneration Committee functions and duties assigned thereto**

The scope of work of REMCO is to review and to recommend to the Board any decision in relation to its duties. The duties of the Committee shall be as follows:

- Setting and recommending to the Board a policy for nomination for Board and Executive Management membership with the aim of varying between the two genders respecting formation of both and encouraging female nominees through offering privileges and training and motivational programs, and submitting a copy of such policy to the Securities & Commodities Authority and any amendments thereof;
- Regulating and following up the procedures of nomination for Board membership in accordance with the applicable laws and the provisions of the Chairman of the Securities & Commodities Authority's Board of Directors' Resolution No. (7 R.M) of 2016 Concerning the Standards of Institutional Discipline and Governance of Public Shareholding Companies;
- Constantly verifying independence of independent Board members;
- If the committee finds out that one of the members has lost independence, the committee shall bring the issue before the Board of Directors to serve a registered letter to such member at his/her address registered at the company, clarifying the reasons for the loss of independency; such member shall reply to the Board of Directors within fifteen days from the date of receiving notice thereof, and the Board of Directors shall issue a decision as to whether such member is independent or otherwise in its first meeting following reception of the board member's reply or elapse of the period mentioned in the previous paragraph without replying;
- With due diligence to Article (145) of the Federal Law no. (2) on 2015 concerning on Commercial Companies, if the Board of Directors' decision of a member's loss of independence affects the minimum percentage of independent Board members, the Board shall appoint an independent member to replace such member in case the latter submits his/her resignation for losing independence; if such member refuses to submit his/her resignation, the Board of Directors shall bring the issue before the general assembly to issue the decision of approval of appointing another Board member or open the door for nomination to elect a new Board member;
- Setting and recommending to the Board of Directors for approval the policy on which basis bonuses, privileges, incentives, and salaries shall be granted to the company's Board members and staff (the Remuneration Policy), reviewing such policy annually, and ensuring that the bonuses and privileges offered to the senior executive management are reasonable and in line with the company's performance;
- Annual review of the skills required for Board membership an preparation of the required capabilities and qualifications for Board membership including the time a member shall need to allocate to do his/her duties as a Board member;
- Review of the structure of the Board of Directors and submitting recommendation to the Board respecting the changes that may be made;
- Determining and recommending to the Board of Directors the company's need of competencies at the level of the Senior Executive Management and the staff and the basis for selection thereof;
- Setting and recommending to the Board of Directors the policy of human resources and training in the company, monitoring implementation of such policy, and review thereof on annual basis;
- Review and recommend to the Board of Directors the Board Secretary's job description and duties;
- Consider all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the Code of Conduct and associated guidance. The objective of such shall be to attract, retain and motivate staff of the quality required to run and work with the company successfully;

- Delegate to the Chief Executive Officer the recruitment of and setting the individual compensation for all staff that do not report directly to the Chief Executive Officer and in line with the approved Remuneration Policy.
- Review and recommend to the Board any staff appointment that reports directly to the Chief Executive Officer and determine with the Chief Executive Officer the need for qualified staff at the level of Senior Management and agree the basis of their selection;
- To carry out exit interviews on Senior Management who report directly to the Chief Executive Officer;
- Review and recommend to the Board the annual Training and Development policy;
- Review and recommend to the Board the Human Resource Plan and Budget
- To help fulfil its obligations the committee shall have the full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary;
- Approve and recommend to the Board the staff compensation budget;
- Recommend to the Board for approval the annual compensation for the Chief Executive Officer;
- Recommend to the Board for approval the annual bonus scheme and payment for the Chief Executive Officer;
- Establish and recommend to the Board selection criteria, selecting, appointing and setting the Terms of Reference for any remuneration consultants who advise the committee.
- Determine and recommend to the Board the design of, and determine targets for, any performance-related pay schemes operated by the company and approve the total annual payments made under such schemes.
- Review the design of all share incentive plans for approval by the board and shareholders. For any such plans, determine and recommend to the Board each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executive directors, Board Secretary and other designated Senior Executives and the performance targets to be used.
- Review and approve the policy for authorising claims for expenses from the Directors.
- Work and liaise as necessary with all other Board committees.
- Any other matters determined and considered appropriate by the Board of Directors.

### 10.3. Number of the Nominations & Remunerations Committee meetings held during 2020

During 2020, RAK Insurance held two (2) Nominations & Remunerations Committee meetings. The details of attendance are as follows:

No.	Name	Meetings dates – 2020		Total numbers of attendance
		30-January	26-October	
1	Jasem Ahmed Al Nuaimi	✓	✓	2
2	Peter William England	✓	✓	2
3	Aarefa Saleh Al Falahi	✓	✓	2

✓ : Attended; - Not attended;

### 11. The Supervision and Follow-up Committee of insider's transactions

The Committee of follow-up and supervision of Insiders' Trading is composed of four (4) management members.

### 11.1. The Chairman of the Supervision and Follow-up Committee of insider's transactions acknowledgment of his responsibility for the Committee system at the company.

Mr. Ewen John McRobbie, the Supervision and Follow-up Committee of insider's transactions Chairman's acknowledges his responsibility for the Committee system in the Company, and for the review of its work mechanism and for ensuring its effectiveness.

### 11.2. Names of the members of the Supervision and Follow-up Committee of insider's transactions

Member's Name	Position	Designation
Ewen McRobbie	Chairman	Chief Executive Officer
Abeer Hilwenji *	Member	Legal Department Representative
Shehreyar Azim**	Member	Acting Chief Financial Officer
Rajesh Thaper***	Member	Chief Risk and Compliance Officer

\* Appointed as the Legal Department Representative and the Board Secretary on 15<sup>th</sup> June 2020.

\*\* Joined the company on 01 April 2020 as the Acting Chief Financial Officer, and appointed on 1<sup>st</sup> October as the Chief Financial Officer

\*\*\* Joined the company on 22<sup>nd</sup> March 2020 as the Chief Risk and Compliance Officer

### The Supervision and Follow-up Committee of insider's transactions functions and duties assigned thereto.

The duties of the Committee are in accordance with Article (12) of SCA Resolution No. (7 R.M) of 2016. The Committee undertakes the following duties:

- Manage, follow-up and supervise Insiders' Trading and their ownerships.
- Prepare and maintain a special and comprehensive register for all insiders, including persons who can be considered as insiders on temporary basis and who are entitled to or have access to inside information of the Company prior to publication.
- Submit period statements and reports to the Board of Directors and to SCA and Abu Dhabi Securities Exchange as and when required.
- Submit and recommend to the Board the rules regarding the trading of Board members and employees of the company in the securities issued by the Company or its mother company, subsidiary or its sisters companies.
- Consider any other issues determined by the Board of Directors.

### 11.3. Number of Supervision and Follow-up Committee of insider's meetings held during the year 2020

During the year 2020, The Committee of follow-up and supervision of insiders' trading held one (1) meeting due to the changes in the management structure and the composition of the committee.

The first meeting details of attendance is as follows;

No.	Name	Meetings date 10 December 2020	Total numbers of attendance
1	Ewen McRobbie	✓	1
2	Abeer Hilwenji	✓	1
3	Shehreyar Azim	✓	1
4	Rajesh Thaper	✓	1

✓ : Attended; - Not attended

#### 11.4. Summary report on the Committee's activities during 2020

The Committee held one meeting during 2020. And the results of this meeting were as follows:

- Review and recommend to the Board the amended Terms of Reference.
- Review and recommend to the Board the Insiders Committee Code - Rules Guidelines.
- Review the transaction during the prohibited period.
- Review the insiders register as of 10<sup>th</sup> December 2020.
- The Committee appointed Farah Alhanna as the Committee Secretary for the next meetings.

### 12. Investment Committee

#### 12.1 Investment Committee for General Insurance

##### A. The Chairman of the Investment Committee for General Insurance acknowledgment of his responsibility for the Committee system at the company.

Mr. Peter England, the Investment Committee's Chairman acknowledges his responsibility for the Committee system in the Company, and for the review of its work mechanism and for ensuring its effectiveness.

##### B. Names of the members of the Investment Committee for General Insurance.

The Investment Committee for General Insurance is composed of one (1) non- independent director and three (3) management members.

From 1<sup>st</sup> January 2020 up to 18<sup>th</sup> May 2020:

Member's Name	Position	Designation
Peter England	Chairman	Board Member
Ewen McRobbie	Member	Chief Executive Officer
Sami Zouagui	Member	Chief Legal and Compliance Officer
Charles Forward*	Member	Chief Financial Officer

\* Resigned from his position as the Chief Financial Officer on 19 February 2020.

From 19<sup>th</sup> May 2020 to 5<sup>th</sup> August 2020:

Member's Name	Position	Designation
Peter England	Chairman	Board Member
Ewen McRobbie	Member	Chief Executive Officer

Sami Zouagui*	Member	Chief Legal and Compliance Officer
Shehreyar Azim**	Member	Acting Chief Financial Officer
Rajesh Thaper***	Member	Chief Risk & Compliance Officer

\* Resigned from his position as the Chief Legal Officer on 14<sup>th</sup> June 2020

\*\* Joined the company on 01 April 2020 as the Acting Chief Financial Officer, and appointed on 1st October as the Chief Financial Officer

\*\*\* Joined the company on 22<sup>nd</sup> March 2020 as the Chief Risk and Compliance Officer

From 6<sup>th</sup> August to 31<sup>st</sup> December 2020:

Member's Name	Position	Designation
Peter England	Chairman	Board Member
Ewen McRobbie	Member	Chief Executive Officer
Shehreyar Azim	Member	Acting Chief Financial Officer
Rajesh Thaper	Member	Chief Risk & Compliance Officer

### C. Statement of number of the Investment Committee for General Insurance meetings held in 2020

During 2020, the Investment Committee for General Insurance held five (5) meetings.

The first meeting details of attendance is as follows:

No.	Name	Meeting date 23 January	Total numbers of attendance
1	Peter England	✓	1
2	Ewen McRobbie	✓	1
3	Sami Zouagui	✓	1
4	Charles Forward	✓	1

✓ Attended; - Not attended;

The second meeting details of attendance is as follows:

No.	Name	Meetings dates 19-May	Total numbers of attendance
1	Peter England	✓	1
2	Ewen McRobbie	✓	1
3	Sami Zouagui	✓	1
4	Shehreyar Azim	✓	1
5	Rajesh Thaper	✓	1

✓ Attended; - Not attended;

The remaining meetings attendance of year 2020 are as follows:

No.	Name	Meetings dates - 2020			Total numbers of attendance
		06-August	01-Sept	15-Dec	
1	Peter England	✓	✓	✓	3
2	Ewen McRobbie	✓	✓	✓	3
3	Shehreyar Azim	✓	✓	✓	3



4	Rajesh Thaper	✓	✓	✓	3
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✓ *Attended;* - *Not attended;*

### **The Investment Committee functions and duties assigned thereto.**

The Committee undertakes the following duties:

- Understand the investment objectives, risk/returns profile and investment guidelines of RAK Insurance;
- Periodically review and recommend to the Board, appropriate amendments to the investment guidelines;
- Recommend to the Board the appointment, retention or replacement of external investment manager/s as required;
- Monitor the performance of investment manager/s in accordance with the investment guidelines;
- Review investment/divestment proposals received and make recommendations to the Board;
- Select, monitor, and replace third-party advisors for investments/divestments, such as consultants;
- Resolve all questions of interpretation of the investment guidelines to the investment manager/s;
- Review all fees incurred by or on behalf of the portfolio for reasonableness;
- Review and regularly report the performance of the portfolio to the Board;
- Monitor and review the allocation of assets in the portfolio per the investment guidelines;
- Oversee the appropriateness of investment risk management;
- Maintain records of the administration of the portfolio and the actions of the Investment Committee.
- Be authorised to approve any investment per the following:
  - Any single investment except for primary issuance of bonds in a particular asset up to a limit of AED 10 million per transaction;
  - Any single investment for a primary issuance of bonds up to a bid limit of AED20 million. In this case the Committee has to inform the Board of Directors by circulation of such an action;
  - Any subsequent investment in the same asset is permitted after a waiting period of six months up to a limit of AED 10 million per transaction. Board approval must be sought should the subsequent investment in the same asset be required prior to the expiry of the six months waiting period;
  - All investment decisions should ensure that the investment portfolio remains in accordance with the asset allocation limits per the Financial Regulations No. 25 / 2014 for Insurance Companies;
  - Be authorised to dispose any investment either by gain or fall of the investment up to a disposal value of AED 10 million per transaction.
  - The Investment Committee is further authorised to delegate certain responsibilities to either the Investment Manager or Additional Specialists (such as attorneys, auditors, others employed of the company).

## **12.2 Investment Committee for Life and Medical Insurance:**

### **A. The Chairman of the Investment Committee for Life and Medical Insurance acknowledgment of his responsibility for the Committee system at the company.**

Mr. Peter England, the Investment Committee's Chairman acknowledges his responsibility for the Committee system in the Company, and for the review of its work mechanism and for ensuring its effectiveness.

## **B. Names of the members of the Investment Committee for Life and Medical Insurance.**

The Investment Committee for General Insurance is composed of one (1) non-independent director and three (3) management members.

From 1<sup>st</sup> January 2020 up to 18<sup>th</sup> May 2020:

<b>Member's Name</b>	<b>Position</b>	<b>Designation</b>
Peter England	Chairman	Board Member
Ewen McRobbie	Member	Chief Executive Officer
Sami Zouagui	Member	Chief Legal and Compliance Officer
Charles Forward	Member	Chief Financial Officer

From 19<sup>th</sup> May 2020 to 5<sup>th</sup> August 2020

<b>Member's Name</b>	<b>Position</b>	<b>Designation</b>
Peter England	Chairman	Board Member
Ewen McRobbie	Member	Chief Executive Officer
Sami Zouagui	Member	Chief Legal and Compliance Officer
Shehreyar Azim	Member	Acting Chief Financial Officer
Rajesh Thaper	Member	Chief Risk & Compliance Officer

From 6<sup>th</sup> August to 31<sup>st</sup> December 2020

<b>Member's Name</b>	<b>Position</b>	<b>Designation</b>
Peter England	Chairman	Board Member
Ewen McRobbie	Member	Chief Executive Officer
Shehreyar Azim*	Member	Acting Chief Financial Officer
Rajesh Thaper	Member	Chief Risk & Compliance Officer

## **C. Statement of number of the Investment Committee for Life and Medical Insurance meetings held by the during the year 2020**

During the year 2020, The Investment Committee for General Insurance held two (5) meetings.

The first meeting details of attendance is as follows:

<b>No.</b>	<b>Name</b>	<b>Meeting date 23 January</b>	<b>Total numbers of attendance</b>
1	Peter England	✓	1
2	Ewen McRobbie	✓	1
3	Sami Zouagui	✓	1
4	Charles Forward	✓	1

✓ *Attended;* - *Not attended;*

The second meeting details of attendance is as follows:

No.	Name	Meetings dates 19-May	Total numbers of attendance
1	Peter England	✓	1
2	Ewen McRobbie	✓	1
3	Sami Zouagui*	✓	1
4	Shehreyar Azim	✓	1
5	Rajesh Thaper**	✓	1

✓ *Attended;* - *Not attended;*

\* Resigned from his position as the Chief Legal Officer on 14<sup>th</sup> June 2020

\*\* Joined the company on 22 March 2020 as the Chief Risk and Compliance Officer

The remaining meetings attendance is as follows:

No.	Name	Meetings dates - 2020			Total numbers of attendance
		06-August	01-Sept.	15-Dec.	
1	Peter England	✓	✓	✓	3
2	Ewen McRobbie	✓	✓	✓	3
3	Shehreyar Azim	✓	✓	✓	3
4	Rajesh Thaper	✓	✓	✓	3

✓ *Attended;* - *Not attended;*

## The Investment Committee for Life and Medical Insurance's functions and duties assigned thereto.

The Committee undertakes the following duties:

- Understand the investment objectives, risk/returns profile and investment guidelines of RAK Insurance;
- Periodically review and recommend to the Board, appropriate amendments to the investment guidelines;
- Recommend to the Board the appointment, retention or replacement of external investment manager/s as required;
- Monitor the performance of investment manager/s in accordance with the investment guidelines;
- Review investment/divestment proposals received and make recommendations to the Board;
- Select, monitor, and replace third-party advisors for investments/divestments, such as consultants;
- Resolve all questions of interpretation of the investment guidelines to the investment manager/s;
- Review all fees incurred by or on behalf of the portfolio for reasonableness;
- Review and regularly report the performance of the portfolio to the Board;
- Monitor and review the allocation of assets in the portfolio per the investment guidelines;
- Oversee the appropriateness of investment risk management;
- Maintain records of the administration of the portfolio and the actions of the Investment Committee.

- Be authorised to approve any investment per the following:
  - Any single investment except for primary issuance of bonds in a particular asset up to a limit of AED 10 million per transaction;
  - Any single investment for a primary issuance of bonds up to a bid limit of AED20 million. In this case the Committee has to inform the Board of Directors by circulation of such an action;
  - Any subsequent investment in the same asset is permitted after a waiting period of six months up to a limit of AED 10 million per transaction. Board approval must be sought should the subsequent investment in the same asset be required prior to the expiry of the six months waiting period;
  - All investment decisions should ensure that the investment portfolio remains in accordance with the asset allocation limits per the Financial Regulations No. 25 / 2014 for Insurance Companies;
  - Be authorised to dispose any investment either by gain or fall of the investment up to a disposal value of AED 10 million per transaction.

The Investment Committee is further authorised to delegate certain responsibilities to either the Investment Manager or Additional Specialists (such as attorneys, auditors, others employed of the company).

### 13. Internal Control System

**The Internal Control System** of the Company is developed with a disciplined approach and designed to ensure integrity, ethical values and competence of its people and respond to changes in regulatory requirements as well as the market. It is based on the “three lines of defence” model where the second line contains the key control functions, Risk & Compliance, Finance and Legal. The second line provides oversight of material risks and is tasked with maintaining a robust control environment, including ensuring compliance and the reliability of financial and non-financial information.

**Risk Based Approach:** A detailed risk assessment methodology has been established as part of the risk management strategy which is set out in the Risk Management Strategy and Framework Document to assess the Internal Control environment of the Company and its business activities. Aligned to the organisational risk management processes, this methodology enables Risk & Compliance to be strategically and operationally aligned with the risks facing the organisation.

**The Control Environment** is driven by the “tone at the top” established by the Board and senior management which reflects the importance of integrity and ethical values and a commitment to reliable reporting. This is implemented through several policies such as the enforcement of the Company's Code of Ethics and Conduct which every employee is expected to adhere to. It reflects the Company's ethics and compliance standards and provides the Company with clarity and consistency that address specific requirements and laws.

There are also several operational policies such as the Credit Control policy and IT policy to strengthen governance and controls around these processes. Risk policies for all material risks are also in place. There are a number of control activities the Company performs such as segregation of duties and accountability and ownership of risks. For example, all significant approvals are required to adhere to the Delegation Authority Matrix. In addition, the Company is also working towards the ISO 27001 Standard accreditation to increase the robustness of its data and security framework.

## **Acknowledgement by the Board of its responsibility for the Company's Internal Control System, review of its work mechanism and ensuring its effectiveness.**

In response to the requirement of Article 8 of the Ministerial Resolution No. 518 of 2009, Internal Control, The Compliance and Internal Control/Audit function of the Company was established in 2010. The provisions pertaining to Article 50 of The Chairman of Authority's Board of Director's Resolution No. (7.R.M) of 2016 is also complied. The Board of Directors acknowledges its responsibility for the application, review and efficiency of RAK Insurance's internal control system. The Board Audit Committee in conjunction with the Chief Risk and Compliance Officer and the Chief Internal Auditor ensures the adequacy of the internal control framework within the Company.

### **Name of the Compliance Officer, his qualifications and date of appointment.**

Mr. Rajesh Thaper, the Chief Risk and Compliance Officer was appointed on 22<sup>nd</sup> March 2020.

Rajesh holds a BSc (Eng) Degree in Engineering and Management from King's College London. He started his career with the UK financial regulators (the PRA), and then moved into consultancy with the big four firms and then into industry in the UK, Europe, and Middle East with 20 year's risk and compliance experience.

### **Name of the Chief Internal Auditor, her qualifications and date of appointment.**

Ms. Nicola Thompson, the Chief Internal Auditor was appointed on 10<sup>th</sup> June 2019. Ms. Thompson is a certified internal audit professional with over 20 years of internal audit, governance and risk management experience across regional and international markets. Ms. Thompson leads a team of dedicated, qualified internal audit staff members with significant regional and international financial services experience.

## **How the Internal Control Department dealt with any major problems at the company, or those that were disclosed in the annual reports and accounts.**

**The Risk Function:** The Internal Control Department/Function is the second line of defence which includes Risk & Compliance, Finance and Legal. One of key objectives of the Risk & Compliance Function is to implement, embed and maintain robust risk governance and controls. This includes performing regular reviews of top risks and reporting to the Audit Committee and the Board. Risks are reported in The Risk Dashboard which contain all top risks and mitigating actions with a risk scoring (probability and impact scores) to determine the severity of the risks. In addition, any emerging risks are also reported and monitored closely. The risk framework is currently being refreshed to strengthen the governance and control environment.

As part of the challenge and issues faced managing the business during the coronavirus lockdowns, BCP protocols were initiated with regular EMT meetings held to assess the impact and strategies as well as to monitor the risks closely and take any resultant actions. In addition, IT controls have been strengthened to accommodate for this scenario. In addition, Risk & Compliance have worked closely with other functions to address any audit findings as per the audits performed by Internal Audit (the third line) below.

**Internal Audit:** Internal audits and control effectiveness reviews are conducted throughout the year as per the Audit Plan approved by the Audit and Risk Committee. Key audit observations are captured in audit



reports that are issued periodically. These reports are presented to the Audit and Risk Committee on a quarterly basis and summarise audit observations and opportunities for process and control improvement, implications from a risk perspective as well as management responses and action plans.

All audit observations are logged and tracked via the Internal Audit system to completion. Regular follow-up is done with Management to ensure that remedial actions are completed and open risks identified by Internal Audit are adequately mitigated. Long outstanding audit observations are reported to the Audit and Risk Committee.

**Whistleblowing:** A whistleblowing policy is designed as a control to help safeguard the integrity of RAK Insurance financial reporting, its business dealings and to support adherence with its code of conduct. Protocols by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting, business conduct or relevant matters are defined within the policy, including procedures for the following:

- The receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- The confidential submission by employees of the Company (which may be anonymous) of concerns on any matter, including those regarding questionable accounting or auditing matters.

**Investigations and Resolution:** All whistleblower cases will be recorded, reviewed and investigated under the direction of the Chief Internal Auditor. The Chief Internal Auditor evaluates the complaint in accordance with the policy and reports findings to Audit Committee as appropriate.

#### **Number of reports issued by the Internal Control Department to the Company's Board of Directors.**

No reports were issued by the Internal Control Department to the Company's Board of Directors during 2020.

#### **14. Details of the Violations committed during the year 2020**

Ras Al Khaimah National Insurance Company has no major violations during the fiscal year 2020.

#### **15. Statement of the cash and in-kind contributions made by the Company during 2020 in developing the local community and preserving the environmental.**

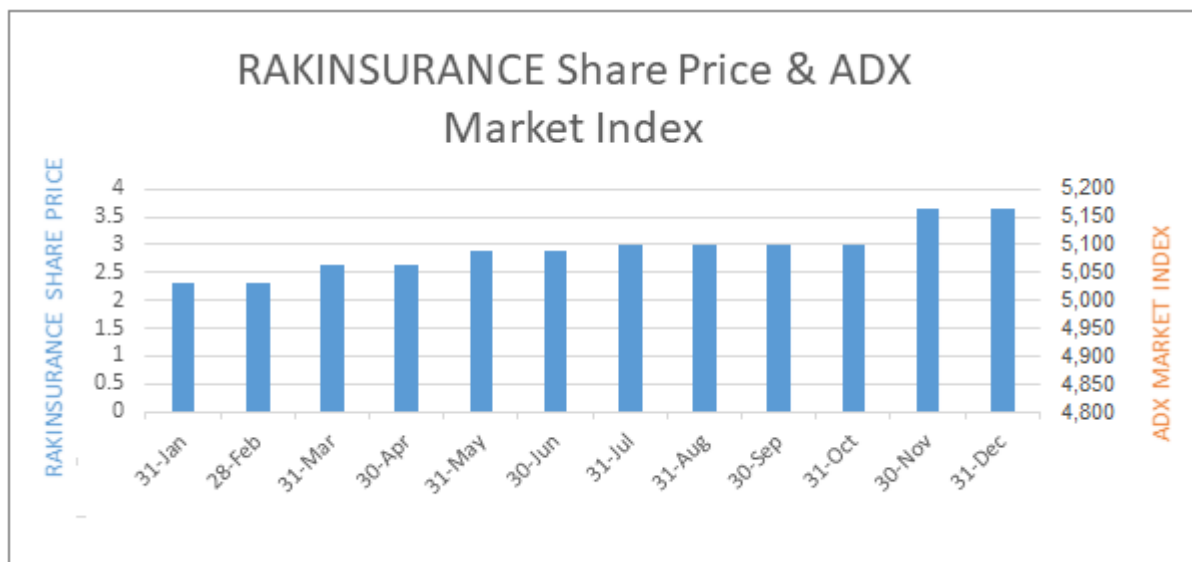
For 2020, the Company continuously adheres to protecting the environment by promoting a "greener" business like encouraging staff to restrict printing if it can be kept on screen; recycling of paper and ink cartridges; and ensuring proper disposals of waste especially used electrical items. An amount of AED4,446.67 was paid to Shred-It for proper paper disposal and recycling. In return we received an environmental accomplishment certificates from them mentioning that we have saved a total of 32 trees from destruction. RAK Insurance has donated one (1) wheel-chair for the Children with Disabilities for amounting to AED 4,000. On February 14th 2020, 52 of our staff participated in the Terry Fox Run (Run for a Cause) with total contribution amounted to AED 2,600.

## 16. General Information

### 16.1. Statement of Company's market share price in the Market (closing price, highest price and lowest prices) in the end of each month during year 2020.

Month	High	Low	Close
31-Jan	2.3	2.3	2.3
28-Feb	2.3	2.3	2.3
31-Mar	2.64	2.64	2.64
30-Apr	2.64	2.64	2.64
31-May	2.88	2.88	2.88
30-Jun	2.88	2.88	2.88
31-Jul	3.00	3.00	3.00
31-Aug	3.00	3.00	3.00
30-Sep	3.00	3.00	3.00
31-Oct	3.00	3.00	3.00
30-Nov	3.64	3.64	3.64
31-Dec	3.64	3.64	3.64

### 16.2. Statement of the comparative performance of company's shares with the market index and the sector index to which the company belongs during year 2020.



### 16.3. Statement of Shareholders distribution as of 31<sup>st</sup> December 2020 (Individuals, companies, governments) classified as follows: Local, GCC, Arab or Foreign

SN	Shareholder Classification	Number of Shares			
		Individuals	Companies	Governments	Total
1	Local	20.77%	79.23%	0.00%	100.00%
2	GCC	0.00%	0.00%	0.00%	0.00%
3	Arab	0.00%	0.00%	0.00%	0.00%
4	Foreign	0.00%	0.00%	0.00%	0.00%
	<b>Total</b>	20.77%	79.23%	0.00%	100.00%

### 16.4. Statement of shareholders owning 5% or more of the Company's capital as at 31 December 2020

SN	Name	Number of Shares	Percentage % of shares
1	National Bank of Ras Al Khaimah PSC	96,088,366	79.23%
2	Ahmed Issa Ahmed Al Naeem	18,743,000	15.45%

### 16.5. Statement of shareholders distribution by the size of equity as 31 December 2020, as per the following

SN	Share Ownership	Shareholders number	Owned Shares	Percentage % of Shares
1	Less than 50,000	31	266,155	0.219%
2	From 50,000 to less than 500,000	9	1,724,936	1.42%
3	From 500,000 to less than 5,000,000	7	4,452,543	3.67%
4	More than 5,000,000	2	114,831,366	94.68%

### 16.6. Statement of measures taken regarding the controls of investor relationships:

RAK Insurance appointed the Investor Relations Officer who will assist in all of the Investor Relations enquiries.

#### The name and contact details of the Investor's Relations Manager:

Name : Mrs. Abeer Hilwenji  
 Email : investorrelations@rakinsurance.com  
 Telephone No. : +97172273000  
 Mobile/WhatsApp No. : +971 503770708

#### The link of the Investor Relations webpage on the website of the Company:

Website page : <https://www.rakinsurance.com/investor-relations/>

### **16.7. Statement of the special resolutions presented to the General Assembly held in 2020 and the procedures taken with respect thereto.**

There were no Special Resolutions in the Agenda of the unique General Assembly meeting held during 2020.

### **16.8. Rapporteur of the Board meetings.**

The Board of Directors appointed Mrs. Abeer Hilwenji as the Secretary of the Board of Directors by a resolution by circulation dated 13<sup>th</sup> May 2020 to be effective on 15<sup>th</sup> June 2020. The appointment was ratified at the Board meeting held on 4<sup>th</sup> June 2020.

#### **Qualifications and experiences**

Abeer Hilwenji has three years competent and practical experience in Board and Board Committees meetings, and highly experienced in providing secretarial and administrative services to the Board of directors. Abeer has significant exposure to the Board members, stakeholders and the management team while performing her role and managing the challenges as a result to ensure adherence to internal and external regulatory.

#### **Statement of her duties during the year:**

The Duties of the Board Secretary are as follows:

- Documenting meetings of the Board of Directors and preparing their minutes, which shall include the discussions and deliberations that took place during these meetings, and place of these meeting as well as dates of their start and end.
- Recording resolutions of the Board of Directors and voting results and keeping them in a special and organized record, including the names of attendees and any expressed reservations (if any).
- Keeping all reports submitted to the Board of Directors and reports prepared by the Board.
- Providing members of the Board of Directors with the agenda of the Board's meeting and the related papers, documents, and information and any additional information related to subjects contained in clauses of the agenda requested by any member of the Board of Directors.
- Notifying members of the Board of Directors of dates the Board meetings well in advance of the meeting date.
- Submitting draft of the minutes to members of the Board to express their opinion thereon before signing it.
- Informing the Company's executive administration about resolutions of the Board of Directors and its committees and reporting on their implementation and application.
- Coordinating between members of the Board of Directors and executives.

### **16.9. Statement of the significant events that took place in the Company in 2020.**

- **Annual Staff Event** – On the 22<sup>nd</sup> of February 2020, we had our annual staff gathering at the Hilton Hotel in Ras Al Khaimah. The Management took it as an opportunity to showcase what we have achieved during the past year and share with the team our 3-year strategy.
- **Opening of Sharjah branch** – 1<sup>st</sup> of November 2020 we announced the opening of our Sharjah Branch located at the heart of King Faisal Road in Sharjah.

- **Relocation of our Dubai branch** – October 2020 when we moved our Dubai Office from Deira to a more strategic location in Sultan Business Centre in Oud Metha Dubai.

#### 16.10. A statement of the transactions carried out by the company during the year 2020 that are equal to 5% or more of the company's capital.

Name of the party	Type of transaction	Amount
Besso Ltd	Reinsurance claim settlement	87,050,595
National Bank of Ras Al Khaimah	Disposal of Investments	49,009,444
Noor Bank	Fixed Deposit placements	32,000,000
Bank of Sharjah	Fixed Deposit placements	30,000,000
National Bank of Ras Al Khaimah	Premium Written	23,136,905
National Bank of Ras Al Khaimah	Fixed Deposit maturities	20,800,000
Neuron LLC	Claim settlement	13,131,337
NAS Administration Services	Claim settlement	12,540,357
Commercial Bank International	Fixed Deposit placements	10,000,000
Beaver Gulf Contracting LLC	Premium Written	9,747,954
Munich Re	Reinsurance claim settlement	6,638,707
EC3 Brokers Ltd	Reinsurance claim settlement	6,387,668
National Bank of Ras Al Khaimah	Credit Life claims paid	(7,697,313)
National Bank of Ras Al Khaimah	Medical claims paid	(22,798,727)
National Bank of Ras Al Khaimah	Fixed Deposit placements	(36,100,000)
National Bank of Ras Al Khaimah	Acquisition of Investments	(47,190,963)

#### 16.11. Statement of Emiratization percentage in the Company at the end of 2018,2019,2020

In accordance with Cabinet Resolution No. (267/10 & /3) of 2015 Approving the Emiratization Strategy in the Banking and Insurance Sectors, the Insurance Authority has determined 47 points as the Emiratization targeted points for the Company for the year 2019. The Company achieved 54 points as at 31<sup>st</sup> December 2020 and, therefore, the Company has fully completed the Emiratization targeted points for the year 2020. The Company's Emiratization percentage is 7%. As for the previous years, RAKINSURANCE achieved Emiratization percentages of 6.2% in 2019 and 5% in 2018.

#### 16.12. Statement of the innovative projects and initiatives implemented by the Company or are still under development in 2020.

Continuing our journey on Innovation, 2020 witnessed a great momentum in embracing the culture of innovation. RAK Insurance continued to explore areas of improvement leveraging customer feedback, internal staff suggestions and taking up a collaborative responsibility preventing climate change. In addition to various digital transformation projects/Initiatives include, here is a glimpse of few,

- ✓ GO DIGITAL GO GREEN, hashtag #Lets press for paperless, aimed to reduce printing paper and support digital solution. Apart from cost saving, we have also reduced paper printing by ~80%. This project has also improved process efficiency and supported digital transformation of storing documents & data that is not only easily available but anytime, anywhere accessible. Various activities were conducted, and every opportunity was explored to enhance customer services and simplify the process via digital means, read/send/store as digital documents, re-use the papers, print on both sides was enforced across organization. Hashtag #Lets press for paperless #Go Green Go Digital.
- ✓ LEAN & GREEN Initiative at Operations Dept. This project had also multi facet benefits, including contributing to reduced carbon emission by reducing the daily shuttle services (RAK-DXB-AUH-RAK) from 5 days a week to once a week, cost saving (~50%) and employee welfare.
- ✓ WORK FROM HOME initiative was rolled out in Q1, 2020, to continue with Business operations safely and efficiently despite the Pandemic and lockdowns. A host of projects were put in place to successfully enable 100% of our workforce to operate from home, such as; Mobile Telephony extensions for all employees on their device, Video Conferencing Solutions, Cloud Brokerage Solutions, Secure Application Gateway.
- ✓ COVID-19 HOTLINE: A toll-free Helpline for our customers was implemented during Q1 backed by our experienced Medical staff to answer COVID related queries and assist them in guiding to the nearest medical center in case of any symptoms.
- ✓ 3-YEAR ELECTRONIC INSURANCE PLAN – This plan outlines how to market and distribute insurance policies via our website, aggregators, mobile apps. and others. This infrastructure will allow potential customers and existing customers to make adjustments, buy new or renew policies, view their policies, notify claims and/or make complaints etc. These services and functions will be extended to Brokers, Agents, and our own Employees in due course.
- ✓ IMPLEMENTATION OF OUR 3-YEAR REINSURANCE STRATEGY – This is in line with the Insurance Authority's Board of Directors Decision No. (23) of 2019 concerning Reinsurance arrangements and was Board Approved in December 2020
- ✓ RETAIL PLATFORM: A New Retail platform is in development to compliment the current portals and make it easy to on-board and service new retail customers and comply with the new regulations. Additionally, we are using AI powered Optical character Recognition (OCR) to detect and scan cards (Emirates ID, Mulkiya, etc.,) thus reducing the data entry time while on-boarding a customer.

Innovation team witnessed a great involvement of all staff members across organization to support the need for change and foster the culture of innovation. RAK Insurance continues to re-energies its efforts to bring innovation in its process, systems etc. to enhance customer services, employee satisfaction and fulfill its responsibility towards the society.





## GladIDEator

Innovation Accelerator at RAKI

#Innovate #Transform #Ideas #Improvements



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**Let's PRESS for PAPERLESS**

Use BOTH sides of the paper or Multiple pages option

Avoid WASTE. Format your data to Avoid Additional copies

### Go Digital, Go Paperless!

This project is initiated as part of "Go Digital" initiative at RAK Insurance. It is observed that while majority of the correspondence and member interactions are on digital platform either via emails or custom-made My Local application or process dependant on "ESADIDAH", the information is still managed and stored as physical copies.

~100,000 papers are printed every month at RAK Insurance (WHY?)

**Let's PRESS for PAPERLESS**

Go Digital - Read, send & store digital documents



With the Launch of "Let's PRESS for PAPERLESS" initiative, we aim to minimize the use of paper prints and encourage teams to Go digital - Read/send/share & store digital documents. In addition, we have brought some change to our print policy:

- ❖ **Log Book** - Log Books have been placed at each printer and we urge everyone to update details in the log book as & when you take a print out. We are working with IT team to have automated reports at user level to replace the manual entry/log book in future.
- ❖ **Clean Desk / Recycle Box** - You will find a "Recycle box" next to printer, re-usable/waste papers should be deposited in the "recycle box" instead of throwing them in dustbin or stacking them on your desk /in drawers. (Confidential papers would continue to be shredded)

We appreciate your efforts to Go Digital. Let's all Pledge to PRESS for PAPERLESS!!

#LetsPressForPaperless #GoDigital #GoGreen

**Let's PRESS for PAPERLESS** - we aim to minimize the use of paper prints and encourage teams to Go Digital - Read/send/share & store digital documents.

- ✓ **Automated reports at user level** have been put in place to estimate the number of papers printed by each user. This would mean that you would no longer have to write the details on the "PRINTED LOG BOOK" except the one on 2nd floor as we are still in the process to automate the functionality on this machine.
- ✓ **Printing on both sides as default function** : As suggested during our focus group discussions, we are in the process of changing the default print option to "PRINT ON BOTH SIDES" and this functionality would help us to reduce paper utilization. Although our objective is to go paperless across functions, we urge you to prefer this option until we have an alternate option to GO DIGITAL. This is equally applicable for customer facing teams.
- ✓ **Need-Based printer access** : Thank you for sharing the list of handles for your teams (phone), this would help us to create better accountability and enrich the scope for continuous improvement. We are in process of mapping the access rights to dedicated staff.

We appreciate your efforts, inputs and suggestions!!

#LetsPressForPaperless #GoDigital #GoGreen

### LEAN & GREEN INITIATIVE

- ❖ Shuttle service reduced to **ONCE A WEEK** instead of DAILY services to transport heavy items/files and other non - urgent documents
- ❖ **Courier service** is a viable option and would be used for sending **urgent documents** across locations/branches. **Urgency & necessity** of documents should be approved by **department manager**
- ❖ Operations Department re-organized the data inventory to capture maximum details. Team would continue to maintain the **records** of all documents/packages for **analysis and continuous improvements**

**Board Chairman**

Salem Ali Al Sharhan



**Audit & Nomination and  
Remuneration Committees  
Chairman**

Jasem Ahmed Al Nuaimi



**Chief Internal Auditor**

Nicola Jane Thompson



Date **26 March 2021**

Company's Stamp



